

INTERNATIONAL
NEURAL
NETWORK
SOCIETY

International Neural Network Society (INNS) Bylaws Information Session

October 12, 2022



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Introduction

Our journey...



Introduction

- INNS was founded in 1987
- In 1991, bylaws was modified, approved, and enacted
- In 2019, a number of Office Pro Tempore were needed to handle increased responsibilities
- Due to COVID situation, online meetings were also adopted





Motivations

- It has been more than 30 years since our last revision
- Electronic communication is now ubiquitous
- Online meetings are pervasive
- Require more officers to provide better services to the members
- Commissioned by Robert Kozma (President, 2017-18) and spearheaded by Irwin King (President, 2019-2020) and approved by the Board of Governors





Features and Notes

- Effectiveness and efficiency
 - Changes on how we nominate and vote online
 - Additional officers to provide more services
 - Changes to voting rights for officers
 - Changes to requirements of officers
- Readability
- Formatting and stylistic consistency
- Text in blue is added and text in red is deleted



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Bylaws Revisions

Proposed changes...



V.ii Composition of Board of Governors

4. beginning January 2006, the Vice-President for Conferences of the Corporation and the Vice-President for Membership of the Corporation, both appointed by the President and confirmed by simple majority vote of the Board.

4. beginning January 2006, the Vice-President for Conferences **and Technical Activities** of the Corporation and the Vice-President for Membership of the Corporation, both appointed by the President and confirmed by simple majority vote of the Board.





V.ii Composition of Board of Governors

Addition of item #5 to include three newly appointed Vice-Presidents.

5. Beginning January 2023, the Vice-President for Education, Vice-President for Public Relations, and Vice-President of Industry Relations of the Corporation, all appointed by the President and confirmed by simple majority vote of the Board.





V.ii Composition of Board of Governors

These Vice-Presidents will be chosen from current or previous Board members or officers. They will have voting power. On January 1, 2008, the office of Past-President will no longer exist.

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V.iii Qualifications

No person shall be eligible to serve as Governor, President, Past-President, President-Elect, Vice-President for Membership, Vice-President for Conferences of the Corporation, unless such person is a member in good standing of the Corporation prior to his or her election and continues to be a member in good standing during his or her term of office.

No person shall be eligible to serve as Governor, President, Past-President, President-Elect, Vice-President for Membership, Vice-President for Conferences **and Technical Activities, Vice-President for Education, Vice-President for Public Relations, or Vice-President for Industry Relations** of the Corporation, unless such person is a member in good standing of the Corporation prior to his or her election and continues to be a member in good standing during his or her term of office.





V.iii Qualifications

The officers of the Corporation shall be a President, a President-Elect, a Secretary, a Vice-President for Conferences, a Vice-President for Membership, and a Treasurer.

The officers of the Corporation shall be a President, a President-Elect, a Secretary, a Vice-President for Conferences **and Technical Activities**, a Vice-President for Membership, **a Vice-President of Education, a Vice-President of Public Relations, a Vice-President of Industry Relations**, and a Treasurer.





VIII.iv Secretary

The Secretary shall keep the minute book of the Corporation. The Secretary shall sign in the name of the Corporation such documents required to be signed by the Secretary. The Secretary shall take office upon election.

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VIII.v Treasurer

The Treasurer shall prepare or cause to be prepared annually, or more often as directed by the Board of Governors or President, financial statements of the Corporation. The Treasurer shall take office upon election.

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VIII.vii Vice-President for Conferences and Technical Activities

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VIII.vii Vice-President for Conferences and Technical Activities

The Vice-President for Conferences makes sure that the Board of Governors is informed periodically on the status of future INNS planned conferences. The Vice President for Conferences shall also initiate and coordinate other conference planning activities, including soliciting help from the Governors on conference activities, presenting potential candidates for conference leadership positions to the Executive Committee and Board of Governors, working with the meeting planner to obtain bids for conference venues, soliciting proposals for conference locations, developing strategies for using conferences to meet the needs of the society, and assisting in ensuring that all INNS conferences are successful. The Vice President for Conferences shall be nominated by the President and appointed by simple majority vote of the Board of Governors, provided that the Vice-President for Conferences must meet the qualifications for a Governor set forth in Article V and must be a current or previous member of the Board of Governors or a current or previous officer of the Corporation.

