

**BYLAWS
OF
THE NATIONAL NEUROTRAUMA SOCIETY**
(A TEXAS NON-PROFIT CORPORATION)

ARTICLE I
NAME

SECTION 1. The name of this organization shall be The National Neurotrauma Society (herein after referred to as the 'Society').

ARTICLE II
OBJECTIVES

The objectives of the Society shall be:

- A. To foster and accelerate the discovery of scientific knowledge in the neurotrauma field including but not limited to traumatic brain injury and spinal cord injury;
- B. To promote clinical advances and effective treatment approaches and other research-driven innovations that positively impact the care and lives of persons with traumatic brain and spinal cord injuries;
- C. To develop programs and services which provide scholarly venues in which important neurotrauma work, scientific research, and other clinical advances can be presented and discussed; and
- D. To provide members with venues for professional networking and career development.
- E. To invest in our trainees by providing mentorship and networking opportunities.
- F. To promote awareness of neurotrauma within the community and advocate for neurotrauma research and support for survivors.

ARTICLE III
MEMBERS

SECTION 1. Membership Classifications. The Society shall have five classes of members: Standard Members, Nonstudent Trainee Members, Student Trainee Members, Associate Members and Emeritus Members. The designation of such classes and the qualification of the members of such class shall be as follows:

- A. Standard Members. A person who shares the stated objectives of the Society and has educational, research or clinical experience in the field of neurotrauma may be approved as a Standard Member. Each Standard Member in good standing shall have the right to attend meetings, to make motions, to speak in debate, and be entitled to one vote on each matter submitted to a vote of the members. Standard Members shall have the right to hold office and serve on committees.
- B. Nonstudent Trainee Members. A person who shares the stated objectives of the Society and: (i) has obtained their graduate or doctoral degree and is currently working in a postdoctoral or similar fellowship training program; or (ii) is currently enrolled in a post-graduate medical, nursing or residency training program. Each Nonstudent Trainee Member in good standing shall have the right to attend meetings, serve on committees, as outlined in

these Bylaws, and be entitled to one vote on each matter submitted to a vote of the members. Nonstudent Trainee Members shall not have the right to hold office.

- C. Student Trainee Members. A person who shares the stated objectives of the Society and is a student who is enrolled in a graduate or medical school program at a degree-granting institution of higher learning. Each Student Trainee Member in good standing shall have the right to attend meetings and serve on committees as non-voting members, as outlined in these Bylaws. Student Trainee Members shall not have the right to hold office or to vote.
- D. Undergraduate Student Trainee Members. A person who shares the stated objectives of the Society and is a student who is enrolled in an undergraduate program at a degree-granting institution of higher learning. Each Undergraduate Student Trainee Member in good standing shall have the right to attend meetings and serve on committees as non-voting members, as outlined in these Bylaws. Undergraduate Student Trainee Members shall not have the right to hold office or to vote.
- E. Associate Members. An Associate membership is open to individuals within associated professions or organizations that teach, do research, provide clinical care, or are otherwise involved in the neuro trauma field and or not otherwise highlighted in any other membership category. These members will have no voting privileges and shall not have the right to hold office in this society but can attend meetings and serve on committees as nonvoting members.
- F. Emeritus Members. A Standard Member who has retired from their professional duties may apply to the Council to become an Emeritus Member. Emeritus members shall pay no dues but shall have all rights and privileges of Standard Members.

SECTION 2. Applications for Membership. An applicant may apply for membership by completing an application and submitting it to the Membership Committee for approval. Student and Nonstudent Trainee Member applicants shall include supporting documentation indicating eligibility as a trainee with their application. Applications for membership are requested via the Society's website or via electronic or written solicitation by the Society and shall be submitted in writing or electronically in such form and containing such information as shall be prescribed by the Membership Committee and approved by Council.

SECTION 3. Membership Dues. Members shall pay dues as proposed by the Membership Committee and passed by majority vote of the Council. Emeritus Members shall pay no dues. Membership shall be renewable each year, renewed from time of joining the society.

