

Alabama Academy Of Neurology, Inc

Bylaws

ARTICLE I: Offices

1.01 Principal and Business Offices: The corporation may have such principal and other offices, either within or without the state of Alabama as the Board of Directors may designate or as the business or as the business of the corporation may require from time to time.

1.02 Registered Office: The registered office of the corporation as required by Alabama law to be maintained in the state of Alabama may be, but not need be, identical with the principal office in the state of Alabama, and the address of the registered office may be changed from time to time by the Board of Directors. The business office of the registered agent shall be identical to such registered office.

ARTICLE II: Members

2.01 Annual Meeting. The annual meeting of the members shall be held on the first Friday in the month of May in each year, beginning with the year 1996, at the hour of 10:00am, or at a date and time within thirty (30) days prior or subsequent to such date as may be designated by the Board of Directors. If the day fixed for the annual meeting shall be a legal holiday in the State of Alabama, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein, or fixed as herein provided, for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the membership as soon thereafter as conveniently may be.

2.02 Special Meeting: Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or the Board of Directors, and shall be called by the President upon the request of any ten (10) members.

2.03 Place of Meeting: The Board of Directors may designate any place, either within or without the state of Alabama, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the state of Alabama, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of the meeting shall be the principal office of the corporation in the state of Alabama or such other suitable place in the county of such office as may be designated by the person calling such meeting, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the members represented thereat.

2.04 Notice of Meeting: Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose of purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or

by mail, by or at the direction of the President, or the Secretary, or other officer or personal calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at his address as it appears on the Secretary's minutes or register of the corporation, with postage thereon prepaid.

2.05 Qualifications of Members: The membership of the corporation shall consist of the following:

- (i) All persons who are licensed to practice medicine in the state of Alabama, who actively practice neurology and who elect to become a member hereof by paying the then current membership dues and complying with any other membership criteria set forth in the Bylaws of corporation from time to time and
- (ii) All other persons who are admitted as members as provided in the Bylaws from time to time.

2.06 Quorum: Ten per cent of the members entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the members. If a quorum is present, the affirmative vote of a majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members. Though less than a quorum of the outstanding members are represented at a meeting, a majority of the members so present or represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted with might have been transacted at the meeting as originally notified.

2.07 Conduct of Meetings: The President, and in his absence , a Vice President in or the order provided under section 4.06 and in their absence, any person chosen by the members present shall call the meeting of the members to order and shall act as chairman of the meeting and the Secretary of the corporation shall act as Secretary of all the meetings of the meetings of the members, but in the absence of the Secretary, the presiding officer may appoint any other person to act as a Secretary of the meeting.

2.08 Waiver of Notice by Members: Whenever any notice whatever is required to be given to any member of the corporation under the Articles of Incorporation or the Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of the meeting, by the members entitled to such notice, shall be deemed equivalent to the giving of such notice.

2.09 Unanimous Consent Without Meeting: Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all o the members entitled to vote with respect to the subject matter thereof.

2.10 Good Standing Status: Voting Rights: Each member who shall timely pay the annual dues of the corporation established from time to time by the Board of Directors shall be in good standing. Only those members who are in good standing shall be entitled to vote at any annual or special meeting of the membership.

### ARTICLE III. Board of Directors

3.01 General Powers. The business and affairs of the corporation shall be managed its Board of Directors.

3.02 Number, Tenure, and Qualifications. The number of directors of the corporation shall be three, or such greater number as the members may approve from time to time. Each director shall hold office until the next annual meeting of the members and until his successors shall have been elected and qualified. Directors shall be members of the corporation.

3.03 Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this by-law immediately after the annual meeting of the members and each adjourned session thereof. The place of such regular meeting shall be the same as the place of the meeting of members which precedes it, or such other suitable place as may be announced at such meeting of members. The Board of Directors may provide by resolution, the time, and place either without or without the state of Alabama, for the holding of addition regular meetings without notice other than such resolution.

3.04 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, Secretary or any other two directors. The person or person calling any special meeting of the Board of Directors may fix any place, either within or without the state of Alabama, as the place for holding any special meeting of the Board of Directors called by them and if not other place is fixed the place of meeting shall be the principal business office of the corporation in the state of Alabama.

