

Bylaws of the International Youth Neuroscience Association

ARTICLE I

DEFINITION

1.01 Name

The name of this corporation shall be International Youth Neuroscience Association. The business of the corporation may be conducted as IYNA or International Youth Neuroscience Association.

1.02 Structure

The IYNA shall consist of Individual Members, defined by Article II, and Chapters, which may be organized into chapter networks as per Article III.

1.03 Fiscal Year

The fiscal year of the IYNA shall be January 1st to December 31st of the following year.

ARTICLE II

MEMBERSHIP

2.01 Definition

All persons, regardless of race, biological sex, gender identification or expression, sexual orientation, national origin, religion, physical or mental disability, or political beliefs shall be eligible to be individual members of the IYNA. Different opportunities may be available to members based on their age. Applications for IYNA membership will be accepted or rejected by the International Board of Directors or any officer whom they shall choose to represent them in this matter.

2.02 Member Rights

Individual members shall not have a vote in electing directors to the International Board of Directors. The International Board of Directors shall determine all further member rights.

2.03 Dues and Fees

The IYNA shall not mandate dues or fees for membership in the IYNA or for participation in any of the organization's global projects. No national chapter or IYNA subsidiary may require fees for membership.

2.04 Compensation

IYNA staff shall perform exclusively volunteer work; no monetary compensation shall be granted for any services provided.

ARTICLE III

Chapters and Chapter Networks

3.01 Composition

The IYNA Global Chapter Network shall consist of 4 levels:

- a. IYNA Chapters are groups of IYNA members centered around a community, such as a school or college.
- b. IYNA Local Chapter Networks (LCNs) are groups of IYNA Chapters centered around a geographical region, such as a city, working together to collaboratively increase opportunities available for their members.
- c. IYNA National Chapter Networks (NCNs) are committees of the IYNA appointed to oversee the affairs of the IYNA (usually individual members, chapters, and LCNs) in a given country or territory.
- d. The IYNA Chapters Department shall oversee the entirety of the IYNA Global Chapter Network. All NCNs will report to the IYNA Chapters Department.

3.02 Liability

All IYNA Chapters and LCNs are separate legal entities from the IYNA. The IYNA shall not have any liability for any IYNA Chapters or LCNs.

ARTICLE IV

International Board of Directors

4.01 Number of Directors

The IYNA shall have an International Board of Directors consisting of at least 5 and no more than 15 directors. The Board may elect to decrease or increase the amount of directors on the board at any time, as long as that amount stays between 5 and 15.

4.02 Powers and Responsibilities

The IYNA International Board of Directors shall serve as the governing body of the IYNA. The IYNA International Board of Directors may conduct business as the IYNA Board of Directors, the IYNA International Board of Directors, the Board of Directors, or the Board. The International Board of Directors shall possess any and all powers necessary to advance the mission and purpose of the IYNA.

4.03 Terms

Directors shall serve terms of 1 calendar year in maximum length, with no limit on the maximum number of terms. At the conclusion of a director's term, the rest of the board will vote whether to grant them another term or remove them from the board. If granted another term, the 1 month nonvoting internship required in section 4.04 will be skipped.

4.04 Qualifications and Selection of Directors

In order to serve as a director on the International Board of Directors, an individual must be approved by a vote among the entire standing International Board of Directors and consequently serve a non-voting internship period with minimum length of one month. At the conclusion of the internship period, the Board of Directors will vote to either instate the candidate as a voting director, extend the internship period, or dismiss the candidate from consideration. The internship requirement is not applicable to individuals on the Board in an ex officio capacity. The internship requirement may be bypassed with unanimous agreement of the IYNA Board of Directors. New directors may be nominated by the Board Governance Committee or any director on the Board of Directors.

4.06 Removal of Directors

A director may be removed with a majority vote from the entire standing board of directors currently in office, excluding themselves, following a hearing. The hearing may be bypassed with a supermajority ($\frac{2}{3}$) vote of the board.

4.07 Manner of Acting.

(a) A majority of the voting directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) Directors may participate in a meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, such as in person, via internet video meeting, or by telephonic conference call.