SECTION 4. Resignation or Termination of Membership. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member of the obligation to pay any dues, assessments, or other charges, theretofore accrued and unpaid. The Council, by affirmative majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership. Membership shall terminate on the death or resignation of a member, or the failure to pay dues as set forth in Article IX, Section 3.

SECTION 5. Transfer. Membership in this Society is non-transferable.

ARTICLE IV

MEETINGS OF MEMBERS

SECTION 1. Annual Meeting. An annual business meeting of the members (the "Annual Meeting") shall be held in each year at a time and place to be designated by the President for the purpose of notification of newly elected Officers/Councilors and for the transaction of such other business as may come before the Society. The Annual Meeting shall be held in connection with the annual National Neurotrauma Society Symposium (the "Symposium"). The Council shall hold the electronic election of new officers/Councilors prior to the Annual Meeting in a timely manner in order to announce newly elected officers/Councilors at the Annual Meeting.

SECTION 2. Special Meetings. Special meetings of the members either in person, conference call or electronically may be called by the President, the Council, or by written petition filed with the Council of not less than one-tenth of the members having voting rights.

SECTION 3. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members and notification of any items requiring vote shall be delivered, either personally, by mail or by e-mail, to each member entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President or the Secretary or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. Notice of a meeting shall be deemed to be delivered when deposited in the United States mail or sent electronically to the member addressed to the member at his or her physical or electronic address as it appears on the records of the Society.

SECTION 4. Voting. A membership vote on any matter may be conducted by mail, electronic message, or any combination of these methods.

SECTION 5. Quorum. The members holding ten (10%) percent of the votes that may be cast in any meeting, or thirty (30) members, whichever is less, shall constitute a quorum at any meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 6. Officer/Councilor Vote. Where members of the Council or officers are to be elected, such election may be conducted by mail or electronic message in such manner as the Council may determine.

SECTION 7. Parliamentary Procedures. At any election for members of the Council, there shall be no cumulative voting. Parliamentary procedures to be followed in the Annual Meeting shall be those specified in "Robert's Rules of Order".

ARTICLE V COUNCIL

SECTION 1. Management. The affairs of the Society shall be managed by its Council. Members of the Council shall be Standard or Emeritus Members in good standing. The Council shall be responsible for the fulfillment of the scientific and business obligations of the Society. It shall be the duty of the Council to determine the policies for the good of the Society and the science it represents in accordance with these Bylaws. The Council shall authorize the expenditure of the Society's funds and it shall obtain an audit or review of the Society's finances every three (3) years. The audit or review will alternate every three (3) years.

SECTION 2. Composition of Council. The Council shall be comprised of at least twelve (12) but no more than twenty (20) members. The current officers, officers-elect, the Immediate Past President, the Editor-in-Chief of the official Society journal(s), the Training and Diversity Director, the Training and Diversity Director-elect, and at least seven (7) additional members ("Non-Officer Councilors") shall constitute the Council. The Editor-in-Chief of the official Society journal, Officers-elect, and Training and Diversity Director-elect shall be *ex-officio*, non-voting members. Councilors shall be nominated by the Nominating Committee. Councilors shall be elected to provide representation from the membership.

SECTION 3. Training and Diversity Director. The Training and Diversity Director shall be responsible for developing programs within the Society for training and mentoring of Trainee Members. The Training and Diversity Director shall provide professional development and society outreach opportunities for all members, with a focus on improving and/or maintaining equity and opportunity as it pertains to women, under-represented minorities and individuals with disabilities. The Training and Diversity Director term shall be one (1) year.

Training and Diversity Director-elect. The Training and Diversity Director-elect shall automatically succeed to the position of Training and Diversity Director when that office becomes vacant or upon the end of the Training and Diversity Director's term of office and may assist with other duties as necessary. The Training and Diversity-elect Director shall serve one (1) year as an *ex-officio* member without voting rights prior to taking office.

