

BY-LAWS

Global Association for Study of Neurodegenerative Diseases, INC.

ARTICLE I

NAME

The name of the Corporation is Global Association for Study of Neurodegenerative diseases, Inc. It shall be referred to as GASND throughout the rest of these By-Laws.

ARTICLE II

PURPOSES

GASND is incorporated under the laws of Maryland as a Maryland Not-for-Profit Corporation and formed to conduct activities which are exclusively scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as the same may be amended from time to time, for the purpose of advancing and promoting understanding of what causes neurodegenerative diseases and to develop new approaches for treatment and prevention. Neurodegenerative diseases affect millions of people worldwide. The risk of being affected by a neurodegenerative disease increases dramatically with age. The most common neurodegenerative diseases including Alzheimer's disease, Parkinson's disease, etc. Neurodegenerative diseases are characterized by the loss of function and eventual death of nerve cells in the brain or peripheral nervous system. Although treatments may help relieve some of the mental or physical symptoms associated with neurodegenerative diseases, there are no current cures or treatments to slow disease progression. With more people living longer, the coming decades will witness more people suffering from neurodegenerative diseases. There is a critical need to improve our understanding of what causes neurodegenerative diseases and to develop new approaches for treatment and prevention.

In furtherance, but not in limitation, of the foregoing scientific and educational purposes GASND shall:

- a) Conduct scientific meetings, congresses, and symposia in which current research on neurodegenerative diseases will be discussed by researchers in related fields;
- b) Disseminate information on research being done in the field of neurodegenerative diseases through newsletters, internet and other communications;
- c) Provide information to and encourage continued support by public and private bodies that support research in neurodegenerative diseases and related disorders;
- d) Promote and facilitate the dissemination of knowledge about the field of neurodegenerative diseases to the public and to educators, scholars, and health professionals through any lawful means;
- e) Promote and assist communication between researchers in the field of neurodegenerative diseases and members of scientific and scholarly organizations whose members do research in other related medical fields through shared membership lists, joint meetings, joint publications, and any other lawful means;
- f) Provide financial support to investigators who are conducting worthy research in the field of neurodegenerative diseases ; and

g) Conduct any and all other activities as shall from time to time be found appropriate in connection with the foregoing and as are lawful for not-for-profit corporations. GASND shall not operate an institution of higher learning; nor shall GASND engage in the practice of medicine or any of the professions designated in Title VIII of the Education Law.

ARTICLE III

MEMBERS

Section 1. *Members.* Membership shall be open to all people interested in the purposes of GASND Association. At the annual membership meeting, changes in the schedule of dues that have been recommended by the Board of Directors shall be approved by the Members entitled to vote. The new schedule shall take effect at the end of the Annual Membership Meeting.

Section 2. *Determination of Membership.* A prospective member shall submit an application to the Secretary (on forms provided by the Secretary) or shall apply through other means determined by the Board or described below. The Board shall have complete discretion to accept or reject any application, to determine the class or classes of membership for which a candidate is eligible, and to set and revise the criteria for membership.

Section 3. *Good Standing and Duration of Membership.* Members shall continue to be Members in good standing as long as they pay annual dues or other assessments levied by the Board.

Section 4. *Membership classes.* There will be five classes of membership:

a) Regular Members are individuals who have conducted research into neurodegenerative diseases that hold a post baccalaureate degree, usually Ph.D. or M.D., and has been published in peer-reviewed research journals. These Members are entitled to vote and hold office.

b) Emeritus Members must be researchers who have attained emeritus status at their respective institutions or who have retired from active scientific careers. These Members are entitled to vote and hold office.

c) **Young investigator members:** Individuals are in undergraduate or graduate degree programs, or postdoctoral training programs who conduct research into neurodegenerative diseases and other related disorders. They are not entitled to vote or hold office. They may apply for Regular or Associate Membership status upon completion of the requirements for their degree.

d) **Associate Members:** Individuals are interested in neurodegenerative diseases but have not conducted research. They are not entitled to vote or hold office.

e) Sponsoring Members (Sponsors) are organizations or individuals that support GASND through contributions of goods and services. Criteria for designation as a Sponsor shall be determined by the Board. Formal invitations to assume sponsoring membership shall be made by the President with approval of the Board. The President will review Sponsors' memberships annually and report their status to the Board. Sponsors are not entitled to vote or hold office.

