



BY-LAWS OF THE ASSOCIATION OF MEDICAL SCHOOL NEUROSCIENCE DEPARTMENT CHAIRS

AMSND C COUNCIL
UPDATED 10/21/2022

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Article I.
STATEMENT OF PURPOSE

Section 1: Charitable Purposes

The Association of Medical School Neuroscience Department Chairs was formed to perform charitable purposes as defined in Alabama Non-Profit Corporations Law SIO-3A-4 and Section 501 of the Internal Revenue Code of 1954, as now enacted or as hereafter amended, including but not limited to the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue code, or corresponding sections of any further tax code.

Section 2: Mission

The Association of Medical School Neuroscience Department Chairpersons (AMSND) is an organization dedicated to promoting neuroscience as a scientific discipline, and to representing the interests of departments within medical school settings whose major focus resides with research and training in the neural sciences.

Section 3: Specific Objectives and Purposes

Establish a cooperative organization for the leaders of basic science departments in Schools of Medicine whose major mission includes the conduct of research and education in neuroscience.

Implement regular communications (i.e. national meetings, web/internet mechanisms), utilized by the Chairs of participating departments as well as guests of the Association, in order to discuss and disseminate local and national policies, practices and activities relevant to the membership.

Advocate the recognition of neuroscience-based departments as distinct entities within medical school organizational structures and for the provision of support and resources for their missions.

Foster recognition of Neuroscience as a distinct academic unit within medical school organizational structures, including their identity in the analysis of national activities and trends.

Promote and coordinate data collection, analysis, and exchange of relevant Information between the AMSND, medical schools, and national organizations (e.g. NIH, NSF, NASA, AAMC, AMA, NCBBSC, CAS, private foundations and industry), and directly represent the membership in such organizations where appropriate.

Provide a platform for the membership to identify and share emerging trends, policies and best practices relevant to improving successful leadership across member departments.

Article II.
DIRECTORS AND OFFICERS

Section 1: Management of the Corporation

The corporation shall have at least five (5) Directors who shall also serve as Officers.

Section 2: Designation of Officers

The officers of the corporation shall be a President, a Secretary/Treasurer, (2) Councilors, an Immediate Past President and a President-Elect. In the first year of a President's term, there shall also be an Immediate Past President and in the second year of a President's term, there shall also be a President-Elect. The Board, also referred to as the Executive Committee, may have

other officers as it may determine who shall have such duties, powers and functions as hereinafter provided. Any two or more offices may be held by the same person, except that one person may not hold both the offices of President and Secretary/Treasurer at any one time.

The Directors shall manage the corporation. Due to the number of Directors and leadership configuration of the Board and the organization in general, the Officers shall act as the Board and any meeting of the Board may also be considered a meeting of Officers, and vice versa.

Section 3: Qualifications

Any member of the corporation may serve as Officer or Director of this corporation.

Section 4: Election of Directors and Officers

The Directors/Officers shall be elected by a vote of the members of the corporation. The election shall be for specific officers and each officer's election is an automatic election as a Director. Each Officer and Director shall serve until the expiration of their term of office, and a successor has been elected and qualified. The term of Director shall coincide with the term of the particular office to which he or she is elected. Elections are held every two years with newly elected Officers joining the Board at the meeting of the Executive Committee held at the end of the spring meeting, with exceptions as noted below.

In order to maximize experience among Officers on the Board, an election would be held to yield a President-Elect for one-year beginning at the meeting of the Executive Committee held at the end of the spring meeting, followed by two years as President and another year as Past President. Elections are held during the President's first year of service, such that a President-Elect serves during the second year of the President's term. The President-Elect would then become President for two years, overlapping their first year with the Past President. There are always two forms of President on the Board at one time.

Each election also yields a Secretary/Treasurer and two Councilors. The Secretary/Treasurer and one Councilor (the one with the greatest number of votes) assume their position on the Board at the meeting of the Executive Committee at the end of the spring meeting, along with the President-Elect. The second Councilor begins his or her term the following year.

