

BYLAWS
OF THE
AMERICAN HEADACHE SOCIETY

ARTICLE I
NAME

The name of this organization is the American Headache Society, designated hereafter in this document as “AHS” or the “Corporation.” AHS was incorporated in the State of Missouri on June 14, 1962 as the American Association for the Study of Headache. It is a voluntary, not-for-profit, section 501(c)(3) tax-exempt professional organization.

ARTICLE II
PURPOSES

Section 1. Purposes. The purposes for which the Corporation is formed are as set forth in the Articles of Incorporation.

Section 2. Core Goal. The core goal of AHS is to improve the lives of people impacted by migraine and other headache disorders.

Section 3. Specific Objectives. The objectives of AHS are to:

- a) Develop effective methods to reach and train primary care physicians as well as specialists interested in the field of headache.
- b) Raise the awareness and support of headache diagnosis and treatment among people with headache, their families, Managed Care Organizations, etc.
- c) Achieve increased support for research in headache from medical schools, the National Institutes of Health, industry, clinical departments and private sources.
- d) Develop relationships with key governmental, business and health care agencies and officials to communicate the economic, political, and human importance of headache.

To meet these objectives AHS will develop and provide scientific meetings, educational courses, a journal, and other methods contributing to the increased knowledge of headache and related painful conditions; enhancing the educational experience through innovation.

ARTICLE III
MEMBERSHIP

Section 1. Classes and Qualifications. The Board of Directors shall determine and set forth in these bylaws and/or in separate documents the membership admission procedures, qualifications, dues, terms and other conditions and privileges of each class of member. In no instance shall gender, race, color, creed, sexual orientation, or national background be a source

of discrimination in decisions for membership, appointment or office in AHS. Unless otherwise stated in other documents, there shall be the following general classes of members:

a. Active Members. Active members shall have earned an M.D. or D.O. degree (or its equivalent as defined by the American Medical Association) or a degree in Dentistry (D.M.D. or D.D.S.) or a doctorate in pharmacy (PharmD) or a Ph.D. in a health-related field such as biochemistry, pharmacology or psychology. Under special circumstances the membership committee may recommend individuals with other academic credentials for consideration by the Board of Directors. If practicing, active members shall possess a current license to practice their profession. Candidates may apply for Active membership to the Membership Committee by presenting credentials and, when applicable, evidence of a currently valid license to practice. Active members will be elected by the Membership Committee subject to approval of the Board. They are subject to annual reappointment provided they remain in good professional standing and have paid their dues in accordance with the Rules and Regulations of AHS. If there is a dispute regarding discharge of a member or failure to be reappointed the Board of Directors will ensure that the member is provided with the minimum due process required by applicable state law. Active members may vote and have the “privilege of the floor” at all member meetings of AHS at which matters are presented to the members for a vote and as members of its Committees. Active members may hold office and serve on Committees as designated by the President. Dues and other fees of AHS shall be set forth in the Rules and Regulations. Dues and other fees may be waived due to illness or hardship, by the Board.

b. Emeritus Members. Emeritus Members shall previously have been Active members. They may apply for Emeritus membership status by submitting a written application to the Membership Committee explaining the reason for the application, namely full retirement from practice. The Membership Committee will vote on each application subject to approval by the Board of Directors. The Emeritus members will have all of the privileges of an active member. Reduced dues and other fees shall be set forth in the Rules and Regulations.

c. Honorary Members. Honorary Members shall be any persons, whether in the medical profession or not, who have made a major contribution to AHS, to the improvement of care of headache patients or to the knowledge about the nature and management of headache and related painful conditions. Honorary members are elected by unanimous vote of the Board of Directors. Honorary members may not vote at annual meetings nor hold office, but they may have the “privilege of the floor” at all meetings and serve on committees with or without vote as designated by the committee chairman. Dues or other fees shall be set forth in the Rules and Regulations or other pronouncement of the Board.

d. Regent Members. Regent Members shall be Active Members or Emeritus Members of AHS who have made major contributions to AHS or the field of headache. Regent Members shall be recommended by the Achievement Recognition Committee and elected

by unanimous vote of the Board of Directors. Dues and other fees are the same as for active or Emeritus members as determined by the Board.