Section 5. *Non-payment of Dues.* A member who has not paid dues within a period of one year after billing shall, upon being billed for the succeeding year, be notified of forfeiture of membership unless the dues for the past and succeeding year are paid within 60 days. Reinstatement following the 60 day period shall require the request of the delinquent member, approval of the Board, and payment of any unpaid dues.

Section 6. *Disciplinary Action.* In extraordinary circumstances, the Board may expel a member from GASND Association for actions that are counter to the purposes of GASND Association. The member shall be given written notice of expulsion and the

reasons therefor. The expelled member shall have a right to a hearing before the Board or before the Members if he or she so requests. The decision to expel may be overturned by a vote of two-thirds of the Members present at a meeting.

ARTICLE IV

MEETINGS OF THE MEMBERS

Section 1. *Meetings.* The Members of GASND will meet at least once each year. The Annual Membership Meeting will be held each year at a date, time, and place to be fixed by the Board. The date, time, and place shall be set at least 60 days before the meeting. Special meetings shall be held whenever called by the Board or the President.

Section 2. *Notice of Meetings.* Written notice of the date, time, and place of any meeting shall be given to each member entitled to vote at such meeting by mailing the notice by first class mail, postage prepaid, or by personal delivery, not less than ten nor more than fifty days before the date of the meeting. Notice of special meetings shall indicate the purpose for which they are called and the person or persons who called the meeting.

Section 3. *Quorum.* A quorum shall consist of 100 Members entitled to vote or one tenth of the voting membership of GASND, whichever is lesser. In the absence of a quorum, a majority of the Members entitled to vote present may adjourn the meeting.

Section 4. *Organization of Meetings.* The President shall preside at all meetings of Members. In the absence of the President, the Past-President shall preside. In the absence of the President and the Past-President, the President-Elect shall preside. The Secretary of GASND Association shall act as Secretary at all meetings of the Members, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting. Meetings will be conducted according to Robert's Rules of Order.

Section 5. *Voting.* At any meeting of the Members, each Regular or Emeritus member present will be entitled to one vote. A member must have had his or her application approved by the Secretary at least two weeks prior to a membership meeting and subsequently been approved by the Board in order to be eligible to vote at that membership meeting. Upon demand of any member, any vote of the Members shall be by secret ballot.

Section 6. *Action by the Members.* Except as otherwise provided by law or by these By-Laws, the vote of a majority of the Members entitled to vote, if a quorum is present at such time, shall be the act of the Members. Action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the Members entitled to vote thereon.

ARTICLE V

BOARD OF DIRECTORS

Section 1. *Powers.* The Board of Directors shall have general power to control and manage the affairs of GASND in accordance with the purposes and limitations set forth in the Certificate of incorporation.

The fiscal year of GASND shall be determined by the Board of Directors.

Section 2. *Eligibility.* Regular and Emeritus Members in good standing who are of at least eighteen years of age are eligible to serve as Members of the Board of Directors. Student members who are at least eighteen years of age are eligible to serve only as the New Investigator Member of the Board, as defined under Section 3 of this Article.

Section 3. *Number and Classes of Board Members.* After the second Annual

Membership Meeting, there will be eight Board Members who will serve three year terms. They will be divided into three classes whose terms expire in successive years. At the second Annual Membership Meeting and each third meeting afterward, two seats will come open. At each other Annual Membership Meeting three seats will come open. In addition, the five officers of GASND will be ex-officio Members of the Board of Directors and will have full voting rights on the Board.

GASND values the opinions and special needs of its members who are in the early years of their professional careers. Thus, in addition to the eight Board Members described in the previous paragraph, a ninth person will serve as a New Investigator Member of the Board. This Board Member will be any member of GASND in good standing who qualifies as a young investigator member or who was awarded the Ph.D., M.D. or equivalent doctoral degree within two years of assuming the position. Candidates for election for this class of Board Member will be nominated and elected only by those qualified to hold this director's position. The Nominating Committee of GASND will conduct this election process identically to, but separately from, that used for the general election. The New Investigator Member of the Board will be elected for a term of two years with full voting privileges that are identical to those of other Members of the Board. The New Investigator Member is expected to act as a liaison between the Member's special constituency and the Board, while serving the best interests of GASND.

