

AMERICAN BRAIN FOUNDATION BYLAWS

December 17, 2015

ARTICLE I Name and Seal

Section 1. The name of the corporation is the American Brain Foundation (“Foundation”).

Section 2. The Foundation has no corporate seal.

ARTICLE II Mission

The American Brain Foundation supports vital research & education to discover causes, improved treatments, and cures for brain and other nervous system diseases.

ARTICLE III Members

The Foundation has no members.

ARTICLE IV Management

Section 1. Board of Directors. The general management, control and direction of the property and affairs of the Foundation is vested in a Board of Directors, which shall be comprised of at least five and no more than twenty-one members (“Directors”), as determined from time to time by affirmative vote of a majority of the Board.

- a) The Board of Directors shall be comprised of Regular Directors and ex-officio members. Directors may be members of the public or members of the American Academy of Neurology (“AAN”).
- b) Ex-officio Directors shall include the chair of the Foundation’s Research Advisory Committee, the President of the AAN, and the Editor-in-Chief of *Neurology Now* or the Editor-in-Chief’s designee if approved by affirmative vote of a majority of the Board, all of whom shall have full voting rights. Additionally, the President-Elect of the AAN, Executive Director of the Foundation, and the Executive Director of the AAN shall serve as ex officio, non-voting members of the Board.
- c) Regular Directors shall be elected by the affirmative vote of two-thirds of the Board members from a list of nominees submitted by the Foundation Governance Committee.
- d) All Directors have voting rights except the Executive Director of the Foundation and the Executive Director of the AAN. Voting/non-voting designations extend to Directors’ service on standing committees of the Foundation.

Section 2. Honorary Directors. At any regular meeting of the Board of Directors, the Board may elect a person of prominence who has exhibited outstanding commitment to the mission of the Foundation to serve as an Honorary Director and may designate one Honorary Director as the Honorary Chair. Honorary Directors shall serve at the pleasure of the Board. Honorary Directors may resign at any time with written notice to the Chair. Honorary Directors are not Directors within the meaning of the Minnesota Nonprofit Corporation Act and these bylaws and are not subject to the duties assigned thereby to Directors. Honorary Directors shall not be counted in determining the presence of a quorum at meetings of the Board and are not required to attend Board meetings or any meetings of standing committees.

Section 3. Terms of Office.

- a) The Regular Directors shall be elected for a two-year term, which may be renewed twice by election. The term of each ex officio Director shall coincide with the term in which they hold their office. Officers of the Board of Directors may be elected to serve a term(s) beyond the six years served as Director.
- b) If a Director ceases to be a Director during the term, whether by death, resignation, removal, incapacity to act or otherwise, a successor shall be promptly elected by the Board of Directors, upon nomination by the Foundation Governance Committee, to serve for the remainder of the unexpired term and until the election and qualification of a successor. This partial term counts as one of three potential terms of appointment for any successor approved as Director if the partial term is more than one year.
- c) Any Director may resign with written notice to the Chair. If any Director is absent from three consecutive Board of Directors' meetings, such absence, if unexcused, is deemed a resignation and the vacancy so caused shall be filled as provided in these bylaws.

Section 4. Removal from Office. Any member of the Board of Directors elected by the Board may be removed from office by the affirmative vote of two-thirds of the Board members whenever, in their judgment, the removal will serve the best interests of the Foundation.

Section 5. Meetings. The Board of Directors shall meet at least three times annually, and at least twice yearly in-person. Special meetings of the Board may be called by the Chair or at the written request of five members of the Board addressed to the Secretary with not less than twenty calendar days' notice. Whenever any notice is required to be given under the provisions of applicable law, or of these bylaws, the notice need not be given to any person who submits a signed waiver of the notice, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement.

Section 6. Quorum. A majority of the voting members of the Board of Directors constitutes a quorum for the transaction of business at meetings of the Board. In the absence of a quorum, a majority of those present at the time and place set for the meeting of the Board may adjourn from time to time until a quorum is present. Proxies shall not be used to vote on motions at meetings.

Section 7. Conflict of Interest. Each Director and committee member of the Foundation shall disclose, in good faith, any conflict of interest which may interfere with their disinterested participation in the affairs of the Foundation. At any meeting, when any contract or other transaction is under consideration, concerning which any Director(s) or committee member(s)

have a conflict of interest, the transaction shall be managed in accordance with applicable law and Foundation policy.

