



By-Laws

ARTICLE I

Membership

Section 1. **Members.** There will be five categories of membership: Ordinary Members, Junior Members, Sustaining Associate Members, Honorary Members and Emeritus Members. Only Ordinary Members will have the right to vote.

- **Ordinary Members:** The Ordinary Members will consist of all members of the existing society called The International Society for Cerebral Blood Flow and Metabolism at the date of adoption of these By-laws. Any person who has a past and present record of research in cerebral circulation and metabolism and also a reasonable prospect of continued activity in such research in any part of the world shall be eligible for election as an Ordinary Member.
- **Junior Members:** Individuals may hold Junior Membership for a maximum of 4 years and are not eligible for Junior Membership after age 35. Junior members are not entitled to vote in the elections of the Society. Applicants that have not yet authored or co-authored publications should provide information about their past and current scientific activities. Junior members may apply for bursaries for the biennial symposia.
- **Sustaining Associate Members:** Any organization, society, industry, company or foundation which has an interest in research in cerebral circulation and metabolism, or in subjects associated with the same or in application of such subjects to other disciplines shall be eligible for election as a Sustaining Associate Member.
- **Honorary Members:** Honorary Members may be elected from those who in the opinion of the Corporation have made an exceptional contribution to studies on cerebral circulation or metabolic research or are persons of distinction in science. Honorary Members will be nominated by the Directors and shall be elected by a majority of two thirds of the Ordinary Members at any meeting.
- **Emeritus Members:** Members will be eligible for Emeritus Membership upon retiring from their regular professional duties. Persons interested in becoming a member of the Corporation shall send to the Secretary a special application form provided by the Secretary for that purpose. The application will be passed to the Membership Committee for approval and after approval by the Membership Committee, the Directors shall confirm the membership.

Section 2. **Duration.** Each member shall hold membership as long as he/she remains qualified for membership, except that membership may be sooner terminated by resignation as provided in Section 3 below, by expulsion as provided in Section 4 below, or by non-payment of dues as provided in Section 5 below. All memberships are non-transferable.

Section 3. **Resignations.** Any member may resign by delivering his/her written resignation to the Corporation at its principal office or to the President or Secretary. Such resignation shall be effective after three months from presentation or some time as specified, whichever is later.

Section 4. **Expulsions.** Any member may be expelled by the Board of Directors for any conduct which, in the opinion of the Board, is contrary or opposed to the best interests of the Corporation or its members provided, however, that such action shall not be taken except by the affirmative vote of two-thirds of the number of Directors constituting the full Board of Directors as fixed by the members of the Corporation or by the affirmative vote of two-thirds of the Ordinary Members, not until after such member shall have been given a reasonable opportunity to appear before the Board of Directors in person to answer the charge against him. Expulsion shall be effective upon the taking of the vote and no expelled member may be readmitted into membership nor may an expulsion be revoked except by the affirmative vote of two-thirds of the number of Directors constituting the full Board of Directors as fixed by the members of the corporation.

Section 5. **Dues and Assessments.** The Directors may require dues and/or assessments from members from time to time as they may in their discretion determine. Every member except Honorary and Emeritus Members shall be liable to pay annual dues of such amount as the Ordinary Members at the annual meeting shall from time to time decide for each class of membership. Initial dues shall be paid on admission. Thereafter annual dues shall be due and payable in advance of the 1st of January in each year. Any member except an Honorary or Emeritus Member whose dues are in arrears for two years, despite written notification for payments of such subscriptions from the Treasurer, shall cease to be a member, unless the Directors decide otherwise. A person may be reinstated to membership of the Corporation on the payment of all arrears of subscription.

ARTICLE II

Meetings of Members

Section 1. **Biennial Meeting.** The biennial meeting of members shall be held at the same time of the International Symposium on Cerebral Blood Flow and Metabolism, every second year. Purposes for which a meeting is to be held in addition to those prescribed by law, by the Articles of Organization or by these By-Laws may be specified in writing by the Directors or the Present and filed with the Secretary. In the event that a biennial meeting has not been held on the date fixed herein, a special meeting may be held with all the force and effect of a biennial meeting.

Section 2. **Special Meetings.** Special meetings of members may be called by the President or by the Directors and shall be called by the Secretary, or, in case of the death, absence, incapacity or refusal of the Secretary, by any other officer, upon written or electronic application of three percent (3%) of the Ordinary Members or six (6) Ordinary Members, whichever is greater. Such call shall state the place, date, hour and purposes of the meeting.