SECTION 4. Non-Officer Councilor Terms. Non-Officer Councilors shall be elected and hold office for a two (2) year term, until the next Annual Meeting thereafter and until their successors shall have been elected and qualified. Such Councilors shall serve staggered terms, to ensure that an equal number (or close to equal, in the event of an uneven number of Non-Officer Councilors) are elected each year.

SECTION 5. Regular Meetings. An annual meeting of the Council shall be held at the call of the President without other notice than this Bylaw. The Council may provide by resolution the time and place, either within or outside the State of Texas for the holding of additional regular meetings of the Council without other notice than such resolution, either in person, phone, or electronic communications. At the annual Council meeting, changes in dues, amendments to the Bylaws, proposals, and agenda for the Annual Meeting of the membership may be considered. Newly elected Council members who have not yet taken office, shall attend this meeting but may not vote.

SECTION 6. Special Meetings. Special meetings of the Council may be called by or at the request of the President or any two (2) members of the Council. The person or persons authorized to call a special meeting of the Council may fix any place, either within or outside the State of Texas as the place for holding any special meeting of the Council called by them, either in person, phone, or electronic communications.

SECTION 7. Notice of Meetings. Notice of any special meeting of the Council shall be given at least two (2) days prior to such meeting by written notice delivered personally or sent by mail or email to each Council member at his or her address as shown by the records of the Society. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage prepaid. If notice is given by email, notice shall be deemed to be delivered once it is sent. Any Council member may waive notice of any meeting. The attendance of a Council member at any meeting shall constitute waiver of notice of such meeting, except where a Council member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. The business to be transacted at the meeting shall not be specified in the notice or waive of notice of such meeting, unless specifically required by the law or by these Bylaws.

SECTION 8. Quorum. A majority of the voting members of the Council shall constitute a quorum for the transaction of business of any meeting of the Council; but if less than a majority of the Council members are present at the meeting, a majority of the Council members present may adjourn the meeting from time to time without further notice.

SECTION 9. Act of Council. The act of a majority of the Council members present at a meeting at which a quorum is present shall be the act of the Council, unless the act of a greater number is required by law or these Bylaws.

SECTION 10. Council Vacancies. Any vacancy occurring in the Council shall be filled by the affirmative vote of a majority at a Council meeting at which a quorum is present. A Council member nominated to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Council membership to be filled by reason of any increase in the number of Council members shall be filled by election at any Annual Meeting or at a special meeting of the members called for that purpose.

SECTION 11. Compensation. Council members as such shall not receive any stated salaries for their services but by resolution of the Council any Council member may be indemnified for expenses and costs, including attorney's fees, actually and necessarily incurred in connection with any claim asserted against that Council member, by action in court or otherwise, by reason of his or her being or having been such Councilor, except in relation to matter as to which he or she shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

SECTION 12. Council Business. The Council may, at its discretion, appoint an Executive Director with appropriate compensation to assist in handling the affairs of the Society.

ARTICLE VI OFFICERS

The officers of the Society shall be a President, a Vice President, a Secretary, and a Treasurer. All officers shall automatically serve a one (1) year term, immediately after they have served a one (1) year term as the officer-elect for such position. All officer-elect positions shall be elected by the Society membership entitled to vote.

Each officer position has an accompanying standard operating procedure, providing guidance on the position.

SECTION 1. President. It shall be the duty of the President to supervise all the business and affairs of the Society and preside at all meetings of the members and of the Council. The President shall serve as Chair of the Council, serve as Chair of the Executive Committee, nominate the chairs of the Standing Committees for approval by the Council, and carry out other activities usually pertaining to this office. Once their year of service is complete, the President will have the right of first refusal to serve as the Chair of the Conference Committee during their year as Past-President.

SECTION 2. President-elect. The President-elect shall automatically succeed to the presidency when the position of the President becomes vacant or upon the end of the President's term of office and may be assigned other duties as necessary. The President-elect shall serve one (1) year prior to taking office as an ex-officio member without Council voting rights. The President-elect shall nominate the chair of the Conference Committee for the anticipate year of their presidency.

