

**The International Society of NeuroImmunology (ISNI) By-Laws amended and accepted by the International Advisory Board of ISNI on 22<sup>nd</sup> May 2024.**

**ARTICLE I - OFFICES**

The name of this organization is the International Society of Neuroimmunology (ISNI). ISNI is a NON-PROFIT CORPORATION, and its existence shall be perpetual.

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**ARTICLE II - OBJECTIVES**

The objectives of ISNI are to:

- develop, support, co-ordinate and promote scientific research in all fields concerning neuroimmunology
- promote international collaboration and interchange of scientific information on neuroimmunological research throughout the world
- provide for and assist in education and the dissemination of information relating to neuroimmunological research by all available means
- act as a world federation of neuroimmunologists to represent the interests of its individual members and its Member Organizations in matters related to international communication and co-operation in neuroimmunology

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**ARTICLE III - MEMBERSHIP**

ISNI is composed of the following categories of members:

- Individual Members
- Supporting Members
- Corporate Members
- Honorary Members

**1. Individual Members**

Any individual anywhere in the world who has contributed notably to neuroimmunology research and who supports the goals of ISNI may apply for membership. Individual members shall pay an annual subscription to ISNI, the amount of which shall be decided by the International Advisory

Board (IAB). Individual members are entitled to vote to elect the IAB members that are not representative of Supporting Members.

## **2. Supporting Members**

Supporting Members shall be non-profit organisations, mainly other scientific Societies or Charities. Application for Supporting Membership can be sent to the Secretary/Treasurer accompanied by a statement of the nature of the scientific Society or organisation. Membership will be accepted by a majority vote of the IAB. Each Supporting Member shall pay an annual subscription to ISNI, the amount of which shall be in relation to the number of individual members of the organization and in accordance with the fee categories decided by the IAB. All individual members of a Supporting Member organization are entitled to individual membership of ISNI. Each Supporting Member of ISNI may have one named representative on the IAB of ISNI with voting rights, plus one named reserve representative with voting rights.

Supporting Members shall promote knowledge and active interest in the objectives and work of ISNI among their members, and shall inform the Secretary/Treasurer of ISNI of events and developments in their geographical regions that are of importance to ISNI.

## **3. Corporate Members**

Corporate Members shall be sponsoring members, mainly pharma, foundations, or other bodies who wish to contribute financially to the objectives of ISNI. Membership will be obtained by invitation from the President or the Secretary/Treasurer and upon recommendation of the IAB. A Corporate Member shall be responsible for payment of an annual subscription to ISNI, the amount of which will be recommended by the Executive Committee to the Corporate Member. A format for exchange between each Corporate Member and ISNI will be established.

## **4. Honorary Members**

Past Presidents and Secretary/Treasurers automatically become lifelong Honorary Members of ISNI if they wish, and shall have the rights and privileges of Individual Members. They can remain Members of the IAB with voting rights for one term of four years only.

Other individuals who have made outstanding contributions to neuroimmunology and to the objectives and work of ISNI, may be elected lifelong Honorary Members with voting rights for one term of four years only, subject to agreement of the majority of the existing IAB Members.

## **5. Resignation**

Members of ISNI may submit their resignation by letter to the Secretariat at any time. Resignation shall become effective three months after receipt of this letter. Supporting and Corporate Members may withdraw or be required by the IAB to withdraw at any time for reasonable cause.

## **ARTICLE IV – MEMBERS MEETINGS**

The biennial Members Meeting, herein to be called Termly Members Meeting of ISNI, shall be held on a day during the biennial international conference of ISNI. The Secretary/Treasurer shall e-mail to every member in good standing stating the time and place of the Termly Members Meeting.

The presence at any Members Meeting of ten members or more shall constitute a quorum and shall be necessary to conduct the business of ISNI; however, a lesser number may adjourn the meeting for a period of not more than four weeks from the date scheduled, and the Secretary/Treasurer shall notify those Members who were not present at the originally scheduled Meeting of the rescheduled date. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

A membership roll showing an encoded list of members as of the record date, according to GDPR regulations and certified by the Secretary/Treasurer of ISNI, shall be produced at any meeting of General Members upon the request of any member who has given written notice to ISNI at least ten days prior to such a meeting. All persons appearing on such a membership roll shall be entitled to vote at the meeting.

### **1. Special Meetings**

Special meetings of the Society may be called by the Officers. The Secretary/Treasurer shall notify all Members of such a meeting by e-mail as they appear in the membership roll list at least ten days but not more than fifty days before the scheduled date of such meeting. Such notices shall state the date, time, place, and purpose of the meeting and by whom it was called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at the meeting.