Section 3. **Place of Meetings.** All meetings of members shall be held at the principal office of the Corporation or at such other place within, or to the extent permitted by the Articles of Organization, without the Commonwealth of Massachusetts, as may be fixed by the Directors or by the President and stated in the notice of the meeting.

Section 4. **Notice of Meetings.** A written or electronic (email) notice of the place, date and hour of all meetings of the members shall be given by the Secretary or an Assistant Secretary or, in case of the death, absence, incapacity or refusal of the Secretary and of the Assistant Secretary, by any other officer or by a person designated either by the Secretary or by the person or persons calling the meeting, or by the Directors, or by any other person empowered to do so by law, at least two (2) months before the meeting or such greater period as may be prescribed by law to each member entitled to vote thereat and to each member who, by law, by the Articles of Organization or by these By-Laws, is entitled to such notice, by leaving such notice with him or at his/her residence or usual place of business, or by mailing it, postage prepaid, or emailing, and addressed to such member at his/her address or electronic address as it appears in the records of the Corporation. A written or electronic waiver of notice of a meeting executed before or after the meeting by such member or his/her attorney thereunto authorized and filed with the records of the meeting shall be deemed equivalent to such notice. Written or electronic notice of the nature of the business to be transacted shall be given to all members in the manner herebefore mentioned, but notice need be given at least two (2) weeks before the meeting.

Section 5. **Quorum.** Fifty (50) Ordinary Members or twenty percent (20%) of the total Ordinary Members, whichever is smaller, shall constitute a quorum.

If within half an hour from the time appointed for the holding of a meeting a quorum is not present, the meeting if convened on the requisite of Ordinary Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the holding of the same, the members present shall constitute a quorum.

Section 6. **Voting.** Each Ordinary Member entitled to vote shall have one (1) vote on any question.

Section 7. **Proxies.** Members may vote in person or by proxy. Proxies shall be filed with the Secretary of the meeting before being voted. No proxy dated more than six (6) months before the meeting named therein shall be valid and no proxy shall be valid after the final adjournment of such meeting. A proxy with respect to membership held in the name of two or more persons shall be valid if executed by any one of them unless at or prior to exercise of the proxy the Corporation receives a specific written or electronic notice to the contrary from any one of them. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

Section 8. **Action at Meeting.** When a quorum is present at any meeting, the vote or concurrence of a majority of the members present or represented and entitled to vote thereat shall be required to decide any matter or take any action, except to the extent

that a greater proportion is required by law, or the Articles of Organization or these By-Laws.

Any Ordinary Members entitled to be present and vote at a meeting may submit any resolution to any meeting provided that at least four (4) weeks before the day appointed for the meeting such member shall have served upon the Corporation a notice in writing or electronically, signed by the member containing the proposed resolution, and stating the intention to submit the same, provided that no such resolution shall be placed upon the agenda for such meeting unless it is accompanied by a written or electronic request to that effect signed by three percent (3%) of the Ordinary Members or by any eight (8) Ordinary Members of the Corporation, whichever is greater.

At all meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the Ordinary Members present and entitled to vote unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by one Ordinary Member present and entitled to vote, and unless a poll be so demanded a declaration by the President that a resolution has been carried or had been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the Minute Book of the Corporation be conclusive evidence thereof. A resolution may only be put to the vote at meetings if the international representation of the Ordinary Members present is adequate in the opinion of the Directors.

If a poll be demanded in manner aforesaid it shall be taken at such time and place in such manner, as the President shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

At meetings scientific papers may be read and the ordinary business of the Corporation transacted. Ordinary Members shall be entitled to speak at meetings.

Special meetings shall include symposia, conferences, lectures or such other matters as the Directors may so determine. The Directors may limit the scope of the lectures to particular aspects of cerebral circulation and metabolism and may nominate the lecturers.

The Corporation may at the discretion of the Directors hold meetings jointly with other firms, societies, associations or corporations, whether incorporated or not, in order to advance the science of cerebral circulation and metabolism.

Section 9. Action Without Meeting. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on the matter consent to the action in writing or electronically and the written or electronic consents are filed with the records of the meetings of members. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE III

Board of Directors

Section 1. Powers. The affairs and activities of the Corporation shall be managed by a Board of Directors who may exercise all the powers of the Corporation except such as by law, by the Articles of Organization or by the By-Laws of the Corporation are conferred upon or reserved to the members.