SECTION 3. Vice President. It shall be the duty of the Vice President to carry out the duties

of the President when absent or disabled. The Vice-President shall preside over the abstract submission and abstract review process for the Symposium. The Vice-President shall oversee the awards selection and award process for the Symposium. The Vice President shall assist the President and Council in Society initiatives and projects.

SECTION 4. Vice President-elect. The Vice President-elect shall automatically succeed to the vice presidency when the position of the Vice President becomes vacant or upon the end of the Vice President's term of office and may be assigned other duties as necessary. The Vice President-elect shall assist the Vice-President with his / her duties. The Vice President-elect shall serve one (1) year prior to taking office as an ex-officio member without Council voting rights.

SECTION 5. Secretary. The Secretary shall assist the Executive Director to keep accurate records, maintain an up-to-date membership list, and give notice of all meetings of members and of the Council. The Secretary shall serve as co-chair of the Membership Committee and work with the Communications and Marketing Committee to coordinate Society communications.

SECTION 6. Secretary-elect. The Secretary -elect shall automatically succeed to the position of Secretary when that office becomes vacant or upon the end of the Secretary's term of office and may be assigned other duties as necessary. The Secretary-elect shall serve as co-chair of the Membership Committee and assist the Secretary with record-keeping, notices, and reporting duties. The Secretary-elect shall serve one (1) year prior to taking office as an ex-officio member without Council voting rights.

SECTION 7. Treasurer. The Treasurer shall assist the Executive Director to send out dues notices and collect all dues and maintain all financial records of the Society. S/he and the Executive Director shall be responsible for all funds and securities of the Society and shall make all disbursements in accordance with the budget approved by the Council. S/he shall submit an annual report of the financial condition of the Society and shall be responsible for any financial reports required by the Internal Revenue Service, the State of Texas or any other governmental entity. The Treasurer will serve as Chair of the Finance Committee.

SECTION 8. Treasurer-elect. The Treasurer-elect shall automatically succeed to the position of Treasurer when that office becomes vacant or upon the end of the Treasurer's term of office and may be assigned other duties as necessary. The Treasurer-elect shall be a member of the Finance Committee and assist the Treasurer with record-keeping, notices, and reporting duties. The Treasurer-elect shall serve one (1) year prior to taking office as an ex-officio member without Council voting rights.

ARTICLE VII STANDING COMMITTEES

SECTION 1. Committee Formation. Chairs of the Standing Committees shall be nominated by the President and shall be Council members. Members of Standing Committees shall be appointed by the Committee Chair, in accordance with committee-specific requirements, as outlined by these Bylaws. Members of Standing Committees must be Society Members with voting rights. Society Members with no voting rights may be on committees, as outlined by these Bylaws, as *ex-officio* committee members.

Committee Chairs of Standing Committees shall serve two (2) year terms unless noted in these Bylaws. Members can be renewed indefinitely. Chairs can be renewed by executive Committee vote. Committee memberships will represent a broad geographic distribution, with no more than

one person from a given institution.

SECTION 2. Committees. Each committee has an accompanying standard operating procedure, providing guidance on the committee's functions. The following shall be the standing committees of the Council, whose members shall be appointed in accordance with these Bylaws:

