

1 **September 27, 2004**

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6 **BYLAWS**
7 **OF**
8 **AMERICAN BRAIN COALITION**

9
10 **ARTICLE I**
11 **GENERAL**

12
13 **Section 1.01. Name.** The name of the Corporation shall be the American Brain Coalition
14 (hereinafter called "ABC" or "Corporation").

15 **Section 1.02. Location of Offices.** The Board of Directors shall determine the location of the
16 principal offices of the Corporation.

17 **Section 1.03. Organization.** The Corporation is a non-profit corporation organized and existing
18 under Chapter 317A of the Minnesota Statutes and is intended to be a qualified exempt
19 organization under Section 501 (c) (4) of the Internal Revenue Code and implementing
20 regulations. No part of the Corporation's net earnings may inure to the benefit of or be
21 distributable to its Members, Directors, Officers, or private persons, except, however, that the
22 Corporation shall be authorized and empowered to pay reasonable compensation for services
23 rendered and to make payments and distributions in furtherance of its purposes as set forth in
24 these Bylaws. The Corporation may not engage in any activity that is unlawful under applicable
25 federal, state, and local law.

26
27 **Section 1.04. Mission, Vision, and Goals.¹**

28
29 a. Mission. The American Brain Coalition seeks to reduce the burden of brain disorders.

30
31 b. Vision. The ABC will be a strong and powerful voice for people with disabling brain
32 disorders bringing together organizations that represent concerned and interested patients,
33 families, and professionals. This voice will be used to advocate for increased support of
34 research that will lead to better treatment; services and support that will improve patients' quality
35 of life; as well as a national commitment towards finding cures for individuals with disabling
36 neurological and psychiatric disorders.

37
38 c. Goals. ABC will leverage the resources of its membership to advocate for research
39 funding and progress towards a cure; help build a healthcare system more responsive to people
40 with both acute and chronic brain disorders; and advance public understanding about the cause,
41 impact, and consequences of neurologic and psychiatric illness in our society through lobbying
42 and advocacy efforts.

43
44 **Section 1.05. Limitation on Activities; Use of Funds.**

45
46 a. The Corporation shall neither have nor exercise any power, nor shall it engage
47 directly or indirectly in any activity, that would invalidate its status as both a Chapter 371A
48 corporation and an exempt organization described in Section 501 (c) (4) of the Internal Revenue

1 Code.

2
3 b. Upon the dissolution of the Corporation, the Board of Directors, after making
4 provision for the payment of all of the liabilities of the Corporation, shall arrange for the
5 distribution of all of the assets of the Corporation exclusively for the tax-exempt purposes of the
6 Corporation, either by direct distribution or by distribution to one or more organizations,
7 contributions to which are deductible under Section 170 (c) of the Internal Revenue Code, as the
8 Board of Directors may determine, and, if required by state law, subject to an order of a judge of
9 the State of Minnesota. Any such assets not so distributed within a reasonable period of time
10 after the dissolution of the Corporation shall be disposed of in accordance with the direction of
11 any court having jurisdiction in the county in which the principal office of the Corporation last was
12 located, exclusively in such manner as in the judgment of such court will best accomplish the
13 purpose for which the Corporation was organized.

14
15 **ARTICLE II**
16 **MEMBERS**

17
18 **Section 2.01. Categories of members and observers.²**

19
20 There will be three categories of members and one observer category as defined below:

21
22 a. Organizing members are organizations that commit to an annual contribution of
23 \$25,000 for a minimum of three years.

24 b. Sustaining members are organizations that commit to an annual contribution of \$5,000.

25 c. Associate members are organizations that are not required to commit an annual
26 contribution, but the organization must have an interest in brain disorders and be willing to
27 provide in-kind support that may include, but not be limited to, member distribution of ABC
28 advocacy material, providing member mailing labels to ABC, or other in-kind support.

29 d. Observers are government agencies or other interested organizations that may be
30 invited or request permission to participate in meetings and conference calls, do not have any
31 voting rights, are not required to make any type of financial contribution, and are not members as
32 defined in these bylaws.