(c) The act of the majority of the directors shall be the act of the board. Directors may submit votes either through a meeting, or online on a voting document.

(d) All votes taking place outside of a meeting must be recorded on an official voting document.

(e) A vote must be kept open for 36 hours, or until all voting board members vote, before any motion can be taken.

(f) Any director who does not respond to a vote within a 36 hour period following proposal of the motion shall be stated to abstain and relinquish all right to vote on the motion.

(g) On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the board chair shall act as the tie-breaker.

4.08 Officers of the International Board of Directors

The International Board of Directors shall elect officers at the start of each fiscal year. The terms of these officers shall last from election until the beginning of the next fiscal year.

(a) Any director not serving in an ex officio capacity may place themselves under consideration for any one officer role.

(b) In the event that no director decides to run for a certain role, the board shall appoint any director or member as an interim officer and postpone the election for a

set period of time.

(c) Board officers shall be determined through rank-choice board vote, in which all board members will be required to rank all eligible candidates or abstain completely. All votes shall be submitted confidentially to and scored by the CEO. If the board votes to do so, they may audit the voting results.

(d) One chair shall be elected. The board chair shall lead the board of directors in performing its duties and responsibilities. They will preside over meetings of the Board, serve ex officio as a nonvoting member of all board committees, and review with the CEO any issues of concern to the Board.

(e) The second-place candidate for the position of board chair shall be the board vice chair. In the absence or disability of the board chair, the vice-chair shall perform the duties of the board chair, subject to all the restrictions upon the board chair. The vice chair shall chair the Board Governance Committee.

(f) One secretary shall be elected or appointed by the International Board of Directors. The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of the board, and ensure that it is accessible to all directors. The secretary shall take minutes during all meetings of the board. If the secretary is not present at a meeting, another director shall take minutes. The secretary shall give advance notice of all meetings of the IYNA International Board of Directors.

(d) One treasurer shall be elected or appointed by the International Board of Directors. The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results.

4.09 Committees of the International Board of Directors

The International Board of Directors shall appoint directors to committees. In addition to the standing committees listed in the bylaws, the Board of Directors may choose to create or disband temporary committees. Standing committees as detailed below may be created or disbanded only through amendment of the bylaws. All committees shall prepare a report for each regularly scheduled Board of Directors meeting.

(a) The Governance Committee shall evaluate the performance of the Board of Directors, nominate new directors for consideration of addition to the board, monitor and track involvement and performance of individual directors, and orient new directors. The Governance Committee shall consist of between 2 and 5 directors.

ARTICLE V

EXECUTIVES AND DEPARTMENTS

5.01 CEO

The CEO shall be appointed by the Board of Directors. The primary duty of the CEO is day to day management of the IYNA, which includes any powers and responsibilities that the Board of Directors shall choose to assign. The Board of Directors may delegate any or all of its powers to the CEO. The CEO shall serve on the Board of Directors in an ex officio capacity. The CEO will be chosen, evaluated, monitored, and, if necessary, fired and replaced by the Board of Directors. The CEO will be responsible for selection, evaluation, management, and termination of all IYNA Staff. The CEO may delegate their responsibilities to any degree to subordinate staff. In the event that the CEO is unable to fulfill their duties, the CEO or the board shall nominate an interim CEO.

5.02 Removal of CEO

The CEO may be fired by a majority vote from the entire standing board of directors currently in office, excluding themselves, following a hearing. The CEO must abstain from any votes about themselves. The hearing may be bypassed with a supermajority ($\frac{2}{3}$) vote of the board.

5.03 Departments

Staff of the IYNA shall be organized under departments. Addition, organization, staffing, and disbandment of departments will fall under the responsibilities of the CEO.

ARTICLE VI
AMENDMENT OF BYLAWS

6.01 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or reinstated by a vote of the International Board of Directors, provided that all amendments are consistent with the Articles of Incorporation.

6.02 Bylaw Revision

These bylaws shall be, at a minimum, reviewed annually by the International Board of Directors.

ARTICLE VII

AMENDMENT OF ARTICLES OF INCORPORATION

7.01 Amendment

Any amendment to the Articles of Incorporation must be adopted by approval of two-thirds (2/3) of the International Board of Directors.