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VIII.viii Vice-President for Membership

The Vice-President for Membership shall be responsible for initiating and coordinating all activities devoted to attracting and retaining members. This includes a close working relationship with Special Interest Groups, and other activities that enhance member value. The Vice-President of Membership shall be nominated by the President and appointed by simple majority vote of the Board of Governors, provided that the Vice-President for Membership must meet the qualifications for a Governor set forth in Article V and must be a current or previous member of the Board of Governors or a current or previous officer of the Corporation.

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VIII.ix Vice-President for Education

The Vice-President for Education shall be responsible for initiating and coordinating all activities devoted to education. This includes the INNS Doctoral Dissertation Award, Doctoral Consortium, Mentoring Programme, Research Seminars for PhD students and Strengthen the support for young researchers. The Vice-President of Education shall be nominated by the President and appointed by simple majority vote of the Board of Governors, provided that the Vice-President for Education must meet the qualifications for a Governor set forth in Article V and must be a current member of the Board of Governors.





VIII.x Vice-President for Public Relations

The Vice-President for Public Relations shall be responsible for initiating and coordinating all activities devoted to promoting the society publicly. This includes liaising with the BoG and INNS members regarding the quarterly newsletter, and promoting the society internationally through various mailing lists and online events. An emphasis is also on promoting our conferences, IEEE IJCNN and the workshops and webinars organised by INNS. The Vice-President of Public Relations shall be nominated by the President and appointed by simple majority vote of the Board of Governors, provided that the Vice-President for Education must meet the qualifications for a Governor set forth in Article V and must be a current member of the Board of Governors.





VIII.xi Vice-President for Industry Relations

The Vice-President for Industry Relations shall be responsible for initiating and coordinating all activities devoted to interactions between INNS and the industry. This includes organizing panels, workshops, and special sessions dedicated to industrial applications and trends; forming a small industrial advisory group to align the above efforts with ongoing developments in the industry; and providing INNS members with an opportunity to engage with the industry. The Vice-President of Industry Relations shall be nominated by the President and appointed by simple majority vote of the Board of Governors, provided that the Vice-President for Education must meet the qualifications for a Governor set forth in Article V and must be a current member of the Board of Governors.





XI AMENDMENT OF THE BYLAWS

The Board of Governors may adopt, amend, or repeal Bylaws unless such action would materially and adversely affect the members' voting rights. Without the approval of the members, the Board of Governors may not adopt, amend, or repeal any Bylaws that would increase or extend the terms of the Board of Governors, allow the Board of Governors to fill a vacancy occurring by reason of the removal of a member of the Board of Governors, or increase the quorum for members meetings.



These Bylaws may be amended by an affirmative vote of one-third of the Membership in good standing present at a duly held annual or special meeting. The Bylaws may also be amended by the affirmative vote of the majority of the Board, provided that such action would not materially or adversely affect the members' voting rights. Without the approval of the members, the Board ~~of Governors~~ may not adopt, amend, or repeal any Bylaws that would increase or extend the terms of the Board ~~of Governors~~, allow the Board to fill a vacancy occurring by reason of the removal of a member of the Board, or increase the quorum for members meetings.



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To the full extent permitted by any applicable law, any person who is or was a director, officer, employee or agent of the Corporation shall be indemnified by the Corporation against any ...

XII INDEMNIFICATION AND **INSURANCE**

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Insurance. The Board may adopt a resolution authorizing the purchase and maintenance of D&O insurance, general liability insurance, or any other policy of insurance the Board determines may be necessary; provided, however, that the Corporation shall not have the power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Corporations Code.

Notwithstanding and in addition to this Paragraph, the Corporation does not indemnify anyone beyond the conditions and limitations of its insurance policy(ies).