33
34 **Section 2.02. Membership application.**

35
36 Organizations seeking membership in the ABC must submit an application to the Board of
37 Directors. The application may be approved by the Board of Directors or the Executive
38 Committee.

1 **Section 2.03. General membership meetings.**

2 The general membership of the ABC will meet twice annually. One meeting will be during the
3 American Academy of Neurology (AAN) annual meeting, and one meeting will be during the
4 Society for Neuroscience (SfN) annual meeting.

5
6 **Section 2.04. Notice of Meeting.**³

7
8 a. Written or printed notice stating the place, day, and hour of membership meetings
9 and the agenda of the meeting shall be delivered to each member.

10
11 b. The Secretary shall provide to each member a notice stating the time, date, and
12 purposes of any meeting at least ten days before the meeting.

13
14 c. Notice need not be given to a member if a written waiver of notice, executed before
15 or after the meeting by the member is filed with the records of the meeting, nor to any member
16 who attends the meeting without protesting lack of notice before or at the commencement of the
17 meeting.

18
19 **Section 2.05. Quorum.**⁴

20
21 a. At any meeting of the members of the Corporation, the presence of one-half of the
22 members qualified to vote shall be necessary and sufficient to constitute a quorum for the
23 transaction of general business.

24
25 b. If, at the outset of any such meeting, there is less than a quorum present, a majority
26 of those members present may vote (1) to adjourn immediately; or (2) to recess and to
27 reconvene, without the necessity of further notice, at a specified time later within the same day,
28 to ascertain whether or not a quorum is then present. If upon reconvening a quorum is not
29 present, the meeting shall be adjourned immediately, and any subsequent meeting shall require
30 notice pursuant to Section 2.04 of these Bylaws.

31
32 **Section 2.06. Action by Vote.**

33
34 a. General Membership Vote. Action upon general matters before the members may
35 be taken or authorized by an affirmative majority vote of the members present and qualified to
36 vote on such a matter, unless the concurrence of a greater proportion of the members is required
37 by Minnesota law, the Articles of Incorporation, or these Bylaws.

38
39 b. Absentee Voting. The Board of Directors may permit an absent member to vote by
40 mail, telephone, or electronic methods on a specific question.

1
2 c. Proxy Voting. No member shall be permitted to vote by proxy vote.
3

4 d. Vote by Written Consent. Any action to be taken by the members may be taken
5 without a meeting if all the members qualified to vote on the particular matter consent to the
6 action by a writing filed with the records of the meeting. The consent shall be treated, for all
7 purposes, as a unanimous vote of the members taken at a meeting.
8

9
10 **ARTICLE III**
11 **BOARD OF DIRECTORS**
12

13 **Section 3.01 Terms.**
14

15 The directors of the Board shall serve for a term of two years. A director may be nominated
16 to a second consecutive two-year term in the same office. The terms of directors shall be
17 staggered so that the term of only half of the directors shall expire during any year.
18

19 **Section 3.02. Composition of the Board of Directors.⁵**
20

21 The Board shall have not less than nine and not more than nineteen directors, selected in the
22 following manner:
23

24 a. Each organizing member may designate up to three directors. Organizing members
25 shall designate a majority of the directors on the Board.

26 b. Sustaining members may collectively designate up to five directors. If there are two or
27 more sustaining members, there shall be at least two sustaining members on the Board.

28 c. Associate members may collectively designate up to four directors. If there is at least
29 one associate member, there shall be at least one associate member on the Board.
30

31 **Section 3.03. Observers**
32

33 If the Chief Staff Executives and Chief Elected Officials of an organizing member are not
34 directors, they shall be invited to attend the board meetings as observers.
35

36 **Section 3.04. Committees**
37

38 a. The Board of Directors shall annually appoint a Nominations Committee, with
39 representatives from the three categories of members. The Nominations Committee will
recommend a slate of officers for the following year.

1 b. The officers of the ABC shall be the Executive Committee. The Director of Operations
2 may participate fully in Executive Committee matters, but shall not have a vote. The Executive
3 Committee has the authority to act on behalf of the Board of Directors between Board meetings.

