

Bylaws of the Illinois Society of Electroneurodiagnostic Technologist, Inc.
September 30, 2010

Article 1
Name

The name of this non-profit organization shall be the Illinois Society of Electroneurodiagnostic Technologists, Inc. hereinafter referred to as ISET or the Society.

Article 2
Objectives and Purposes

ISET is dedicated to advancing the science and art of Electroneurodiagnostic Technology (END) by the following objectives.

1. To provide and promote education in END technology.
2. To encourage high standards for END laboratories.
3. To promote the recognition of END technology as a specialized medical field.
4. To promote and encourage cooperation with other END groups and societies as well as medical institutions and vendors in the END community.
5. To maintain the essential functions to perpetuate ISET and its objectives.

Article 3
Non-Profit, Non-Sectarian and Non-Political Statement

Section 1

No outside commercial interest and no political party nor candidate for public office shall be endorsed, supported, directly or indirectly, by this Society, nor shall this Society's name nor the name of any officer in his or her official capacity in this Society be made available for the benefit or detriment of any outside commercial interest, political party or candidate of public office.

Section 2

The activities of Article 2 shall be conducted and the objective achieved without financial profit to officers or members.

Article 4
Members

Section 1 **Conditions of Membership**

Membership in ISET is established for all those who meet any of the following three conditions:

1. Attendance at our Annual Meeting. This includes paid attendees, ISET scholarship recipients and ISET speakers. Membership under this condition begins, continues or resumes whenever an Annual Meeting is attended. Membership ends at the onset of any subsequent Annual Meeting not attended by the member, unless either condition two or three below are met.

2. Payment of dues. Membership under this condition begins, continues or resumes whenever dues are received by the ISET Treasurer. Membership under this condition extends through the next Annual Meeting and ends at the onset of any subsequent Annual Meeting (unless membership is continued by meeting any of the conditions of membership).
3. Membership on Board of Trustees. Board members are extended ISET membership for as long as they remain members of the board.

Section 2 Suspension or Expulsion of Members

Members can be expelled or suspended from the Society by a majority vote of the Board of Trustees. Such members can only be reinstated by a majority vote of the Board of Trustees.

Section 3 Property Rights

No member shall have any right or interest in any of the property or assets, including the name of the Society, the ISET logo, or any earnings of investment income of this Society, nor shall any of such property or assets be distributed to any member on the dissolution or winding up thereof. Furthermore, no part of the net earnings of this Society shall inure to the benefit of any private member or individual.

Section 4 Liability of Members and Employees

No member or employee of this Society shall be liable for any of its debts, liabilities or obligations.

Article 5 Board of Trustees

Section 1

The Board of Trustees, referred to hereafter as the Board, will consist of at least four ISET members. The Board is responsible for the maintenance and well being of The Society. Board members will:

Organize and oversee the Annual Meeting.

1. Hold a Business Meeting as part of the agenda during the Annual Meeting.
2. Report to Members during the Business Meeting on the finances of the Society and major Board activities and initiatives, if any.
3. Maintain ISET finances and record (minutes) of all meetings.
4. Recruit and elect future Board members as needed.

Section 2

1. A quorum of at least 2/3rd of the Board must be available to vote on Board decisions during meetings. If a Board member cannot be present, voting by telephone or computer communication is acceptable. Likewise, decisions between meetings can be made by email, telephone or other available technology deemed appropriate by the Board.
2. All decisions by the Board are subject to majority vote of Board members. In the case of tie votes, the decision is tabled to a later date.

3. All decisions by the Board can be overturned or modified by the membership during the Business Meeting by a simple majority of members present at the time of the vote. In the case of a tie vote, the board decision stands without modification.
4. Responsibility for chairing Board meetings will rotate among Board members.
5. Responsibility for ISET finances will rest with one Board member, designated by the Board as the Treasurer. The Treasurer shall monitor receipts and distribution of funds of the Society. All checks or other expenditures must be signed by the Treasurer and one other Board member. The Treasurer will present reports to the Board and Membership for approval.
6. Responsibility for responding to inquiries from members or communicating with outside parties will rest with one Board member, designated by the Board as the Communications Officer.
7. Responsibility for other Board functions will be assigned by the Board to Board members or other members willing to participate on an as needed basis. These functions include but are not limited to website maintenance, organizing and overseeing the Annual meeting, interacting with other organizations, interacting with vendors and maintaining records.
8. All Board meetings are open to ISET members. ISET members interested in Board meetings need only express an interest to any Board member who should then inform the member of the meetings time and locations once this is determined.

Section 3

Trustees as such shall not receive any compensation for their service as trustee, but The Board may authorize reimbursement of expenses incurred in the performance of their duties.

Article 6 Annual Meeting

An Annual Meeting should be organized by the Board. Each Annual Meeting must include an ISET Business Meeting on the agenda. The Business Meeting must include at a minimum:

1. A report on ISET finances.
2. A report on Board activities and decisions made during the previous year as well as plans and proposals for the future.
3. An opportunity for members to raise issues, make suggestions, overturn Board decisions, comment on topical matters and propose changes in the organization's structure, bylaws or proposals for the future.

Article 7
Indemnification of Officers, Trustees, Employees and Other Agents

Section 1 Definitions

For the purpose of this Article, "agent" means any person who is or was a trustee, officer, employee, or other appointee of the Society or is or was serving at the request of the Society as a Trustee, officer, committee member, appointee, or employee; "proceeding" means any threatened, pending, or completed action, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorneys' fees incurred while establishing a right to indemnification under this article.

Section 2 Indemnification

- a. The Society shall indemnify any person who was or is a party, or is threatened to be made a party to any proceeding (other than an action by or on the right of the Society) by reason of the fact that such person is or was an agent of the Society against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding to the maximum extent permitted by Illinois law, including the advance of expenses.
- b. Exception is made in such cases wherein the indemnified individual is adjudged guilty of willful misfeasance or malfeasance in the performance of duties.
- c. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such indemnified individuals may be entitled.

Article 8
Application of Robert's Rules
of Order, Newly Revised

In respect to meetings, elections, and procedural matters, the Robert's Rules of Order, Newly Revised are hereby adopted and govern in respect to such meetings, elections, and procedural matters.

Article 9
Dissolution

In the event of dissolution or final liquidation of the Society all of its assets remaining after payment of its obligations shall have been made or provided for shall be distributed to a non-profit entity engaged in activities substantially similar to ISET. Distribution of funds shall be designated by the Board of Trustees.