Section 8. Executive Director. The Board of Directors shall employ an Executive Director, determine the duties and salary of the Executive Director, and establish the policies pertaining to that office.

Section 9. Audit. At the end of each fiscal year, the accounts of the Treasurer and all supporting accounts which the Board of Directors may authorize to be kept under the Treasurer's direction shall be audited by a firm of disinterested public accountants. The report of the audit shall be submitted to the Board of Directors.

Section 10. Policies. The Board of Directors may adopt policies, which may be amended or revised from time to time, but shall not be inconsistent with the Articles of Incorporation or these bylaws.

ARTICLE V Officers

Section 1. Officers.

- a) The officers of the Foundation shall be a Chair, the Immediate Past-Chair, Vice Chair, a Secretary and a Treasurer, all of whom shall be Directors of the Foundation.
- b) The officers shall be elected by the affirmative vote of two-thirds of the Board members from a list of nominees submitted by the Foundation Governance Committee.
- c) All officers hold office at the pleasure of the Board of Directors, or until their respective successors have been elected.

Section 2. Vacancy. A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, shall be filled for the unexpired term at any time by the affirmative vote of two-thirds of the Board members from a list of nominees submitted by the Foundation Governance Committee.

Section 3. Chair. The Chair presides at all meetings of the Board. Unless otherwise noted in these Bylaws, the Chair appoints all committees and is an ex officio member of each. In the absence or disability of the Chair and the Vice-Chair, another member of the Board may be appointed by the Board to discharge the Chair's functions.

Section 4. Immediate Past-Chair. The Immediate Past-Chair shall perform the duties as may be assigned by the Chair or by the Board of Directors.

Section 5. Vice Chair. The Vice-Chair shall perform the duties as may be assigned by the Chair or by the Board of Directors.

Section 6. Secretary. The Secretary shall perform the duties as may be assigned by the Chair or the Board of Directors.

Section 7. Treasurer. The Treasurer shall perform the duties as may be assigned by the Chair or the Board of Directors and as prescribed by MN law.

Section 8. Officer Length of Terms. Officers shall serve for one two-year term, which may be renewed consecutively for one additional two-year term.

ARTICLE VI Committees

Section 1. The Board of Directors may establish or terminate standing, special, or ad hoc committees of the Foundation as the Board determines necessary. Unless otherwise described in these Bylaws, the Chair shall appoint and may remove the members of each standing, special, or ad hoc committee. Standing committees include:

- a) **Executive Committee.** The Executive Committee shall include the Chair, Immediate Past-Chair, Vice-Chair, Secretary, Treasurer, and no more than three other members of the Board as appointed by the Chair. The Chair of the Board shall be the Chair of the Executive Committee. Meetings may be conducted by group meetings, conference call, or other electronic means of communication. Between meetings of the Board, the Board's power is delegated to the Executive Committee. The Executive Committee shall report its activity to the Board.
- b) **Governance Committee.** The Chair shall appoint a Governance Committee that includes no fewer than three members of the Board. The Chair shall appoint a chair of the Governance Committee. Terms of the Governance Committee members run concurrently with the member's term on the Board of Directors. Terms of the Committee members should be staggered when possible. The Governance Committee shall be responsible for oversight of the governance policies and practices of the Board of Directors; for making recommendations to the Board to improve governance policies and practices; for assessing the effectiveness of the Board and its members and committees; for recommending candidates for service as members of the Board; for nominating candidates for election as officers or directors of the Board; and for other nominations or recommendations as may be required by the Board from time to time. The Governance Committee may request assistance from the Foundation's staff and may seek outside consultation or professional assistance in the performance of its duties.
- c) **Research Advisory Committee.** The Chair shall appoint a Research Advisory Committee that includes no fewer than nine voting members and is comprised of members of the AAN and other researchers, scientists or clinicians in the field of neurology. The Chair shall appoint a chair of the Research Advisory Committee. The chair of the Research Advisory Committee may recommend candidates for service as members of the Research Advisory Committee. The Research Advisory Committee will make recommendations to the Board of Directors regarding the research funding priorities of the Foundation, including which research projects should be funded by the Foundation. Members of the Research Advisory Committee serve for a two-year term, which may be renewed twice by the Board of Directors.