Section 2. **Number.** There shall be not less than twelve (12) Directors. The President, Treasurer, Treasurer-elect, Secretary and any other officers appointed by the Directors will serve as Members of the Board of Directors. The President-elect, the immediate Past President, the Editor of the Journal of Cerebral Blood Flow and Metabolism and the Chair of the Program Committee would serve as ex officio members of the Board of Directors. The number of Directors for each corporate year shall be fixed by a vote at the meeting at which they are elected, but the members may at any special meeting held for the purpose during any such year increase or decrease the number of Directors thus fixed and elect new Directors to complete the number so fixed or remove Directors to reduce the number of Directors to the number so fixed. The composition of the Board of Directors shall reflect the international representation of the Ordinary Members of the Corporation as far as possible.

Section 3. **Election.** The Directors shall be elected by a vote of the Ordinary Members performed electronically before the biennial meeting of the members or the special meeting in lieu of said biennial meeting by such members who have the right to vote thereon. At the Biennial General Meeting, commencing 1985, the nearest number to one half shall retire from office and shall not be eligible for re-election.

The Directors to retire shall be those who have been longest in office since their last election, but as between persons who became members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. The term of office for a Director (whether elected by the members or co-opted by a vote of the Directors) shall be 4 years. No Director (whether elected by the members or co-opted) shall be eligible for re-election in the first election at the conclusion of their 4 year term.

The Directors to retire in every other year shall be those who have been longest in office since their last election, but as between persons who became members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

The Directors to retire in every other year after the second year shall not be eligible for re-election.

The Secretary shall invite nominations from the Ordinary Membership not more than six (6) months before the biennial meeting. The nominations must be received by the Secretary within sixty (60) days from the date of the invitation for nominations. Every nomination made by an Ordinary Member must be supported by three (3) Ordinary Members. All Ordinary Members receiving the required number of nominations will be eligible for election into the Board of Directors. No Ordinary Members may be nominated against the express wishes of that member. Each nomination must be accompanied by a statement from the nominee accepting the nomination. If the total number of nominations does not exceed the total number of vacancies, or if the list of candidates does not conform to the international representation of the Ordinary Members of the Corporation, the Board of Directors shall have the power to make further nominations to provide more candidates than the total number of vacancies and as will, by the same nominations, ensure the international representation aforesaid. Elections for the board of Directors can be done electronically through the ISCBFM website. A Ballot form will be sent to each ordinary member by email not later than two (2) months before the biennial meeting and will be put on the ISCBFM "members only" section. Final voting, by each ordinary member, can be made through the ISCBFM website and must be received at the office of the Secretariat not later than twenty-one

(21) days before the biennial meeting. All ballot papers received after that date shall be disregarded. The accidental omission to send any Ordinary Member an **email** ballot or the non-receipt of same by the Corporation shall not make void or invalidate any election. The Board of Directors determines the result of the election and shall report the result to the ensuing **biennial** meeting.

Section 4. **Tenure.** Subject to law, to the Articles of Organization and to the other provisions of these By-Laws, each Director shall hold office for a period of four (4) years until his/her successor is chosen and qualified. Any Director may resign by delivering his/her written resignation to the Corporation at its principal office or to the President or Secretary. Such resignation shall be effective one month after presentation or at some other time specified, whichever is later.

Section 5. **Regular Meetings.** Regular meetings of the Directors may be held without call or notice at such place and at such times as the Directors may from time to time determine. A regular meeting of the Directors following the biennial meeting of the members or the special meeting in lieu of such meeting may be held without call or notice immediately after and at the same place as the meeting of the members.

Section 6. **Special Meetings.** Special meetings of the Directors may be held at any time and at any place when called by the President, or at the written or electronic request of not less than three (3) Directors.

Section 7. **Notice of Meetings.** A written or electronic notice of the place, date, hour and general nature of the business to be transacted at all special meetings of the Directors shall be given by the Secretary or an Assistant Secretary or by the officer or the Director or Directors calling the meeting, to each Director by mail, email or telegram addressed to such Director at his/her usual or last known business or address, or by leaving such notice with him or at his/her usual or last known business or residence address, or at such other address as said Director may from time to time designate in writing or electronically. Notice may also be given by telephone. Notice must be given at least twenty-one (21) days before the meeting. Notice of a meeting need not be given to any Director if a waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto, or at its commencement, the lack of notice to him.

