



**BY-LAWS
OF THE
NATIONAL ASSOCIATION OF EPILEPSY CENTERS**

(Effective December 3, 2012)

ARTICLE I – NAME AND LOCATION

The name of this organization is the National Association of Epilepsy Centers (NAEC). Its headquarters shall be in Washington, DC, or such other location as the Board may determine.

ARTICLE II -- INCORPORATION

The Association is incorporated as a tax exempt, nonprofit organization under the laws of the State of Minnesota.

ARTICLE III – PURPOSES

The purposes of the Association are:

- To assist its members in achieving the highest possible professional and scientific standards and to help deliver the highest possible quality of care to patients with epilepsy.
- To cooperate actively with the American Epilepsy Society, the American Clinical Neurophysiology Society, the American Academy of Neurology, the Epilepsy Foundation and other organizations interested in, and supportive of, the purposes of the Association.
- To encourage and support professional and technical education in the treatment of epilepsy.
- To establish criteria for accreditation and to encourage epilepsy centers in meeting the criteria.

ARTICLE IV – MEMBERSHIP, MEETINGS, VOTING AND DUES

A. Membership

1. The voting membership of the Association shall consist of those health care centers, domiciled in the United States, that have a current, active program for the diagnosis or treatment of epilepsy and meet the standards set forth by this Association. The Center shall be represented by the Medical Director, or designee at all functions of the Association. The Medical Director, or designee, shall cast the vote of the Center at all times.
2. The Board of Directors may establish such additional membership categories as it determines will be in the best interests of fulfilling the purposes of the Association.
3. Resignation from the Association will be submitted in writing to the Secretary-Treasurer who will present the resignation to the Executive Committee.

B. Meetings

1. There shall be an annual business meeting of the members of the Association at a time and place determined by the Board of Directors.
2. A special meeting of the members shall be held when called by the Board of Directors or the President, or upon written request of at least five (5) of the voting members, at a time and place designated by the President.
3. Notice of the time and place of a meeting of the members shall be published and distributed by mail, or by any means of electronic communications, at least thirty (30) days before any annual meeting and at least ten (10) days before any special meeting.
4. For the purpose of conducting business at any meeting, a quorum shall consist of 20% of the official representatives of the Centers that are active members.

C. Voting

Members may vote in person or by electronic means as determined by the Board of Directors.

D. Dues and Revenue

The Board of Directors shall, from time to time, establish the dues for Center members and for such other categories of members that the board may create. The dues of the members shall cover membership and all official publications of the Association. The Board of Directors shall establish policies deemed necessary concerning delinquent dues and cancellation of membership.

ARTICLE V – BOARD OF DIRECTORS

A. Membership

1. The Board of Directors shall consist of seven (7) elected members of the Association, namely the President, Vice President, Secretary-Treasurer, and four (4) members elected at-large. The Immediate Past President will serve as an ex-officio, non-voting member of the Board.
2. If a Board member fails to complete a term of office because of death or resignation, the vacancy for that term of office shall be filled by the remaining members of the Board.
3. The term of Members at Large shall be two years and no Member at Large may serve more than two consecutive terms in that capacity.

B. Duties

The Board of Directors shall be the governing body of the Association as empowered by the membership of the Association.

C. Meetings of the Board of Directors

1. The Board of Directors shall meet upon call by the President or upon written request of any three (3) members of the Board and meetings shall occur at least annually.
2. A majority of the members of the Board of Directors shall constitute a quorum for the purposes of doing business.
3. Notice of each meeting and a statement of its purpose shall be mailed or sent by electronic means to the members of the Board at least fifteen (15) days before such meetings.

D. Nominations and Elections

All of the Board of Directors of the Association shall be elected by the members of the Association entitled to vote. The Nominating Committee shall prepare a slate of candidates for vacancies on the Board of Directors to be presented 45 days prior to the Annual Meeting to the members for their approval. The Nominating Committee will also distribute the rules and procedures that will govern each election, including the use of electronic voting. The Nominating Committee shall arrange the terms of office to assure that no more than three terms will expire in the same year.