e. Associate Members. Associate Members shall be nurse practitioners, registered nurses, pharmacists, social workers, master level psychologists, physical therapists and physicians assistants. Associate membership includes all the benefits of Active membership except voting privileges and election to the Board of Directors. Associate members shall possess a current license appropriate to their field in the state in which they are employed. Candidates may apply for Associate membership by application to the Membership Committee. They will be elected by the Membership Committee and approved by the Board of Directors. Their dues and other fees shall be set forth in the Rules and Regulations or other pronouncement of the Board.

f. Trainee Members. Trainee Members shall be health professionals currently enrolled full time in graduate or postgraduate training in the fields of medicine, dentistry, psychology, or other bioscience, in a program accepted by the Board of Directors. Medical students may be assigned Trainee status. Trainee members will be elected by the Membership Committee and approved by the Board of Directors. The Trainee Members will have all the privileges of Active membership except voting privileges or election to the Board of Directors. The Trainee Members will be entitled to reduced dues and other fees as set forth in the Rules and Regulations or other pronouncement of the Board. At every anniversary the Trainee Member will be required to offer evidence of continued training.

g. Fellow of AHS - Fellow of the AHS (F.A.H.S.) is a position of honor and recognition and reflects acknowledgement by peers of high professional and scholarly achievement, integrity, outstanding professional maturity, and superior competence. A member shall be nominated and approved as a Fellow of AHS under procedures as outlines in the AHS Rules and Regulations.

Section 2. Voting Rights. Only Active Members and Emeritus Members in good standing shall have the right to vote at annual and special meetings of the members.

Section 3. Membership Meetings.

a. Annual Meeting. There shall be an annual meeting of the members upon such date, time and place as the Board shall determine. Notice of the agenda for the annual meeting and a summary of any items to be voted on by the voting members shall be published in the Journal "Headache" or shall otherwise be made available to members at least thirty (30) days prior to the meeting.

b. Special Meeting. Special meetings of the voting members may be called by the Board of Directors; the President; or by at least 5% of the voting members signing a petition to the President requesting a special meeting and stating the purpose or purposes for the meeting. Voting members shall receive not less than thirty (30) days prior written notice

of special meetings. Notice shall be given in the manner specified in Section 2 of Article VII of these bylaws, and the notice shall state the purposes of and agenda for the special meeting.

c. Waiver of Notice. Any voting member may waive notice of an annual or special meeting, either before or after the meeting, if such waiver is in writing, signed by the member and delivered to an officer. Attendance of a member at a meeting without objection to lack of or defective notice shall also constitute a waiver of notice.

Section 4. Quorum and Voting. Each voting member in good standing shall have one vote at any meeting of the members. Cumulative voting is not allowed. Voting by proxy (with the Secretary being designated as the only authorized proxy) shall be allowed at any AHS meeting. A quorum shall consist of ten percent (10%) percent of the voting members present in person or by proxy. Unless otherwise indicated in these bylaws, a majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

Section 5. Removal. Any member may be removed from membership under such grounds and procedures as may be set forth in the AHS Rules and Regulations or in procedures of the AHS Ethics Committee.

Section 6. Dues and Other Assessments. Members are required to pay dues, fees, and special assessments in accordance with the AHS Rules and Regulations or other pronouncements of the Board. Failure to make such payments will be a cause for discontinuation of membership. Changes in membership dues or the levying of special assessments shall be determined by the Board of Directors.

Section 7. Voting By Written Ballot. Any action which may be taken at any annual or special meeting of the members (including the election of officers and directors) may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. Voting by written ballot shall be permitted to the fullest extent allowed by section 355.266 of the Missouri Nonprofit Corporation Act, which is summarized below.