Section 4. *Election of Board Members.* Voting will be by ballot. The Chair of the Nominating Committee, sixty days prior to the Annual Membership Meeting, shall notify every voting member of GASND of a ballot listing the slate of candidates for the Board prepared by the Nominating Committee. Each voting member may cast votes for as many candidates as there are seats open for the election. The medium used for notifying members of the ballot, for casting their votes, and for ensuring the validity of the process is determined by a majority vote of the Board of Directors.

The voting period must close at least thirty days prior to the Annual Membership Meeting. A ballot counter chosen by the Nominating Committee shall count all of the ballots at least 21 days before the Annual Membership Meeting. The candidates receiving the largest number of votes shall be elected. The ballot counter shall inform the President and Secretary, who shall in turn inform the candidates.

The new Board Members will take office at the end of the Annual Membership Meeting immediately following the election and shall continue in office until their successors shall have been elected and taken office, or until their death, resignation or removal. The ballots shall remain available for inspection for six months after they have been counted.

Section 5. *Succession.* Board Members may serve no more than two successive terms, but they may be reelected after a one year hiatus from Board membership.

Section 6. *Removal before termination of office.* A Board Member may be removed, with cause, by a vote of two thirds of the Members present at a meeting of GASND Association. A board member may also be removed by a vote of three quarters of the other Board Members then in office, provided the Board Member has been given written notice of removal and the reasons therefor, and provided the Board Member has had a hearing before the Board.

Section 7. *Vacancies.* The Board shall fill any vacancy in the Board by selecting a

candidate from the list of nominees from the previous election or from the list of Regular and Emeritus Members should the list of nominees be exhausted. At the next annual election replacements shall be elected for the unexpired terms by the same procedures as stipulated for the ordinary election of Board Members. The replacement Board Member shall serve only until the next Annual Membership Meeting, and until his or her successor is elected.

Section 8. *Board Meetings.* The Board shall hold an Annual Meeting immediately before the Annual Membership Meeting, and at other times and places that it deems necessary. Three Board Members can request the President to call a special Board meeting. The President must convene that meeting within one month.

Section 9. *Notice of Meetings.* Notice of the place, date and hour of any Board meeting shall be given to each Board Member personally, by telephone, or by mailing the notice by first class mail, postage prepaid, by personal delivery, or by email not less than fourteen nor more than fifty days before the date of the meeting. Notice of a meeting need not be given to any Board Member who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him or her.

Section 10. *Quorum.* A quorum of the Board shall consist of a majority of the entire Board.

Section 11. *Action by the Board.* At any meeting of the Board of Directors at which a quorum is present, a vote of the majority of Board Members present at the time of the vote shall be the Act of the Board. Participation of one or more Board Members by conference telephone or like means allowing all person participating in the meeting to hear each other at the same time shall constitute presence at the meeting.

Any action required or permitted to be taken by the Board or by any committee thereof may be taken without a meeting if all Members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the proceedings of the Board or committee.

Any action required or permitted to be taken by the Board may be taken by electronic mail, provided that there is evidence that all members received notification of the action to be taken, if a majority of the Board approves the action. The action and those voting shall be filed with the minutes of the next Board meeting.

ARTICLE VI

OFFICERS

Section 1. *Officers.* The officers of GASND shall be a President, a President-Elect, a Past-President, a Secretary and a Treasurer.

Section 2. *Eligibility.* Regular and Emeritus Members in good standing who are of at least eighteen years of age are eligible to serve as officers.

Section 3. *Terms of Officers.* The term of each President, President-Elect, and Past-President shall be one year, commencing at the end of the Annual Membership Meeting. The terms of Treasurer and Secretary shall be three years and they may be reelected for no more than two consecutive terms. The President-Elect may be elected for a single term only, and may not be reelected for the same office in successive years. After one year out of office a Past-President may be eligible for reelection to President-Elect. The President-Elect automatically becomes President, and the President automatically becomes Past-President at the end of the Annual Membership Meeting.

Section 4. *Election and Term of Office.* Elections for President-Elect, Secretary, and Treasurer shall be by mail or electronic ballot, conducted at the same time and in the

same manner as elections for Board Members, with each voting member entitled to cast one vote for each open office.

The new officers shall take office at the end of the Annual Membership Meeting immediately following the election and shall continue in office until their successors shall have been elected and taken office, or until their death, resignation or removal.

The ballots shall remain available for inspection for six months after they have been counted.

Section 5. *Removal of Officers.* Any officer may be removed, with cause, by a vote of the Members entitled to vote present at a special or Annual Meeting of the Members. The Board, by a written vote of three-quarters of the other Board Members, may, with cause, suspend an officer's authority to act as an officer.