The election schedule shall be as set forth in the following chart:

Year	President			Treasurer/Secretary		Councilor		
1	P1 (year 2)	PE2		TS1		C0	C1	
2	PP1	P2	Election	TS1	Election	C2	C1	Election
3		P2	PE3	TS2		C2	C3	
4	Election	PP2	P3	TS2	Election	C4	C3	Election
5	PE4		P3	TS3		C4	C5	
6	P4	Election	PP3	TS3	Election	C6	C5	Election

A Nominating Committee for the election of Directors and Officers shall consist of the President, Past President and Secretary/Treasurer. The Secretary/Treasurer shall confirm that the selections are eligible to run for office. The Nominating Committee shall then ascertain that the potential candidates would be willing to serve if elected and shall send the Secretary/Treasurer the names of two candidates for President-Elect, four candidates for Councilor, and two names for Secretary/Treasurer. Elections shall be by postal mail, e-mail ballot or a web-based ballot of the voting membership, and occur in the late summer or early fall prior to the annual meeting at which the officers will be inducted. The Secretary/Treasurer will create confidential ballots that will be sent to each member. The ballot shall contain instructions that include a deadline for receiving the completed ballots, and this deadline shall not be sooner than 20 days from the date of mailing.

Such notice shall be mailed or e-mailed to each Member at his last known address appearing on the Association's records. Each member shall then cast his/her votes and mail the ballot to the office of the Secretary/Treasurer. Only original ballots shall be counted. A simple majority is required for election to President-Elect or Secretary/Treasurer. The two candidates who receive the highest number of votes for Councilor will be elected. In the event of a tie vote for any office, the incumbent Executive Committee shall elect the nominees to said office by secret vote.

Section 5: Term of Office

The term of an officer shall be for a period of two (2) years. There shall be no limit on the number of terms an individual Officer may serve, but an individual officer may not serve (2) successive terms. All Officers, including the Immediate Past President and President-Elect, shall also be members of the Board of Directors and may constitute the entire Board of Directors. Officers take responsibility at the Executive Committee Meeting at the end of the Spring Meeting. The immediate Past President and immediate Secretary/Treasurer are invited to attend, but are not permitted to vote.

Section 6: Action of the Board

The vote of a majority of the Officers/Directors present at the time of the vote shall be the act of the Board. Each Officer/Director present shall have one vote. The Board, at its sole discretion, may authorize a proxy vote on issues for Board members who are unable to attend a specific meeting, whether special or regular, on which it anticipates the need to make a decision in the near future. Voting may be by electronic means, such as e-mail or other internet options, pursuant to procedures approved by the Board of Directors.

Section 7: Newly Created Directorships and Vacancies

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Officers/ Directors then in office or by a sole remaining Officer/Director. A person elected to fill a vacancy on the Board shall hold office until the next election for that office or of the Board of Directors or until his or her death, resignation or removal from office.

Section 8: Resignation or Removal of Directors and Officers

Any Officer/Director may resign at any time by giving written notice to the Board or to the President or Secretary of the corporation. Any resignation of an Officer shall constitute a resignation as a Director as well, and visa versa. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Officers/Directors may be removed from office, with or without cause, at any Board meeting by the affirmative vote of the Officers/Directors forming a quorum at the Board meeting, or by a vote of a majority of the members of the corporation. Removal of an Officer shall also constitute the removal as a Director and visa versa.

Section 9: Quorum for Meetings

A majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. In no event shall a quorum consist of less than one-third of the number of Officers/Directors fixed by these by-laws. Any meeting of the Board at which less than a quorum attends is valid if the minutes of that meeting or the transactions of the Officers/Directors are approved at a subsequent meeting at which a quorum is present.

Section 10: Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board.

Section 11: Meetings

The Board may hold its meetings at the office the Corporation or at such other places, either within or without the state, as it may from time to time determine. The Board must meet at least annually for regular business meetings. Generally, these meetings will occur at the end of the annual Spring Meeting open to the entire membership. The Board may create procedures for attendance by electronic means, such as video conferencing or conference call.

Section 12: Notice of Meetings

Regular meetings of the Board may be held without notice at such time and place, as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the Officers/Directors and may be called by the President of the Corporation, who shall be the leader of the Board of Directors, upon three (3) days notice to each Officer/Director either personally or by mail; special meetings shall be called by the President or by the Secretary/Treasurer in a like manner on written request of two (2) Officers/Directors. Notice of a meeting need not be given to any Officer/Director who submits a waiver of notice whether before or after the meeting or who attends the meeting protesting prior thereto or at its commencement, the lack of notice to him or her.

Section 13: Budget

The Board of Directors shall cause to have the preparation and approval of the budget during the annual meeting generally in late winter of each year.

Section 14: Purchases

Purchases for the corporation's initiative are directed by the Board per the approved annual budget. The Board of Directors must approve any purchases over \$1,000.00.

Section 15: Specific Officers – President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers.