- a. The ballot shall set forth each proposed action and shall provide an opportunity to vote either for or against each proposed action.
- b. The number of ballots received by AHS must equal or exceed the quorum that would have been required had there been a meeting (i.e., AHS must receive a valid ballot from ten percent (10%) or more of its voting members.)
- c. Unless otherwise indicated in these bylaws, a majority of the affirmative votes cast by ballot shall constitute the action of the members with respect to each matter on the ballot.
- d. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirement, state the percentage of

approvals necessary to approve each matter, and specify the time by which a ballot must be received by the corporation in order to be counted.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws. Responsibilities of the Board include, but are not limited to, the following:

- a) to set the policies of AHS.
- b) to guide and evaluate the Executive Director and other Appointees of the Board as they implement the policies.
- c) to review and approve or disapprove, reports and recommendations submitted by Officers, Committees and Appointees of the Board and to take proper steps to implement recommendations.
- d) to plan and develop the future course and activities of AHS including the time, place and nature of its Annual Meeting and other meetings or symposia.
- e) to set dues, assessments, and fees.
- f) to conduct hearings and other inquiries as required by due process in responding to grievances of members.
- g) to hire consultants and legal counsel as necessary.
- h) to conduct the affairs of AHS between Annual Meetings.
- i) to perform such other duties as may be required to benefit or protect AHS.

Section 2. Number and Qualifications. The Board of Directors shall consist of the following: the President, the President-elect, the Secretary, the Treasurer, the Immediate Past President, eight (8) members-at-large, the Executive Director (without vote), the Editor of the Journal (without vote), , the Chair of the Special Interest Sections (without vote), the Chair of the Funding Committee (without vote), and the Chair of the American Migraine Foundation (AMF). The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director.

Section 3. Election and Term of Office.

- a. The Nominating Committee shall solicit nominations for the eight member-at-large positions from the AHS voting members. Each AHS voting member may nominate no more than one person for each open board position. No person may nominate himself or herself, but any AHS voting member may indicate to the Nominating Committee his or her willingness to serve in a particular position if nominated.
- b. Upon reviewing the nominations it has received and adding any other nominations of its own, the Nominating Committee will, by majority vote of a quorum, select not less

than eight names and submit that slate of nominees to the Board of Directors for the eight member-at-large positions on the Board. The Nominating Committee shall also forward to the Board a list of all other nominees the Nominating Committee received.

c. The Board of Directors shall review the nominees proposed by the Nominating Committee and shall, by majority vote of a quorum, select a slate of not less than eight nominees, using some or all of the Nominating Committee's proposed slate, and if desired, adding one or more of the other nominees who were not selected by the Nominating Committee. AHS voting members may not nominate any additional candidates from the floor of any meeting, nor may AHS voting members submit additional write-in candidates by any means.

d. If there is only one nominee for each at-large position, the voting members shall vote (or abstain from voting) for each such nominee, and a nominee shall be approved if he/she receives the affirmative vote of a majority of a quorum of voting members present. If a single nominee for an at-large position is not approved by a majority vote of the voting members present, the Board of Directors may fill that position by majority vote of the Board or the Board may allow the current at-large director to remain in that position for another term. If there are more than eight nominees for the eight at-large positions, the eight nominees receiving the highest number of total affirmative member votes from the voting members present in person or by proxy shall be deemed elected.

e. Directors elected to the Board of Directors shall serve for a term of two years or until their respective successors are elected, subject to a limitation of three consecutive terms. After a 2-year period, they can again be nominated and serve on the Board of Directors for the same three consecutive terms.

Section 4. Resignation. Any director may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation.

Section 5. Removal. At any regular or special meeting of the AHS voting members called expressly for that purpose, any director may be removed from such office, with or without cause, by a two-thirds vote of the AHS voting members present in person or by proxy.

Section 6. Vacancies. Vacancies shall be filled by majority vote of the remaining voting directors on the Board of Directors for the unexpired term.

Section 7. Regular Meetings. A regular annual meeting of the Board of Directors of the Corporation shall be held each year, at such time, day and place as shall be designated by the Board of Directors. .

Section 8. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the President or by at least 20% of the voting directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 9. Notice. Notice of the time, day and place of any meeting of the Board of Directors shall be given to voting directors at least two (2) days previous to the meeting and in the manner set forth in Section 2 of Article VII. The purpose for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 10. Quorum. A majority of the voting directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the voting directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each voting director shall have one vote. Voting by proxy shall not be permitted.