Section 6. *Vacancies.* Should the office of President become vacant, prior to the end of the term, the President-Elect shall become President and serve the remainder of the unexpired term as well as the succeeding term. Should the position of President-Elect become vacant, after a new President-Elect has been elected and before the Annual Membership Meeting, the newly elected President-Elect shall assume office. Should the position of President-Elect become vacant before a new President-Elect has been elected, or if the President-Elect designate shall be unable to assume office, the Board shall elect a Board Member to serve until the end of the term. In the event the office of Secretary or Treasurer becomes vacant, prior to the end of the term, the Board shall elect a Board Member to serve until the end of the term.

Section 7. *President: Powers and Duties.* The President has the authority to sign alone, unless the Board shall specifically require an additional signature, in the name of GASND Association all contracts and other legal documents authorized either generally or specifically by the Board. The President shall be the chief executive officer of GASND Association, shall preside at meetings of the Board and of the Members, shall be responsible for executing policies determined by the Board, shall act as spokesperson for GASND Association, and shall see that all orders and resolutions of the Board are put into effect. The President shall present or have presented a summary of the actions of the Board over the past year at the Annual Membership Meeting. The Past-President and President-Elect shall assist the President and shall substitute for the President when necessary. The Past-President shall take precedence over the President-Elect in substituting for the President. These officers shall also perform such other duties as shall from time to time be assigned by the Board.

Section 8. *Secretary: Powers and Duties.* The Secretary shall keep all written records of the organization, especially minutes of meetings and official correspondence of the Board. The Secretary shall disseminate all written notices of meetings and other mailings, such as ballots or votes for amendment. The Secretary shall substitute for the President, if neither the President-Elect nor the Past-President is available. The Secretary shall also perform such other duties as shall from time to time be assigned by the Board.

Section 9. *Treasurer: Powers and Duties.* The Treasurer has the authority to sign alone, unless the Board shall specifically require an additional signature, in the name of GASND all contracts and other legal documents authorized either generally or specifically by the Board. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of GASND, and shall deposit or cause to be deposited all moneys and other valuable effects of GASND in such banks or depositories as the Board of Directors may designate. At the Annual Meeting of the Board of Directors, and whenever

else required by the Board of Directors, he or she shall render a state of GASND Association's accounts. He or she shall at all reasonable times exhibit GASND Association's books or accounts to any officer or Board Member of GASND Association and shall perform all duties incident to the position of Treasurer subject to the control of the Board of Directors, and shall, when required, give such security for the faithful performance of his or her duties as the Board of Directors may determine.

The Treasurer shall be responsible for the preparation of a detailed annual report to be presented by the Board at the Annual Membership Meeting. The annual report will contain all information required by the Not-for-Profit Corporation Law of Maryland State.

ARTICLE VII

COMMITTEES

Section 1. *Committees.* The President shall make appointments to fill vacancies in the committees listed in Article VII of these by-laws. Unless stated otherwise, each committee member will be appointed to serve a three year term. Each committee specifically listed below will follow the guidelines kept on file by the Secretary. These Committee Policy and Practice documents will be reviewed annually and modified by each respective committee, with approval of the Board, as needed

Section 2. *Nominating Committee.*

1. *Composition.* The nominating committee will consist of six members. Every third year, the President shall appoint the chair of the Nominating Committee for a three year term. The chair shall have served on the Board at some time in the past or may be a Board Member. Preference will be given to an outgoing Board Member when possible.
2. *Duties.* A slate of candidates for the Board of Directors and for the Officers shall be prepared annually from the roll of Regular and Emeritus Members by the Nominating Committee. Except as provided below, usually a slate of no more than four and no fewer than two candidates shall be prepared for each open officer's position, and usually a slate of no more than seven and no fewer than five candidates shall be prepared to fill the seats that will open on the Board. The slate shall take into consideration the representation of scientific disciplines and geographical distribution of Members, and the suggestions of Members made by a nominating petition, circulated at least four months before the Annual Membership Meeting.

Any candidate who is endorsed for nomination by more than ten percent of the Members entitled to vote shall automatically be placed on the ballot. If greater than seven candidates for the Board or greater than four candidates for any officer position are endorsed by more than ten percent of the Members entitled to vote, the slate for that position shall be composed entirely of all of the candidates so endorsed.