Section 2. All committees possess advisory powers only, except in cases where power to act is expressly delegated by the Board of Directors.

**ARTICLE VII
Miscellaneous**

Section 1. General Fiscal Provisions.

- a) Any action to sell, lease, transfer, distribute, grant a security interest in or otherwise transfer all or substantially all of the Foundation's property or assets shall be approved by the affirmative vote of two-thirds of all of the members of the Board of Directors and in compliance with applicable legal requirements.
- b) The fiscal year of the Foundation is the calendar year.

Section 2. Indemnification.

- a) To the full extent permitted by any applicable law, subject to the limitations set forth in this Article VII, Section 2, the Foundation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, other than a proceeding by or in the right of the Foundation, against the expenditures set forth below, by reason of the former or present official capacity of the person with the Foundation. For the purposes of this section, "official capacity" means:
 - i. Any person who is or was a director, officer, appointee or other person authorized to act on behalf of or represent the Foundation, a member of a committee of the board, an employee or agent of the Foundation; or
 - ii. A director, officer, presidential appointee or other member authorized to act on behalf of or represent the Foundation, a member of a committee of the board, or an employee or agent of the Foundation, who while serving in this capacity, is or was serving another organization or employee benefit plan at the request of the Foundation.
- b) Indemnification of those acting in an official capacity is mandatory, if, with respect to the acts or omissions of the person complained of in the proceeding, the person:
 - i. Has not been indemnified by another organization or employee benefit plan for the same liability described in the preceding paragraph with respect to the same acts or omissions;
 - ii. Acted in good faith;
 - iii. Received no improper personal benefit and Minnesota Statutes Section 317A.255 regarding conflicts of interest has been satisfied;
 - iv. In the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and
 - v. In the case of acts or omissions occurring in the official capacity of an individual described in this Article VII Section 2 reasonably believed that the conduct was in the best interests of the Foundation, or in the case of acts or omissions occurring in the official capacity of an individual described this Article VII Section 2 reasonably believed that the conduct was not opposed to the best interests of the Foundation.

- c) A person acting in an official capacity who is eligible for mandatory indemnification is entitled to reimbursement by the Foundation of reasonable expenses in advance of the final disposition of a proceeding in accordance with, and to the full extent permitted by, any applicable law.
- d) The rights of indemnification provided in this section do not limit, but are in addition to, any other rights to which such person acting in an official capacity may otherwise be entitled by contract, law or statute, or otherwise; and in the event of such person's death, such rights extend to such person's heirs, legal representatives, or successors.
- e) Determination of eligibility for indemnification payments or advances are made in accord with Minnesota Statutes Section 317A.521.
- f) The Foundation, its directors and officers, are fully protected in making any determination under this section, or in making or refusing to make any payment under this section, in reliance upon the advice of counsel. The Foundation may, to the full extent permitted by applicable law, purchase and maintain insurance on behalf of any person who is or was a director, an officer or employee of the Foundation or a member of a committee of the Foundation against any liability asserted against such person in any such capacity.
- g) If any provision of this section is for any reason be determined to be invalid, the remaining provisions of this section are not affected and remain in full force and effect.

Section 3. Severability. Any determination that any provision of these bylaws is, for any reason, inapplicable, illegal, or ineffective shall not affect or invalidate any other provision of these bylaws.

Section 4. Governing Law. These bylaws and the policies of the Foundation, and any disputes involving the Foundation's bylaws and policies, shall be construed according to, and governed by, the law of the State of Minnesota.

ARTICLE VIII Amendments

These bylaws may be altered, amended, or repealed or new bylaws may be adopted at any regular or special meeting of the Board of Directors by the affirmative vote of two-thirds of all of the voting members of the Board.

Adopted 10/31/91 and amended 5/6/94, 12/5/94, 4/13/97, 10/1/99, 11/22/99, 3/17/2000, 10/1/2000, 5/7/2001, 3/30/2003, 4/25/2004, 8/21/2004, 10/14/2005, 10/13/2006, 10/8/2010, 3/31/2011, 8/6/2012, 3/8/2013, 3/16/2015, and 12/17/2015.