### **2. Fixing Record Date**

For the purpose of determining the Members entitled to:

- receive notice of or to vote at any Members Meeting, or any adjournment thereof,
- express consent to or dissent from any proposal without a meeting,

or for the purpose of any other action, the IAB shall fix in advance a date (“Record Date”) for this determination of Members. The Record Date shall not be more than fifty or less than ten days before the meeting, or more than fifty days prior to any other action

### **3. Action by Members Without a Meeting**

Whenever Members are required or permitted to take any action by vote, such action may be taken without a physical or virtual meeting by written (e-mail) consent, setting forth the action so taken, and signed by all the members entitled to vote thereon.

#### **4. Proxies**

Every member entitled to vote at a Termly Members Meeting, or to express consent or dissent without a meeting, may authorize another person or persons to act for him by proxy.

Every proxy must be signed by the Member. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the discretion of the represented Member, except as otherwise provided by law.

#### **5. Order of Business**

The order of business at all meetings of Members shall be as follows:

Roll-call

Minutes of the preceding meeting

Matters arising

Reports of Officers

New business

Any other business

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### **ARTICLE V –INTERNATIONAL ADVISORY BOARD (IAB)**

#### **1. Management of the Society**

ISNI shall be managed by the International Advisory Board (IAB), which shall consist of not less than four Officers, Honorary Members as shall be determined, one representative for each Supporting Member and at least eight Individual Members of an IAB. Collectively these will be the IAB Members. Each member shall be at least nineteen years of age.

#### **2. Election and Term of IAB Members**

Individual Members shall be proposed as candidates by the IAB and voted for one term of four years by all Members in good standing with ISNI. IAB Members may stand for re-election, after the first term, for one further term of four years. A re-election is possible after at least four years of absence from the IAB.

Supporting Members indicate their representatives in the IAB of ISNI. However, ISNI encourages the principle of rotation; thus, Supporting Members will be invited to replace their representatives in the same terms as Members of the IAB.

IAB Members shall serve for one term of four years and hold office until the expiration of the term for which they were elected, and for one further term, or until his successor has been elected and has qualified, or until his prior resignation or removal.

Elections will be held by email or by appropriate digital means.

### **3. Increase or Decrease in Number of IAB Members**

The number of IAB Members may be increased or decreased by a vote of the Members or by a vote of a majority of all Officers. No decrease in the number of IAB Members shall shorten the term of any incumbent IAB Member.

### **4. Newly-Created IAB Members and Vacancies**

Recruitment of new IAB Members, either for the purpose of increasing the number of IAB Members or for filling vacancies in the IAB occurring for any reason, may be achieved by inviting the next person with most votes after the elected IAB members in the previous round of elections for IAB Members. An IAB Member elected to fill a vacancy caused by the resignation, death or removal of another IAB Member, shall be elected to hold office for the unexpired term of their predecessor.

### **5. Removal of IAB Members**

Any or all of the IAB Members may be removed for cause by vote of the Members or by the action of the IAB. IAB Members may be removed without cause only by vote of the Members.

### **6. Resignation**

An IAB Member may resign at any time by giving written notice to the IAB, the President, or the Secretary/Treasurer of ISNI. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the IAB or such IAB Member, and the acceptance of the resignation shall not be necessary to make it effective.

### **7. Quorum of IAB Members**

Unless otherwise provided in the certificate of incorporation, a majority of the entire IAB present shall constitute a quorum for the transaction of business or of any specified item of business.

### **8. Action of the IAB**

Unless otherwise required by law, the vote of a majority of the IAB Members present at the time of the vote, if a quorum is present at such time, shall be the act of the IAB. In case of a vote by email, the Secretary/Treasurer will wait one week before closing the ballot. Each IAB Member shall have one vote.

### **9. Place and Time of IAB Meetings**

The IAB may hold its meetings at the office of ISNI or such other places as it may determine. The IAB can have virtual meetings, through tele- or video-conferences, or even be consulted and vote by email.

## **10. Regular Termly IAB Meeting**

A regular Termly IAB Meeting shall be held immediately following the Termly Members Meeting at the same location. An annual meeting of the IAB may be held by tele-conference or at a place convenient to the Officers and as many IAB Members as can attend.

## **11. Notice of Meetings of the IAB, Adjournment**

Regular meetings of the IAB may be held without notice at such time and place as it shall from time to time determine. Special meetings of the IAB shall be held upon notice to the IAB Members and may be called by the President upon three days' notice to each IAB Member either personally or by e-mail. Special meetings shall be called by the President or by the Secretary/Treasurer in a like manner on written request of two Officers. Notice of a meeting need not be given to any IAB Member who submits a waiver of notice, either before or after the meeting.