1. Executive Committee. The Executive Committee shall be comprised of the President, Vice President, Secretary, Treasurer, Past-President, and President-Elect. The Executive Committee shall be responsible for advising the President on the management of the affairs of the Society between meetings of the Council. The Executive Committee shall be chaired by the President.
2. Membership Committee. The Membership Committee shall be comprised of the Secretary and Secretary-Elect, who shall serve as co-chairs and a minimum of three (3) Society members. The primary purpose of the committee is to increase individual memberships in the Society and to review applications for membership. Applicants may be granted membership by the committee. Applications will be approved by the Society's Executive Director, with consult to the committee as needed.
3. Nominating Committee. The Nominating Committee shall be comprised of the Immediate Past-President who shall be chair of the committee and at least three (3) other members of Council. At least (30) days before the Annual Meeting, a ballot containing the list of all nominees shall be sent to the membership for vote. For a member to be eligible for nomination for elective office s/he must be an active Standard Member in good standing. The term for the Nominating Committee shall be one (1) year.
4. Program Committee. The Program Committee Chair (the "Program Chair"; Past-President shall have first-refusal rights to this position) and Co-Chair shall be nominated by the President-Elect and approved annually by the President. Both areas of neurotrauma research (Brain Injury and Spinal Cord Injury) should be equally represented by the area of expertise of the Chair and Co-Chair. The Program Chairs shall preside over the Symposium. The Program Committee shall be composed of current officers, the Immediate Past- President, the Training and Diversity Director, required representative(s) from other partner organizations involved with the Symposium, and at least four (4) Society members chosen by the Program Chairs. This committee is responsible for the scientific and social program of the Symposium. The Program Committee shall work in cooperation with other organizations which may enter into mutual relationship with the Society, for Symposium planning. The term for the Program Committee shall be one (1) year.
5. Publication Committee. The Publications Committee shall be comprised of a chair, and at least two (2) Society members. The committee serves as liaison between the membership and the publisher of the official Society journal(s), offering advice and comment on general publication policies and fees. The Publication Committee shall also offer guidance over other publications involving the Society, including but not limited to press, electronic delivery of scientific content, and other publications not competing with the official Society journal policy.
6. Finance Committee. The Finance Committee shall be comprised by the President, Treasurer, Treasurer-elect, Immediate Past Treasurer, and up to two (2) Society members with appropriate expertise in finance and/or investments. The Treasurer will

serve as chair. The committee is responsible for monitoring and advising the membership on the Society's investments, and planning and executing development and fundraising efforts on behalf of the Society. Any proposals that are recommended by this committee shall be submitted to the Council for approval.

7. Communications and Marketing Committee. The Communications and Marketing Committee shall be comprised of a chair, and at least two (2) Society members. The committee shall work with the Executive Director and the Secretary to coordinate Society communications and marketing efforts, including, but not limited to social media presence, newsletters, website content, logos, press and media relations, and membership campaigns. The Communications and Marketing Committee shall work with other committees to ensure unified messaging. Any material proposals that are recommended by this committee shall be submitted to the Council for approval.
8. Advocacy and Policy Committee. The Advocacy and Policy Committee shall be comprised of a chair, and at least two (2) other members of Council. This committee will be responsible for advancing advocacy efforts to further the Society's objectives. Proposals that are recommended by this committee shall be submitted to the Council for approval.
9. Training Education and Mentoring (TEAM) Committee. The Training and Diversity Director shall serve as the chair of the TEAM committee and will select no fewer than four (4) additional Society Members, including at least one (1), but not more than two (2) Student or Nonstudent Trainee Members. The TEAM Committee shall work with the Program Committee to develop programming for the Symposium as related to trainee recognition and interests. The Committee shall work with the Membership Committee to foster diversity and inclusion among the members, and to develop support and outreach programs related to training, education and mentoring Student and Nonstudent Trainee Members.
10. Bylaws and Policy Committee. The Bylaws and Policy Committee shall be comprised of a chair (Past-President of NNS) and at least three (4) Society members. These shall include the President, President-elect and Diversity Director of the society and one (1) additional member from the Council or general membership. The committee shall work with the Executive Director to review the by-laws on a triannual basis (with revisions of the by-laws provided at the end of each 3-year period). In addition, the committee will be charged with drafting of new policies to be implemented by the society on an as needed basis. The committee shall meet every 3 – 4 months to discuss changes in by-laws and policy. The Past-President, President, President-Elect and Diversity Director will serve 1-year terms; the additional member from Council or general membership will serve a 3-year term. Additional members and volunteers recruited to serve on the committee will serve 1-year terms as needed by the committee. All new policies and by-law changes will be sent to NNS Council for final approval and implementation.
11. Ad Hoc Committees. The Society may, at times, form an ad hoc committee or task force for a limited period of time to address a specific need (e.g., staff search committee, legal advice). Formation of an ad hoc committee or task force must be approved by the Council and have at least one (1) Council member as a committee member. When the work of the ad hoc committee is completed, the committee shall be dissolved or added to these by-laws, as appropriate.