Section 8. **Quorum.** Six (6) Directors shall constitute a quorum for a meeting but a lesser number may by majority vote adjourn the meeting from time to time and the meeting may be held as adjourned without further notice.

Section 9. **Action at Meeting.** When a quorum is present at any meeting, the vote or concurrence of a majority of the number of Directors as fixed by the members shall be required to decide any matter or take any action except to the extent that a greater proportion is required by law, or the Articles of Organization or these By-Laws.

Section 10. **Action without Meeting.** Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing or electronically and the consents are filed with the records of the

meetings of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 11. **Committees.** The Directors may elect from their number an executive committee or other committees and may delegate thereto some or all of their powers except those which by law, the Articles of Organization or these By-Laws they are prohibited from delegating. Except as the Directors may otherwise determine, any such committee may make the rules for the conduct of its business, but, unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these By-Laws for the Directors. The Directors may also establish such other committees having such duties as the Directors may determine. The members of these committees shall be appointed by the Directors and need not be members or Directors of the Corporation. Each such committee shall report to the Directors and shall have no power to bind the Corporation.

Section 12. **Telephonic Meetings.** A quorum of Directors may participate in a meeting by means of a conference telephone call or use of similar communications equipment, provided that all Directors participating in such a meeting can hear each other. Such participation shall constitute presence in person at a meeting. All of the provisions of these By-Laws pertaining to meeting procedure shall apply to such meetings.

ARTICLE IV

Officers

Section 1. **Designation.** The officers shall be a President, a President-elect, a Treasurer, a Treasurer-elect subject to the term of office described in Article IV, Sections 2 and 4, a Secretary and such other officers, including one or more Vice Presidents, Assistant Treasurers and Assistant Secretaries as the Directors may determine.

Section 2. **Election.** The Secretary shall seek suggestions from the Ordinary Membership for the offices of President-elect and Secretary, and of Treasurer and Treasurer-elect when elections for these positions are to be held, in the same mailing that invites nominations from the Ordinary Membership for new Directors (Article III, Section 3). The Nominations Committee shall actively seek suggestions from the Ordinary Membership for candidates for the offices. From the list of suggestions, the Nominations Committee shall select two nominees for the office of President-elect and Treasurer-elect, and up to two nominees for the offices of Secretary and Treasurer. An election for Treasurer-elect shall be held so that this position is occupied during the last two (2) year term of the Treasurer (see Article IV, Section 4), after which term the Treasurer-elect shall assume the position of Treasurer without further election. Elections for Officers can be done electronically through the ISCBFM website. A Ballot form will be sent to each ordinary member by email and will be put on the ISCBFM "members only" section. Final voting, by each ordinary member, can be made through the ISCBFM website. These names shall be included on the ballot mailed or emailed by the Secretary to the Ordinary Members for the election of Directors as specified in Article III,

Section 3. The Board of Directors shall determine the result of the election and report the result to the ensuing biennial meeting.

Section 3. **Qualification.** Officers should be members in good standing. The Secretary shall be a resident of the Commonwealth of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process. So far as is permitted by law, any two or more offices may be held by the same person.

Section 4. **Tenure.** Subject to law, to the Articles of Organization and to the other provisions of these By-Laws, the President, Treasurer, Treasurer-elect, and Secretary shall be elected for terms of two (2) years. The President shall not be eligible to serve consecutive terms as President. After completion of a two (2) year term as Treasurer-elect, he/she shall assume the position of Treasurer without further election. The Treasurer and Secretary shall be eligible for re-election provided that no Director shall serve as Treasurer for more than four (4) years or as Secretary for more than six (6) years, whether consecutive or not. In case of resignation of the Treasurer, however, the Treasurer-elect shall assume the position of Treasurer to complete the remaining portion of the Treasurer's term and as well as a subsequent two (2) year term, and will be eligible for re-election for one additional two (2) year term.

All other officers shall hold office until the first meeting of the Directors following the biennial meeting of the members and thereafter until his/her successor is chosen and qualified unless a shorter term is specified in the vote choosing or appointing him.