A majority of the IAB Members present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all IAB Members who were absent at the time of the adjournment, and to the attending IAB Members if the time and place of the adjourned meeting are not settled at the Meeting.

## **12. Chairman**

At all meetings of the IAB the President, or in his absence, a Chairman chosen by the IAB, shall preside.

## **13. Executive and other Committees**

The IAB, by resolution adopted by a majority of the entire IAB, may designate an executive committee and other committees from amongst its members, each consisting of three or more IAB Members. Each such committee shall serve at the pleasure of the IAB.

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## **ARTICLE VI - OFFICERS**

### **1. Officers, Election, Term**

The Members may elect or appoint a President, a Vice-President, a Secretary/Treasurer, and such other Officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All Officers shall be elected or appointed to hold office until immediately following the Termly Members Meeting. Each officer shall hold office for the term for which he is elected, renewable for one further term as allowed by the By-Laws, or appointed and until his successor has been elected or appointed and qualified.

### **2. Removal, Resignation**

Any Officer elected or appointed by the IAB may be removed by the IAB with or without cause. In the event of the death, resignation or removal of an Officer, the IAB in its discretion may elect or

appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of President and Secretary/Treasurer.

### **3. President**

The President shall be the chief executive officer of ISNI: they shall preside at all meetings of the Members and of the IAB: they shall have the general management of the affairs of ISNI and shall see that all orders and resolutions of the IAB are carried into effect. The President shall serve for two years and hold office for one term from the final day of the Termly Members Meeting until the final day of the next Termly Members Meeting.

### **4. Vice-President**

During the absence or disability of the President, the Vice-President, or in the absence or disability of the Vice-President, the Past-president, shall have all the powers and functions of the President. Each Vice-President shall perform such other duties as the IAB shall prescribe. The Vice-President shall serve for two years and hold office for one term from the final day of the Termly Members Meeting until the final day of the next Termly Members Meeting. The Vice-President will be the President-Elect.

### **5. Past -President**

Advisory and supportive role to the other Officers and the IAB. The Past-President shall serve for a further two years, if they wish, after the completion of office as President and hold office from the final day of the Termly Members Meeting until the final day of the next Termly Members Meeting.

### **6. Treasurer**

The Treasurer shall have the care and custody of all the funds and securities of ISNI, and shall deposit said funds in the name of ISNI in such bank or trust company as the Officers may elect; he shall, when duly authorized by the Board of Officers, sign and execute all contracts in the name of ISNI, when countersigned by the President; they shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the Board of Officers and shall be countersigned by the President; they shall at all reasonable times exhibit their books and accounts to any Officer or Member of ISNI upon application at the office of ISNI during ordinary ISNI Society made by a committee appointed by the President, and shall present such audit in writing at the Termly Members Meeting, at which time they shall also present a termly report setting forth in full the financial conditions of ISNI. The Treasurer shall normally serve for four years and hold office for two terms.

### **7. Secretary**

The Secretary shall keep the minutes of the IAB and also the minutes of the Members. They shall have the custody of the seal of ISNI and shall affix and attest the same to documents when duly authorized by the IAB. They shall attend to the giving and serving of all notices of ISNI, and shall have charge of such books and papers as the IAB may direct; they shall attend to such

correspondence as maybe assigned to him, and perform all the duties incidental to his office. They shall keep a membership roll containing the names, alphabetically arranged, of all persons who are Members of the Society, showing their places of residence and the time when they became members. The Secretary shall normally serve for four years holding office for two terms. The Secretary and the Treasurer may be the same person.

## **8. Members of IAB**

IAB Members shall advise the Officers and promote the purposes of ISNI within their own areas of expertise. IAB Members will be elected by the General Members for one term of four years, and will be eligible for re-election for one further term of four years.

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## **ARTICLE VII - SEAL**

The seal of the Society shall be as follows:



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## **ARTICLE VIII - CONSTRUCTION**

If there is any conflict between the provisions of the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern.

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## **ARTICLE IX - AMENDMENTS**

The By-Laws may be adopted, amended or repealed by the Members at the time they are entitled to vote in the election of Officers. By-laws may also be adopted, amended or repealed by the IAB Members. Any By-Law adopted, amended or repealed by the IAB may be amended by the Members entitled to vote thereon as hereinbefore provided.

If any By-Law regulation concerning an impending election of IAB Members is adopted, amended or repealed by the IAB, the specific By-Law shall be set forth in the notice of the next Members Meeting for the election of IAB Members, together with a concise statement of the changes made.

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