ARTICLE VIII

INTERNAL AFFAIRS

SECTION 1. Any action required to be taken at a meeting of the Council or a committee may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of Councilors or committee members necessary to take that action at a meeting at which all of the Councilors or committee members are present and voting. The consent must state the date of each Counselor's or committee member's signature. Prompt notice of the taking of an action by the Council or a committee without a meeting by less than unanimous written consent shall be given to each director or committee member who did not consent in writing to the action.

SECTION 2. Subject to the provisions of the Texas Non-Profit Corporation Act, unless otherwise restricted by the By-Laws, members of the Society, members of the Council or members of any committee designated by such Council may participate in and hold a meeting of such members, Council, or committee by conference telephone or similar communications equipment, another suitable electronic communications system, including videoconferencing technology or the Internet, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting. Participation in a meeting pursuant to this Article, shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE IX CONTRACTS. CHECKS. DEPOSITS AND FUNDS

SECTION 1. Contracts. The Council may authorize any Officer or the Executive Director to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Society and such authority may be general or confined to specific instances.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be approved by the Treasurer and processed by the Executive Director and in such manner as shall from time to time be determined by resolution of the Council. In the absence of such determination by the Council, then such instruments shall be signed by the Treasurer or President.

SECTION 2. Deposits. All funds of the Society shall be deposited on a timely basis to the credit of the Society in such banks, trust companies, investment funds or other depositories as the Council may select. The President, Treasurer and Executive Director will be listed as signors on all accounts.

SECTION 3. Donations. The Council may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes or any special purpose of the Society.

ARTICLE X DUES AND ASSESSMENTS

SECTION 1. Fiscal Affairs. All fiscal affairs of the Society shall be conducted on the basis of the calendar year. The Council may determine from time to time the amount of initiation fee, if any, and special assessments for designated purposes payable to the Society by members. No special assessment shall be effective until a proposal for such special assessment has been submitted to the membership and approved by a majority of the votes cast, by written or electronic ballot, in a

referendum of the membership held in accordance with this Article.

SECTION 2. Dues. Dues shall be payable on an annual basis on the anniversary of membership initiation. Annual dues shall not be pro-rated and may include annual subscription fees to the official publication(s) of the Society. Once membership application and payment have been processed by the NNS, there will be no refund or reimbursement of the membership dues payment.

SECTION 3. Non-Payment of Dues. The annual dues shall be payable on the anniversary of membership initiation of each year. Any member who shall fail to pay annual dues within 60 days of this date shall be deemed not in good standing and forfeit membership benefits, including, but not limited to voting rights, officer or councilor role, access to the Society journal, and discounted registration. A member suspended for nonpayment of dues shall be restored to full membership on payment of current year dues. Non-payment of dues for two consecutive years shall be cause for cancellation of membership, provided, however, that membership may be restored upon payment of current year dues to the Society.

SECTION 4. Fiscal Referenda. Should there be a need, the Council shall set the date for any referendum at least thirty (30) days prior to member voting on the referendum. The Secretary shall send by United States mail or via email to each member of the Society at his/her mailing address or email address as shown on the records of the Society a true copy of the subject of the referendum, with spaces indicated thereon for a vote of "for" or "against" and a notation as to the date and time of the closing of the referendum together with an identifying return envelope or return email. The Secretary- shall count and tally the votes cast and received prior to the closing of the referendum. Such counting of the votes shall take place within ten (10) days from the closing of the referendum or as soon thereafter as practicable. Any member of the Society may be present at the counting and tallying of the votes. The results of such referendum shall have no force and effect unless the votes of more than ten percent (10%) of the membership in good standing shall have been cast.