Section 5. **General Duties and Powers.** Subject to law, to the Articles of Organization and to these By-Laws, each officer shall have in addition to the duties and powers herein set forth such duties and powers as are commonly incident to his/her office and such duties and powers as the Directors may from time to time designate. Any officer may resign by delivering his/her written resignation to the Corporation at its principal office or to the President or Secretary and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 6. **President and President-elects.** The President shall be the chief executive officer of the Corporation and shall, subject to the direction of the Directors, have general supervision and control of its business. Unless otherwise provided by the Directors, he/she shall preside, when present, at all meetings of members and of the Directors. The President shall have the custody of the Treasurer's bond if such a bond is required by the Directors. Any President-elect shall have such duties and powers as the Directors may from time to time designate.

Section 7. **Treasurer, Treasurer-elect, and Assistant Treasurers.** The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of account. He/she shall have care and custody of all funds, securities and valuable documents of the Corporation except as the Directors may otherwise provide. If required by the Directors, he shall give bond for the faithful performance of his/her duties in such form and with such sureties as the Directors may determine. The Treasurer-elect and any Assistant Treasurer shall have such duties and powers as the Directors may from time to time designate. The Treasurer shall cause true accounts to be kept:

- (a) Of all assets and liabilities of the Corporation;
- (b) Of all sums of money received and expended by the Corporation and the matters in respect of which such receipts and expenditure takes place;
- (c) Of all sales and purchases of goods by the Corporation.

At each meeting the Treasurer shall present an account of the income and expenditure for the past financial year, and a balance sheet shall be made out at the end of the 1st financial year accompanied by the report of the Auditors and report of the Treasurer as to the affairs of the Corporation generally. A copy of such account, balance sheet and reports shall, not less than seven (7) days before the meetings, be served on the Ordinary Members in the same manner in which notices are hereinafter directed to be served. For the purposes of this Article the financial year of the Corporation shall end on the 31st December in each year. The Auditors report shall be read before the meeting. The books and accounts of the Corporation shall be open to inspection by the Ordinary Members at all reasonable times during business hours.

Section 8. Secretary and Assistant Secretaries. The Secretary shall keep the original or attested copies of the Articles of Organization, these By-Laws, records of all meetings of Incorporators, all meetings and consents in lieu of meetings of members and Directors, and the membership records which shall contain the names of all members and the record address and type of membership held by each. Such copies and records shall be kept in this Commonwealth and shall be open at all reasonable times for inspection by the members of the Corporation at the principal office of the Corporation or at an office of the Secretary or of its resident agent. Said copies and records need not be kept in the same office. The Secretary shall also keep records of all meetings and consents in lieu of meetings of the Directors. The Assistant Secretary, if any, shall record the proceedings of any meeting of members and of any meeting of the Directors at which the Secretary is not present, and shall have such additional powers and duties as the Directors may designate. In the absence of the Secretary and the Assistant Secretary, if any, from any meeting of members or from any meeting of the Directors, a Temporary Secretary shall be chosen who shall perform the duties of the Secretary.

ARTICLE V

Removals

Directors, including persons elected by Directors to fill vacancies in the Board, may be removed from office with or without cause by the members. Officers elected or appointed by the Directors may be removed from their respective offices with or without cause by the Directors. Any Director may be removed from office for cause by the Directors. A Director or officer may be removed for cause only after a reasonable notice and opportunity to be heard before the body proposing to remove him. The Directors may terminate the authority of any agent.

ARTICLE VI

Vacancies

If the office of any Director becomes vacant for any reason, a successor or successors may be elected by the members or, except in the case of a vacancy resulting from the enlargement of the Board of Directors, by the Directors. In the case of a vacancy in the office of Director resulting from the enlargement of the Board of Directors, a new Director may be elected by the members only. In the case of a vacancy in any other office for any reason, the Directors may elect or appoint a successor or successors. Each such successor elected by the members or elected or appointed by the Directors, as the case may be, shall hold office for the unexpired term, subject to the provision of ARTICLE V of these By-Laws.

ARTICLE VII

Indemnification of Directors and Officers

Any person threatened with or made a party to any action, suit or other proceeding by reason of the fact that he/she, his/her testator or intestate, is or was a Director, officer, employee or other agent of the Corporation or is or was a Director, officer, employee or other agent of another organization in which the Corporation directly or indirectly owns or owned shares or of which the Corporation is or was a creditor and in which he/she, his/her testator or intestate, served at the request of the Corporation, shall be indemnified by the Corporation against all liabilities and expenses, including counsel fees reasonably incurred by him in connection therewith, except that no indemnification shall be provided for any person with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the Corporation; provided, however, as to matters disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no reimbursement, either for said payment or for any other expenses in connection with the matter so disposed of, shall be provided unless such compromise shall be approved.