Section 3. *Membership Committee.*

1. *Composition.* The Membership Committee shall consist of the Secretary, who shall be chair, and two Members appointed by the President.
2. *Duties.* The Membership Committee has responsibility for recommending new Members to the Board and the solicitation of potential Members from the scientific community. It may also recommend policies concerning membership.

Section 4. *Program Committee.*

1. **Composition.** The Committee shall consist of at least six regular members, at least one of whom shall be a Board member. In addition, there shall be a New Investigator, i.e., a student or member fewer than three years beyond the terminal degree, plus any special members temporarily appointed by the President. Regular members shall serve three-year staggered terms. The New Investigator and any special member appointed by the President shall serve for one year. Every third year, the President shall appoint the Committee Chair from the continuing membership of the Committee to serve a three-year term. The Chair shall recommend for Presidential approval regular members and a New Investigator to fill Committee vacancies.
2. **Duties.** The responsibility of the Program Committee shall be to organize the scientific and social aspects of the annual meeting of GASND Association.

Section 5. *Finance Committee.*

1. **Composition.** The Finance Committee shall consist of the Treasurer, who shall be chair, and two Members appointed by the President.
2. **Duties.** The Finance Committee shall ensure the financial soundness of GASND Association by recommending an annual budget to be adopted by the Board at its Annual Meeting. The Financial Committee also has responsibility for suggesting sources of income and aiding in fund-raising.

Section 6. *Long Range Planning Committee.*

1. **Composition.** The Long Range Planning Committee shall consist of at least six members appointed for three year terms by the President.
2. **Duties.** The Long Range Planning Committee will be responsible for evaluating potential future meeting venues and making recommendations to the Board. In addition, the committee will consider possible ways to improve the policies and practices of GASND Association to promote GASND Association's growth and development in the service of its mission.

Section 7. *Standing Committees.* The Board of Directors may designate from among its Members an executive committee and other standing committees, each consisting of three or more Board Members, and each of which, to the extent provided in the resolution establishing the committee shall have all the authority of the Board, except that it may not: submit actions to the Members of GASND Association that require the Members' approval, fill vacancies in the Board or in any committee, fix compensation for serving on the Board or any committee, amend or repeal by-laws, adopt new by-laws, or amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable.

Section 8. *Other Committees.* The Board of Directors may appoint from time to time any number of persons as advisors to GASND Association, to act either singly or as a committee or committees. Each such advisor shall hold office during the pleasure of the Board, and shall have such authority and obligations as the Board may from time to time determine.

Section 9. *Reports.* Each committee shall give a brief report of its activities when

requested by the President, Board, or by written request of 10% of the membership. A copy of each report will be filed by the Secretary in GASND Association's archives.

ARTICLE VIII

OFFICE AND BOOKS

Section 1. *Office.* The office of GASND Association shall be located at such place as the Board of Directors may from time to time determine.

Section 2. *Books.* At such place as the Board of Directors may from time to time determine, there shall be kept correct books of account of the activities and transactions of GASND Association including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of meetings of the Members and of the Board of Directors.

Section 3: *Executive Manager.* The President with approval of the Board shall appoint an Executive Manager. Compensation for these services shall be at the discretion of the Board. The Executive Manager's specific duties will be specified by the Board. In general, the duties of the Executive Manager shall be to assist the President as well as officers and Board members in carrying out GASND Association's administrative functions.

ARTICLE X

AMENDMENT OF BY-LAWS

On resolution, by majority of the Board of Directors then in office or by a written proposal signed by not less than ten percent of the Regular or Emeritus Members, these By-laws may be amended by simple majority of Regular and Emeritus Members who vote. Notice of the substance and working of the proposed amendment is to be sent to all Members entitled to vote not less than 30 days prior to the stated deadline for counting the ballots. The medium used for notifying members of the proposed amendment and for casting votes on the amendment is determined by a majority vote of the Board of Directors. Approved changes in the By-laws shall go into effect immediately following the counting of the ballots.

ARTICLE IX

CANCELED MEETINGS

In the event of extreme circumstances outside the reasonable control of the Board, the Board may Act as described in Article VII to cancel an annual meeting or modify the meeting format as deemed acceptable by the Board and Program Committee. Whereas the Annual Meeting (**International Research Conference on Neurodegenerative Diseases-IRCND conference**) is a core activity of GASND Association, in the event that a meeting is canceled, the Board may extend some or all of the term limits described elsewhere in these by laws.