3.05 Notice: Waiver. Notice of each meeting of the Board of Directors (unless otherwise provided in or pursuant to Section 3.03) shall be given by any manner of communication not less than one day before the time set for said meeting, unless, a greater time is required by law. Whenever any notice whatever is required to be given to any director of the corporation under the Articles of Incorporation or Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose or, any regular or special

meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

- 3.06 Quorum. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, a majority of the number of directors set forth in Sections 3.02 shall constitute a quorum of the transaction of business at any meeting of the Board of Directors, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.
- 3.07 Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation or these Bylaws.
- 3.08 Conduct of Meetings. The President, and in his absence a Vice President in order provided under sections 4.06, and in their absence, any director chosen by the directors present, shall call meetings of the Board of Directors to order and shall act as chairman of the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board of Directors, but in absence of the Secretary, the presiding officer may appoint any assistant Secretary or any director or other person present to act as a Secretary of the meeting.
- 3.09 Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the remaining directors until the time provided for annual meeting under Section 2.01.
- 3.10 Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors or a committee thereof of which he is a member at which action or any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.
- 3.11 Committees. The Board of Directors by resolution adopted by the affirmative vote of a majority of the number of directors set forth in Section 3.02 may designate one or more which to the extent provided in said resolution as initially adopted, and thereafter supplemented or amended by further resolution adopted by a like vote, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the corporation, except election of the principal officers or the filling of vacancies in the Board of Directors or committees created pursuant to this action. The Board of Directors may take the place of any absent member or members any meeting of such committee, upon request by the President or upon request by the chairman of such meetings. Each such committee shall fix its own rule governing the conduction of its activities and shall make such reports to the Board of directors of its activity as the Board of Directors request.
- 3.12 Unanimous Consent Without Meeting. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors at a meeting

or by resolution may taken without a meeting if a consent in writing, setting, forth the action so taken, shall be signed by all of the directors then in office.

#### ARTICLE IV. Officers

- 4.01. Number. The principal officers of the corporation shall be a President, Vice President, Secretary, and a Treasurer, each of whom shall be elected by a Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person.
- 4.02. Election and Term of Office: The offices of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon as thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected or until his prior death, resignation or removal.
- 4.03. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, or the person so removed. Election or appointment shall not of itself create contract rights.
- 4.04. Vacancies. A vacancy in any principal office because of death resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors of unexpired portion of the term.
- 4.05. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the members of the Board of Directors. He shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the corporation as he shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. He shall have authority to sign, execute and acknowledge, on behalf of the corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular business. Or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of Directors, he may authorize the Vice President or to the officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in his place and stead. In general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- 4.06. Vice President: In the absence of the President or in the event of his death, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, the Vice President shall perform the duties of the President, and when so acting, shall have all the

powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors.

- 4.07. Secretary: The Secretary shall: (a) keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; (c) be custodian of the corporate records of the corporation (d) keep or arrange for the keeping of a register of the post office address of each member which shall be furnished to the Secretary by such member, and (e) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors.
- 4.08. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provision of Section 5.04;(c) furnish the Secretary information necessary to enable the Secretary to determine and give notice to the members who are in good standing and entitled to vote: and (d) in general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors. If required by the Board of Directors the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.
- 4.09. Other Assistants and Acting Officers: The Board of Directors shall have the power to appoint any person to act as assistant to any office or as agent for the corporation in this stead or to perform the duties of such officer whenever for any reason is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Board of Directors shall the have power to perform all the duties of the office to which he is appointed to be assistant, or as to which he is appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

#### ARTICLE V. CONTRACTS, LOANS, CHECKS, AND DEPOSITS

- 5.01. Contracts: The Board of Directors may authorize any officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages, and instruments of assignment or pledge made by the corporation shall be executed in the name of the corporation by the President or the vice prescient and by the Secretary or the Treasurer; and when so executed no other party to such

instrument or any third party shall be required to make any inquiry into the authority of the signing of officer or officers.

- 5.02. Loans: No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.
- 5.03. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents or the corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.
- 5.04. Deposits: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

#### ARTICLE VI. ADMENDMENTS

- 6.01 By members. These by laws may be altered or amended or repealed and new Bylaws may be adopted by the Board of Directors or by the members by affirmative vote of not less than a majority of the members present or represented at any annual or special meeting of the members present or represented at any annual or special meeting of the members at which a quorum is in attendance; provided, however, that the Board of Directors may not alter amend, or repeal any by-law establishing what constitutes a quorum at a meeting of members.
- 6.02 Implied Amendments. Any action taken or authorized by the members or by the Board of Directors, which would be inconsistent with the Bylaws then in effect, but is taken or authorized by affirmative vote of not less than the number of members or the number of directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspend so far, but only so far, as is necessary to permit the specific actions taken or authorized.

#### ARTICLE VII. DISSOLUTION

- 7.01 In the event that this corporation shall cease to exist and be dissolved for any reasons the assets of the corporation shall be distributed to (i) a corporation organized for the same purposes as this corporation or (ii) a corporation organized and operating under 501 ( c ) ( 3 ) of the Internal Revenue Code, as the membership of the corporation shall determine at any annual or special meeting.

ARTICLE VIII. SEAL

8.01. The Board of Directors shall provide a corporate seal with shall be circular in form and shall have inscribed thereon the name of the corporation and the state of the incorporation and the words "Corporate Seal."