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Notwithstanding and in addition to this Paragraph, the Corporation does not indemnify anyone beyond the conditions and limitations of its insurance policy(ies).





XII INDEMNIFICATION

~~The Corporation may, to the full extent permitted by applicable law, purchase and maintain insurance on behalf of any person who is or was a member of this Corporation against any liability asserted against a person in any such capacity. If any provision of this section for any reason were determined to be invalid, the remaining provision herewith shall not be effected thereby, but shall remain in full force and effect.~~

If any provision of these Bylaws for any reason were determined to be invalid, the remaining provisions herewith shall not be effected thereby, but shall remain in full force and effect.





XII INDEMNIFICATION

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of INNS, a California nonprofit corporation, and the above Bylaws, consisting of 16 pages, are the Amended and Restated Bylaws of the Corporation as adopted by the Board vote and finally approved at a meeting of the Board held on .


Date:

, Secretary



2.1

For Discussion and Approval



V.vi Nomination Procedures (to be discussed and approved by BoG)

Subject to any contrary provisions in these By-laws each year the Board of Governors shall appoint a Nominating Committee, which shall be composed of no fewer than three members of the Board of Governors whose terms do not expire in the year for which the election is held. The Board of Governors, in its discretion, may appoint to the Nominating Committee up to two members of the Corporation who are not also members of the Board of Governors. The Nominating Committees shall nominate a number of candidates for Governor-at- Large, equal to at least **twice** the number of governors-at-large to be elected.

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Motivations

- Each year we typically have about 7-8 Board members to be vacant so we need at least 14-16 nominees
- Difficult to gauge how many more candidates are still needed near the end of the nomination period
- Half of the nominees will eventually fail the voting
- Difficult to get more nominees, even after much promotion and with self-nomination



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Way Forward



Schedule

- October 2022, Bylaws information session
- October 2022, Public comments and discussions
- November 2022, Sign consent form
- November-December 2022, Vote to approve the proposed bylaws
- January 1, 2023, The new bylaws will come into effect





Resources

- The 1991 bylaws
- The proposed bylaws
- The bylaws information session in pdf
- The consent form
- Resource folder
 - <https://drive.google.com/drive/folders/1mzPJSlayqJK1LSSid5NIGe6XSHJ4tfmU?usp=sharing>



CONSENT TO USE OF ELECTRONIC TRANSMISSIONS

In accordance with Corporations Code §§20 and 5079 and the bylaws of the International Neural Network Society, a California Nonprofit Corporation (the “corporation”), the undersigned hereby agrees to the following:

1. The corporation may send meeting notices, annual reports, written ballots, and all other materials (“records”) to me by electronic transmission at the e-mail address or facsimile number listed below.
2. The corporation may rely on communications sent by me to the corporation by electronic transmission from the e-mail address or facsimile number listed below for any purposes, including action by written consent and written ballots. I hereby certify that the corporation may reasonably conclude that I am the author of communications so sent.
3. The corporation may conduct a meeting of the members by electronic transmission.
4. I understand that I have the right to have all records provided or made available on paper or in nonelectronic form, but only if requested by me in writing. I also have the right to request that a meeting of the members be held at a physical location. Requested records shall be provided within a reasonable period of time.

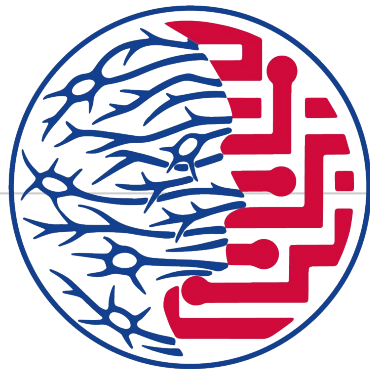
Electronic transmissions may be sent and received as follows:

By e-mail: _____ (insert email address)

This consent shall remain in full force and effect until I revoke it in writing and so notify the corporation.

Date: _____

Name: _____



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Q & A