The President shall:

- Organize the Annual Meeting of the AMSNDC.
- Represent the AMSNDC at leadership forums of other organizations (AAMC, NCBSC, others), and in new Initiatives.
- Arrange and lead meetings of the Board and of the membership.
- Formulate working committees and projects relevant to the mission of the AMSNDC.
- Perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Board of Directors.
- Preside at all meetings of the Board of Directors. The President shall have the authority to appoint a proxy to chair the meetings in his or her absence.
- Make committee appointments.
- Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages,

bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

- Appoint additional Officers for special purposes relevant to the mission of the AMSNDC (e.g. special representative to other organizations or government agencies). These special Officers shall attend meetings and discussions, report on their own missions, but will not hold voting powers.

Section 16: Secretary/Treasurer

As Secretary, the Officer shall:

- Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- Manage elections of Officers to the Board of the AMSNDC.
- Formulates minutes of Board meetings and summaries of the annual meeting.
- Maintain at his or her office minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, identifying where and when the meeting took place and that proper notice of the meeting was duly given, the names of those present or represented at the meeting and the proceedings thereof. Electronic copies shall satisfy this requirement.
- See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

As Treasurer, the Officer shall:

- Have charge and custody of, and be responsible for, all funds and assets of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories, and in such investment vehicle, as shall be selected by the Board of Directors, and keep and maintain accurate records.
- Collect membership fees and secure new memberships into the organization.
- Manages the budget of the AMSNDC (dues, meeting fees, reimbursement, etc.).
- Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- Make available on request to any director financial records of the corporation, or to his or her agent or attorney.
- Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation, including any standard financial statement.
- In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

Section 17: Councilor

- There shall be two (2) Councilors who shall represent the AMSNDC at other meetings (e.g., AAMC-CAS, and other similar organizations), at the discretion of the President.
- Develop special projects, working groups, and reports.
- Participate in planning and developing the Annual Meeting.

Section 18: Immediate Past President

The Immediate Past President shall also be considered an Officer and Director. This is a one-year position following service as President. His or her role shall be advisory in nature and may be given additional duties by the President or at the direction of the Board of Directors, and to impart the benefit of experience to the President and Board in general, including representing AMSNDC at other professional meetings along with or representing the President.

Section 19: President-Elect

At the time of the election of officers, there shall be a vote on an officer to succeed the current President. This Officer shall be known as the President-Elect and shall also be considered an Officer and Director. This is a one year post (after election and through the subsequent annual meeting) during which time the President-Elect participates closely with the President in planning and developing the Annual Meeting, and represents the AMSNDC at other meetings along with the president.

Section 20: Term

If an elected officer leaves his or her position as departmental chair or institute director because of promotion or accepting a leadership position within academic ranks of a medical school, that person shall be allowed to retain their membership and complete their term in office.

Article III. MEMBERSHIP

Section 1: Members

The AMSNDC shall have a single class of members. The criteria for membership are as follows:

- A. The member must be a department Chair within a medical school setting within North America. The department must have as a primary mission research and education on the structure and function of the nervous system. Typically, the department titles include the term "Neuroscience" or "Neurobiology."
- B. On occasion, other departmental titles (e.g., Physiology, Anatomy) maintain a primary mission in neuroscience and this is acceptable, at the discretion of the President.
- C. Some departments have a strong commitment to undergraduate (college) campuses, but also hold commitments to the medical school, and in these situations membership is acceptable.
- D. Each member is expected to pay annual dues in the amount established by the Board.
- E. A member is held in good standing upon approval of their application and payment on a yearly basis. A member shall remain in good standing until such time as the President determines to terminate participation for failure to commit outstanding obligations or for conduct inconsistent with the objectives of the AMSNDC.
- F. On occasion, a member may designate an alternate within their department to serve as their surrogate to attend the AMSNDC annual meeting (or other roles including voting) as approved by the President. Such surrogates should hold a leadership role within their department and/or institution relevant to the mission of the AMSNDC.
- G. Associate membership. Associate members can be vice chairs, associate heads, or interim chairs at medical or osteopathic medical schools, as well as undergraduate neuroscience program directors. They can fully participate in AMSNDC meetings but are not eligible for election as Officers of the AMSNDC.
- H. Guest memberships are permitted for specific purposes as designated by the President and on an ad hoc basis.