Section 12. Unanimous Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is signed by all of the voting directors.

Section 13. Telephone Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 14. Conflicts of Interest.

(a) Board members must comply with the conflict of interest guidelines of AHS as promulgated by the ethics committee. In the event any director has a conflict of interest which might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate nonconfidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include, but shall not be limited to, any business or financial transaction by or with the Corporation in which a director has a direct or indirect personal interest, any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation, or any transaction defined to be a conflict of interest by any separate AHS Conflict of Interest policy.

(b) No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any director who believes he or she may have such a conflict-of-interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict-of-interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict-of-interest and the recusal of the interested director.

ARTICLE V OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of a President, a President-Elect, a Secretary, a Treasurer and an Immediate Past-President. The Corporation may have such other assistant officers as the Board of Directors may deem necessary, and such officers shall have the authority prescribed by the Board. One person may hold more than one office, other than the offices of President and Secretary.

Section 2. Election of Officers.

a. The Nominating Committee shall solicit nominations for President-Elect, Secretary and Treasurer from the AHS voting members. Each AHS voting member may nominate no more than one person for each open officer position. No person may nominate himself or herself, but any member may indicate to the Nominating Committee his or her willingness to serve in a particular position if nominated.

b. Upon reviewing the nominations, it has received and adding any other nominations of its own, the Nominating Committee will, by majority vote of a quorum, select one person for each officer position and submit that slate of nominees to the Board of Directors. The Nominating Committee shall also forward to the Board a list of all other officer nominees the Nominating Committee received.

c. The Board of Directors shall review the nominees proposed by the Nominating Committee and shall, by majority vote of a quorum, select a slate consisting of one nominee for each officer position, using some or all of the Nominating Committee's proposed slate, and if desired, adding one or more of the other officer nominees who were not selected by the Nominating Committee. AHS voting members may not nominate any additional candidates from the floor of any meeting, nor may AHS voting members submit additional write-in candidates by any means.

d. In the notice to AHS voting members of the meeting at which officers are elected, the Board shall include its final slate of candidates for ratification by the voting members. If a nominee for an officer position is not approved by a majority vote of the AHS voting members present in person or by proxy, the Board of Directors may fill that position by

majority vote of the Board or the Board may allow the current officer to remain in that position for another term.

5. There shall be no expectation of escalation of Board and Executive Committee members except for the President-elect.

Section 3. Term of Office. The officers of the Corporation shall be installed at the meeting at which they are elected and shall hold office for two years or until their respective successors shall have been duly elected.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the President or Secretary. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. At any regular or special meeting of the AHS voting members called expressly for that purpose, any officer may be removed from such office, with or without cause, by a two-thirds vote of the AHS voting members present in person or by proxy. In addition, the Board of Directors may remove any officer with or without cause by a two-thirds vote of a quorum of the voting directors present at any regular or special meeting of the Board called expressly for that purpose.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 7. President. The President-elect will automatically become the President after satisfactory completion of his term as President-elect. The Nominating Committee shall monitor the functioning of the President-elect and shall notify the Board of Directors if the individual's performance and conduct have been satisfactory and in the best interests of AHS. On report of any unsatisfactory performance by the President-elect from the Nominating Committee, the Board of Directors may choose not to promote the President-elect to the President with a two-thirds majority vote. In such an event, a new President shall be nominated by the Nominating Committee. The President will then be elected by a majority of voting members at the annual meeting. The President shall perform the following duties:

- a) The President shall be an ex officio (nonvoting) member of all Committees and Chairman, with vote, of the Board of Directors.
- b) The President shall appoint Committee members and other appointees as designated by the Rules and Regulations.
- c) The President shall act as Chairman and create the agenda for all Board of Directors' meetings.
- d) The President shall attempt to ensure the successful implementation of the Board of Directors' policy, and stimulate, guide and evaluate those to whom implementation is entrusted.

Section 8. President-elect. The President-elect assumes duties of the President in his absence. The President-elect shall be the Chairman of the Education Committee.