4 c. The Board of Directors may establish other committees as needed.
5

6 **Section 3.04. Meetings of the Board of Directors.**

7 The Board of Directors shall meet at least twice each year at the locations and on the dates set
8 by the Board.

9
10 **Section 3.05. Notice of Meetings.**

11
12 Notices to directors shall be in the same manner as notices to members, as provided in Section
13 2.04.

14
15 **Section 3.06. Quorum.⁶**

16
17 At any meeting of the Board of Directors or Executive Committee, the presence of one-half of the
18 Directors qualified to vote shall be a quorum for the transaction of general business.

19
20 **Section 3.07. Action by Vote.**

21
22 Section 2.06 shall apply to voting by the Board of Directors and Executive Committee.
23

24 **Section 3.08. Compensation and Reimbursement.** Directors may receive reasonable
25 reimbursement for expenses incurred in the performance of services on behalf of the ABC.

26
27 **Section 3.09. Conflict of Interest.⁷**

28 a. No contract or transaction between the Corporation and one or more of its Directors
29 or Officers, or between the Corporation and any other organization of which one or more of its
30 Directors or Officers are directors, trustees or officers, or in which any of them has any financial
31 or other interest, shall be void or voidable, or in any way affected, solely for this reason, or solely
32 because the Director or Officer is present at or participates in the meeting of the Board of
33 Directors or committee thereof which authorizes, approves or ratifies the contract or transaction,
34 or solely because his or her votes are counted for such purpose, if:

- 35 (1) The material facts as to the relationship or interest and as to the contract or transaction
36 are disclosed or are known to the Board of Directors or the committee which

1 authorizes, approves or ratifies the contract or transaction, and the Board of Directors
2 or committee in good faith authorizes, approves or ratifies the contract or transaction
3 by an affirmative majority vote of the disinterested Directors even though the
4 disinterested directors are less than a quorum; or

5 (2) The material facts as to the relationship or interest and as to the contract or transaction
6 are disclosed or are known to the members entitled to vote thereon, and the contract
7 or transaction is specifically authorized, approved or ratified in good faith by vote of the
8 members; or

9 (3) The contract or transaction is fair as to the Corporation as of the time it is authorized,
10 approved or ratified by the Board of Directors, a committee, or the members.

11 b. Interested directors may be counted in determining the presence of a quorum at a
12 meeting of the Board of Directors or of a committee that authorizes, approves or ratifies the
13 contract or transaction. No director or officer of the Corporation shall be liable or accountable to
14 the Corporation or to any of its Members or creditors or to any person either for any loss to the
15 Corporation or to any other person or for any gains or profits realized by such director or Officer,
16 by reason of any contract or transaction as to which clauses (1), (2), or (3) above are applicable.

17 **ARTICLE IV** 18 **OFFICERS**

19 **Section 4.01. Election of officers.**

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21
22
23 The Board of Directors shall annually elect from among the directors a Chair, Secretary, and
24 Treasurer for one-year terms. The elections shall be at the fall meeting, during the annual
25 meeting of the Society for Neuroscience.

26 **Section 4.02. Powers and Duties of Officers.**⁸

27
28
29 a. Chair. The Chair shall preside at all meetings of members, Board of Directors, and
30 Executive Committee. In addition, the Chair shall perform other duties as may be assigned from
31 time to time by the Board of Directors.

32 b. Secretary. The Secretary shall have charge of books, documents, and papers as
33 the Board of Directors may determine; attend and keep the minutes of all the meetings of the
34 Board of Directors and members; and keep appropriate records related to all members. The
35 Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the
36 control of the Board of Directors, and shall do and perform duties as may be assigned from time
37 to time by the Board of Directors.
38

1 c. Treasurer. The Treasurer shall have the custody of all funds, property, and
2 securities of the Corporation subject to the policies as may be adopted by the Board of Directors.
3 The Treasurer shall approve all receipts and vouchers; make payments as may be necessary or
4 proper to be made on behalf of the Corporation; and enter regularly on the books of the
5 Corporation, to be kept for that purpose, full and accurate account of all moneys and obligations
6 received and paid or incurred for or on account of the Corporation, and the books shall be open
7 to inspection by any member at all times during the usual hours of business. The Treasurer
8 shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of
9 the Board of Directors, and shall do and perform other duties as may be assigned by the Board
10 of Directors.