- I. Emeritus membership. Individuals who cease to be a chairperson are eligible for Emeritus membership if they have made significant contributions to the Association. An Emeritus Member may be nominated by any member of the Association. Nominations should be made to the Secretary/Treasurer. The Executive Committee recommends candidates to the membership for approval at the Annual Meeting. Emeritus membership requires a majority vote of the membership present at the meeting. Emeritus members do not have to pay annual dues and do have all rights and privileges within the Association as do regular members apart from the right to vote and hold office on the Executive Committee. Emeritus members can serve as representative of the Association.

Article IV. COMMITTEES

Section 1: Committees

The President, upon approval by a majority of the entire Board, may designate committees, each consisting of at least two Members. Each committee shall serve a term designated by the President.

Section 2: Meetings and Action of Committees

The Officers/Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees and its obligation to report to the Board or the President to the extent that such rules and regulations are not inconsistent the provisions of these Bylaws.

Article V. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1: Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2: Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by one officer of the corporation, or his or her designee.

Section 3: Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4: Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the nonprofit purposes of this corporation.

Article VI. POWERS

To accomplish the purposes stated in Article I, the Corporation shall have and may exercise any and all powers now or hereafter conferred by the laws of the State of Alabama upon non-profit corporations, provided that,

Section 1: Limitations of Activities

- a) Notwithstanding any other provisions of the Articles, the Corporation shall not have nor exercise any power nor carry on any activities not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Federal Internal Revenue Code of 1954, as now enacted or as hereafter amended, or by a corporation, contributions to which are deductible under Section of such Code, as now enacted or as hereafter amended.
- b) No part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent allowed to an eligible Section 501 organization to make expenditures to influence legislation and electing to do so; nor shall the Corporation in any manner or to any extent participate in or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements; nor shall it engage in any activities that are unlawful under the laws of the United States of America, or the State of Alabama, or any other jurisdiction where such activities are carried on; nor shall it engage in any transaction defined at the time as "prohibited" under Section 503 of the Internal Revenue Code of 1954, as now enacted or as hereafter amended.
- c) The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion, of the assets or net earnings of this Corporation shall be used, nor shall this Corporation ever be organized or operated for purposes that are not exclusively religious, charitable, scientific, or educational within the meaning of Section 501 (c)(3) of the Federal Internal Revenue Code of 1954, as now enacted or hereafter amended.

Section 2: Compensation

No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator, or organizer of the Corporation, or substantial contributor of it, except as a reasonable allowance for actual expenditures or services actually made or rendered to or for this Corporation.

Section 3: Prohibitions

Neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of this Corporation shall ever be distributed to or divided among members, directors or trustees, officers or other private persons; provided further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the Federal Internal Revenue Code of 1954, as now enacted or hereafter amended.

Article VII. DISSOLUTION

In the event of termination, dissolution, or winding up of this Corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to (and only to) one

or more organizations described in Section 501(c)(3) of the Federal Internal Revenue Code of 1954, as now enacted or hereafter amended, as selected by the Board of Directors, and such distributions shall not inure to the benefit of any Officer, Director, member, agent, or employee of the Corporation.

**Article VIII.
AMENDMENTS**

The Certificate of Incorporation and these Bylaws may be added to, amended or repealed by majority vote of the entire membership at any regular meeting or at any special meeting called for that purpose.

**Article IX.
ACCOUNTING YEAR**

The corporation's accounting year shall be from January 1 to December 31.

**Article X.
RESOLUTIONS**

Resolutions to these Bylaws may be added by the Board of Directors. The entire membership will be informed by the Board of Directors of the resolution(s) in a timely fashion.

**Article XI.
CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**Article XII.
ADOPTION OF BYLAWS**

The foregoing Bylaws being ratified and adopted by a majority vote of the membership of the Association on the 8th day of March, 2010, in Key West, Florida, the same being so ratified and adopted by the unanimous consent of the Board of Directors.

Dated: October 21, 2022

Cheryl Dreyfus, PhD
Secretary/Treasurer

The above bylaws were amended on October 21, 2022, in Miami, Florida, pursuant to Article VIII as follows:

Associate membership. Associate members can be vice chairs, associate heads, or interim chairs at medical or osteopathic medical schools, as well as undergraduate neuroscience

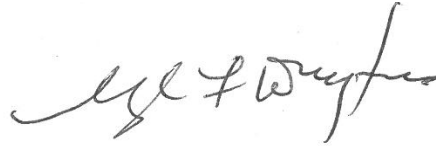
program directors. They can fully participate in AMSNDC meetings but are not eligible for election as Officers of the AMSNDC.

Dated: October 21, 2022



Paul Micevych, PhD

President



Cheryl Dreyfus, PhD

Secretary/Treasurer