Section 9. Treasurer. The Treasurer shall perform the following duties:

- a) The Treasurer shall be Chairman of the Finance Committee.
- b) The Treasurer shall be responsible for management of finances of the organization and shall sign checks of AHS.
- c) The Treasurer shall be responsible for financial statements and audits of the organization.
- d) The Treasurer shall present the Treasurer's Report at the annual and interim meetings of the Board of Directors.

Section 10. Secretary. The Secretary shall perform the following duties:

- a) The Secretary shall be responsible for the minutes of the Board of Directors meetings and the minutes of the annual meeting.
- b) The Secretary shall be Chairman of the Membership Committee.
- c) The Secretary will oversee the awards for the scientific meeting and the research and fellowship grant program.
- d) The Secretary shall be a member of the Finance Committee (ex officio, with vote).

Section 11. Immediate Past President. The Immediate Past President shall be a member and chair of the Nominating Committee. In case of death or disability, the next most recent Past President shall complete the rest of the term.

ARTICLE VI COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more standing committees, each consisting of two or more directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws; elect or remove any officer or director; adopt a plan of merger; or authorize the voluntary dissolution of the Corporation. Such committees shall be specified in the AHS Rules and Regulations, along with their chairmanship, membership, term, and any applicable duties and procedures.

Section 2. Executive Committee. Between meetings of the Board of Directors, the day-to-day affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall consist of the officers of the Corporation.

Section 3. Other Committees and Task Forces. The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate, the membership of which need not contain two or more directors. Such committees and task forces shall have the limited power and duties designated by the Board of Directors and shall give

advice and make non-binding recommendations to the Board. Such other committees and task forces shall be specified in the AHS Rules and Regulations, along with their chairmanship, membership, term, and any applicable duties and procedures.

ARTICLE VII

MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors from time to time.

Section 2. Notice. Whenever under the provisions of these Bylaws notice is required to be given to a director, officer, committee member or member, such notice shall be given by any of the following methods. Written notice may be given by first-class mail or by overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been received five days after its deposit on the U.S. Mail if first class postage is used or on the date of delivery if sent by overnight delivery service. Written notice may also be given by facsimile, electronic mail, or hand delivery, and will be deemed given when received. Written notice may also be given within any AHS newsletter or publication that is regularly mailed to members and shall be deemed to be given five days after deposit in the U.S. mail if sent by first class mail.

Section 3. Meeting Procedure. To the extent it does not conflict with any provision of state law, the articles of incorporation, or these bylaws, the latest edition of Robert's Rules of Order, Newly Revised, will be used as a guide for the conduct of AHS annual and special membership meetings.

Section 4. Policy Statements. Policy developed at all levels of AHS, including committee work or individual activity, can be confirmed as official AHS policy only by the Board of Directors. Statements of current Policy will be maintained at AHS Headquarters.

Section 5. Legal Order of Precedent. The bylaws are subordinate to, in order of precedence, federal law, State of Missouri law, and the AHS articles of incorporation. Subordinate to these bylaws, in order of precedence, are the AHS Rules and Regulations, any AHS committee bylaws or procedures, AHS Policy Statements approved by the Board of Directors, and Robert's Rules of Order, Newly Revised.

ARTICLE VIII

INDEMNIFICATION

Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in

connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his own gross negligence in the performance of a duty to the Corporation.

Unless otherwise prohibited by law, amounts paid in indemnification of expenses and liabilities shall include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or where appropriate may itself undertake the defense of any director, officer or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors shall also authorize the purchase of suitable insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE IX

AMENDMENTS TO BYLAWS

Typographical and other non-substantive errors, omissions, edits or changes in the bylaws may be made by the Board of Directors. All other changes to these Bylaws may be made upon the affirmative vote of two-thirds of a quorum of the AHS voting members present in person or by proxy at any annual or special meeting, or alternatively, these bylaws may be amended by written ballot in lieu of a meeting. The notice of the meeting shall set forth a summary of the proposed amendments, and, except for typographical errors, further amendments from the floor of the meeting shall not be allowed.