11
12 d. The Treasurer shall obtain an annual certified audit of the Corporation books by an
13 independent firm of certified public accountants, and shall make and shall file all reports required
14 by federal or state law, by these Bylaws, or by the Board of Directors. The Members and the
15 Directors shall be given copies of all reports.

16
17 **Section 4.03. Director of Operations.**

18
19 The Director of Operations shall be selected, employed, and supervised by the Chair on
20 behalf of the Board of Directors. The Board of Directors shall determine the terms of
21 employment and shall prepare an appropriate written job description.

22
23 **ARTICLE V**
24 **FISCAL YEAR**

25
26 The fiscal year of the Corporation shall begin on January 1 and end on the following December
27 31.

28
29 **ARTICLE VI**
30 **LIABILITY AND INDEMNIFICATION⁹**

31
32 a. Each Officer, Director, or employee of the Corporation (and his heirs or personal
33 representatives) shall be indemnified by the Corporation against all expenses (as hereinafter
34 defined) incurred in connection with any Proceeding (as hereinafter defined) in which (s)he is
35 involved as a result of serving or having served as an Officer, Director, or employee of the
36 Corporation; provided, however, that no indemnification shall be extended to any Officer,
37 Director, or employee with respect to any matter as to which (s)he shall have been adjudicated in
38 any Proceeding not to have acted in good faith in the reasonable belief that the action was in the
39 best interest of the Corporation; and provided further that in the event that a Proceeding is
40 compromised or settled so as to impose any liability or obligation upon an Officer, Director, or

1 employee of the Corporation, no indemnification shall be provided to the Officer, Director, or
2 employee with respect to a matter if the Corporation obtains an opinion of counsel that with
3 respect to the matter the Officer, Director, or employee did not act in good faith in the reasonable
4 belief that the action was in the best interests of the Corporation. Indemnification may include
5 payment by the Corporation of expenses incurred in defending a civil, criminal, or agency action
6 or Proceeding, upon receipt by the Board of Directors of a written undertaking by the person
7 indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification.
8

9 b. "Proceeding" means any action, suit, or proceeding, civil or criminal, brought or
10 threatened, in or before any court, tribunal, or administrative or legislative body or agency.
11

12 c. "Expense" means any liability fixed by a judgment, order, decree, or award in a
13 Proceeding; any amount reasonably paid in settlement of a Proceeding; and any professional
14 fees and other disbursements reasonably incurred in connection with a Proceeding.
15

16 d. Nothing herein shall limit any lawful rights to indemnification existing independently
17 of the provisions of these Bylaws.
18

19 e. The Corporation shall not indemnify any person otherwise entitled to such
20 indemnification, if such indemnification would constitute "self-dealing", as defined in Section 4941
21 of the Internal Revenue Code.
22

23 **ARTICLE VII**
24 **AMENDMENT OF THE BYLAWS**
25

26 Except as provided in other provisions of these Bylaws, these Bylaws may be amended,
27 repealed, or altered, in whole or in part, and additional Bylaws may be adopted, by an affirmative
28 two-thirds vote of all the Directors.
29

30 mgs:2004092701226
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Endnotes

¹ The participants attending an organizational meeting on April 26, 2004, unanimously adopted the mission, vision, and goals.

² The participants attending the organizational meeting on April 26, 2004, adopted the Business Plan, which included the four categories of members. Marty Saggese later suggested that the fourth category be changed to observer.

³ This section is governed by MN Stat. 317A.435.

⁴ This section is governed by MN Stat. 317A.451.

⁵ The April 26, 2004, Business Plan described the maximum number of directors for each membership category. Marty Saggese later suggested a minimum number of directors for sustaining and associate members.

⁶ This section is governed by MN Stat. 317A.235.

⁷ This section is governed by MN Stat. 317A.255.

⁸ This section is governed by MN Stat. 317A.305.

⁹ This article is governed by MN Stat. 317A.521.