ARTICLE VI – OFFICERS

A. General

1. The Officers of the Association shall be a President, a Vice President, and a Secretary-Treasurer. The Vice President shall succeed to the Office of President whenever there is a vacancy in the Office of President.
2. All of the officers of the Association shall be elected by the members of the Association entitled to vote. The terms of all such officers shall be two years, commencing upon the adjournment of the meeting of the members immediately following the election. All officers shall hold office until their successors are duly elected; however, no officer may serve more than two consecutive terms for the position to which they have been elected.
3. In the event of the death or resignation of the President, or inability to function (as determined by the Board of Directors), the Vice President shall become President for the unexpired term. In the event of the death or resignation of the Vice President or Secretary-Treasurer, or inability to function (as determined by the Board of Directors), the Board of Directors shall appoint a replacement to fill the unexpired term.

B. Duties

1. All officers shall perform the duties and have the powers commonly incident to their respective offices and any and all other powers and duties prescribed by the Board of Directors or the By-Laws, consistent with relevant state and federal law.
2. The President shall preside at all meetings of the Board of Directors and the Annual Meeting of the members of the Association and shall be a voting member ex-officio to all committees except any Nominating Committee or the Audit Committee.

3. The Officers shall serve as the Executive Committee of the Association and may act in place and stead of the Board of Directors between Board of Directors' meetings on all matters, except those specifically reserved to the Board of Directors in these bylaws. Actions of the Executive Committee shall be reported to the Board of Directors by mail, email or at the next Board of Directors meeting.

C. Indemnification

The Association shall to the extent legally permissible indemnify each of its Board Members and Officers against all costs, liabilities, and expenses (including counsel fees) reasonably incurred in connection the defense or disposition of any action, suit, or other proceeding, asserted or threatened while in office or thereafter, by reason of having been such a Board Member or Officer with respect to any matters as to which he/she acted in good faith in the reasonable belief that the action was in the best interests of the Association. The right of indemnification hereby provided shall not be exclusive of or affect any other right to which any Board Member or Officer may be entitled. As used in this section, the terms "Board Member" and "Officer" include their respective heirs, executors, administrators and legal representatives.

ARTICLE VII – AMENDMENTS

These By-Laws may be amended by: two-thirds vote of the members present and voting at any regular meeting of the membership; at any special meeting called for the purpose, provided the substance of the proposed amendment has been submitted to the members at least ten (10) days prior to any such meeting; by mail or other electronic means of communication as may be decided by the Board of Directors, providing that the proposed amendment(s) has been submitted to the members so as to allow thirty (30) days for review and comment prior to the date of voting.

ARTICLE VIII -- COMMITTEES

A. Standing Committees

The Audit Committee shall be a standing committee of the Association. The membership shall be appointed by the President and consist of two board members, one member at large who shall be the chair, one other board member, and one member of the Association who is not on the Board of Directors. The Secretary Treasurer may not serve on the Audit Committee.

The Board of Directors may establish such other standing committees as it deems necessary to carry out the purposes of the Association. Committee membership shall be decided by the Board of Directors. The President of the Association shall appoint the membership and chair of all standing committees.

B. Special Committees

The Board of Directors may appoint such other special committees as it deems necessary to carry out the purposes of the Association. Such committees will be of limited duration. The Board of Directors shall appoint the members of any special committee and determine the scope of its duties and duration. The President shall appoint the Chair of any special committee.

C. Nominating Committee

At least four months prior to the Annual Business Meeting, the Board of Directors shall appoint a Nominating Committee of 3 people, including two members of the Board of Directors (not to include any officer) and a representative of a Center that is not a member of the Board of Directors.

ARTICLE IX – PARLIAMENTARY AUTHORITY

Except as otherwise may be provided in these By-Laws, ROBERT’S RULES OF ORDER REVISED shall be the parliamentary authority of this Association.

ARTICLE X - TERMINATION OF THE NATIONAL ASSOCIATION OF EPILEPSY CENTERS

The corporation shall be without capital stock. No dividends shall be paid and no part of the income or net earnings of the corporation shall be distributed to or inure to the benefit of its members or Officers as such or any private individual. In the event of liquidation or dissolution of the corporation, no liquidating dividends or dividends in distribution of the property owned by the corporation shall be declared or paid to members or Officers of the corporation or any private individual, but, rather, such property shall be transferred to such charitable, scientific or educational organizations, not for profit corporations or Associations as the members of the corporation shall determine or its legal administrators, after its dissolution, shall direct.