ARTICLE XI ELECTIONS

SECTION 1. Officer Nominations. Nominations for officers that shall become vacant, shall be made by the Nominating Committee. Nominations can also be received by petition via electronically and must contain a written statement by the nominee of willingness to serve. In order that the names of people so nominated may appear on the ballot, petition's must be received by the Secretary, via email sixty (60) days before the Annual Meeting. The final list of nominees arranged as a ballot shall be mailed or emailed to the members. The candidate for each office receiving the highest number of votes will be elected.

SECTION 2. Councilor Nominations. The election of members of the Council shall follow the same schedule as for the election of Officers. The slate of the Nominating Committee shall contain names for each of the vacancies. Additional nominations for Council may be made by email petition and must contain an email statement by the nominee of willingness to serve.

SECTION 3. Term. All officers and councilors shall take office at the end of the Annual Meeting of the Society.

ARTICLE XII INDEMNITY AND INSURANCE

SECTION 1. Indemnity. Each person who at any time shall serve, or shall have served, as a

Councilor, officer or employee of the Society, or any person who is or was serving at the request of the Society as a director, officer, trustee, employee or similar functionary of another Society, corporation, or other enterprise shall be entitled to indemnification as and to the fullest extent permitted by Article 1396-2.22A of the Texas Non-Profit Corporation Act or any successor statutory provision, as from time to time amended. The foregoing right to indemnification shall not be deemed exclusive of any rights to which the Indemnatee may be entitled as a matter of law or under any agreement, vote of members or directors, or other arrangement.

SECTION 2. Insurance. The Society is authorized to purchase insurance against the liabilities and expenses described herein or Article V, Section 9 above.

ARTICLE XIII NON-DISCRIMINATION

The Society shall be committed to a policy of non-discrimination with regard to its membership or participation in any of its programs or events and affirms that no person shall, on the grounds of race, color, national origin, age, sex, religion, marital status, or handicap/disability, be excluded from participation in, or be denied the benefits of membership — including holding office — or be otherwise subject to discrimination.

ARTICLE XIV PUBLICATIONS

The Society is empowered to publish or to enter into agreements with others to publish such as journals, data repositories, and other publications (abstracts, reviews, newsletters, etc.) as may be authorized by two-thirds majority vote of the Council at which a quorum is present. Changes in the agreements, which implement the publishing of a duly established journal or other organization may be authorized by a majority vote of the Council at which a quorum is present.

ARTICLE XV MISCELLANEOUS

SECTION 1. Bookkeeping. The Society shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, council and committees having any of the authority of the Council and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Society may be inspected by any member, his or her agent or attorney, for any proper purpose at any reasonable time.

SECTION 2. Fiscal Year. The fiscal year of the Society shall be on the basis of a calendar year.

SECTION 3. Notices. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

SECTION 4. Bylaws. If required by the Texas Non Profit Corporation Act, the Bylaws of this Society may be amended, repealed, or added to, or new Bylaws may be adopted, by the vote or written assent or electronic vote of a majority of the members entitled to vote at a meeting at which

a quorum is present and called for the purpose according to the Bylaws.

SECTION 5. Bylaws Approval. Subject to the limitations of the Articles of Incorporation and the Texas Non Profit Corporation Act concerning corporate action the Bylaws of this Society may be amended, repealed or added to, or new Bylaws may be adopted, by a resolution of the Council.

SECTION 6. Affiliations. The Society is empowered to affiliate with other organizations to any extent not prohibited by the Texas Non Profit Corporation Act. Proposals for Society affiliations may be initiated by individual members of the Council or by petition to the Council signed by 10% of members of the Society and to become effective must be approved by a two-thirds majority of the Council at which a quorum is present and a majority of the membership at which a quorum is present either by in person or electronic balloting.


ARTICLE XVI
DISSOLUTION

Upon the dissolution, termination, or winding up of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. The society is prohibited from using any surplus funds for private inurement to any person in the event of a sale or dissolution of the society.

Amendments adopted on June 10, 2024 by the NNS Council.



President
Gene Gurkoff, PhD
President, 2024-2025



Secretary
Audrey Lafrenaye, PhD
Secretary, 2024-2025

Date Nov 22, 2024