(a) by a disinterested majority of the Directors then in office, or

(b) if a majority of the Directors are interested, by a majority of the disinterested Directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Director or officer does not appear not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the corporation, or

(c) by a majority of the members, not counting as a member any member who is an interested person.

The Board of Directors may from time to time authorize the payment by the Corporation of expenses incurred by any such person in defending any such action, suit or other proceeding in advance of the final disposition of such action, suit or other proceeding, upon receipt of an undertaking from such person to repay such payment if he/she shall be adjudicated to be not entitled to indemnification under this ARTICLE VII or if the matter involved shall be disposed of by a compromise payment with respect to which he/she shall not be entitled to indemnification under this ARTICLE VII.

ARTICLE VIII

Powers of Directors and Officers to Contract with the Corporation

No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its Directors or officers are Directors or officers or are financially interested, shall be either void or voidable for this reason alone provided that such common directorship, officership or financial interest, if material, is disclosed or known to each of the Directors voting or concurring on the matter of the approval of such contract or transaction. Common or interested Directors may be counted in determining the presence of a quorum at such meeting, and such common or interested Directors may vote on the matter of the approval of such contract or transaction, provided that any such vote shall require the affirmative vote of a majority of the Directors who have no interest in such contract or transaction, even though the disinterested Directors be less than a quorum.

ARTICLE IX

Seal

The seal of the Corporation shall, subject to alteration by the Directors, consist of a flat-faced circular die with the name of the Corporation, the word "Massachusetts" and the year of its incorporation.

The seal of the Corporation shall not be affixed to any instrument except by the authority of a resolution of the Directors, and in the presence of at least two Members of the Directors and Secretary, who shall sign every instrument to which the seal shall be so affixed in their presence, and in favor of any purchaser or person bona fide dealing with the Corporation such signatures shall be conclusive of the fact that the seal has been properly affixed.

ARTICLE X

Execution of Instruments

Except as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation, shall be signed by the President or the Treasurer.

ARTICLE XI

Fiscal Year

Except as from time to time otherwise determined by the Directors, the fiscal year of the Corporation shall end on the 31st of December in each year.

ARTICLE XII

Amendments

These By-Laws may be altered, amended or repealed at any meeting of the members. If so authorized by the Articles of Organization, the Directors may make, amend or repeal these By-Laws in whole or in part, except that no amendment may be made by the Directors which alters the provisions of these By-Laws with respect to (i) removal of Directors, or (ii) the election of committees by Directors and delegation of powers thereto, or (iii) amendment of these By-Laws, or (iv) the indemnification of Directors, or (v) any provision thereof which by law, the Articles of Organization or these By-Laws requires action by the members. No change in the date of the biennial meeting may be made within sixty (60) days before the opening date of the biennial meeting, and in case of any change in such date, notice thereof shall be given to each member at least twenty (20) days before the new date fixed for such meeting. Not later than the time of giving notice of the meeting of members next following the making, amending or repealing by the Directors of any Bylaw, notice thereof stating the substance of such change shall be given to all members entitled to vote on amending the By-Laws. Any By-Law adopted by the Directors may be amended or repealed by the members.

AMENDMENTS AND ADDITIONS TO THE BY-LAWS

Amendment 1:

Notwithstanding any other provisions of these articles, the Corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC Section 501 (c) (3) or corresponding provisions of any subsequent Federal tax laws.

Amendment 2:

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after payment of necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501 (c) (3) of the Internal Revenue Code of 1986. As formalized by the Constitution and By-Laws Committee and published in the Journal of Cerebral Blood Flow and Metabolism, volume 6, part 1, pages ii-ix (1986).

As approved and amended by the General Meeting of Members in Montreal, June 1987.

As amended by the General Meeting of Members in Bologna, May 1989.

As amended by the postal vote of Members, July 1989.

As amended by the postal vote of Members, June 1992.

As amended by the postal vote of Members, December 1997.

As approved and amended by the General Meeting of Members in Chicago, July, 2009

As proposed at the General Meeting of Members in Vancouver, June 2015.