

# Bylaws of the Asia Pacific Neural Network Society (Ver. 1.4, November 19<sup>th</sup>, 2020)

## ARTICLE 1 NAME

1. The name of the Non-profit Organization is The Asia Pacific Neural Network Society, hereinafter called the APNNS.

## ARTICLE 2 PURPOSE

1. The purpose of APNNS is to create a scientific and educational forum for students, educators, scientists, engineers, researchers, and the general public to learn about, share, contribute to, and to advance the state of knowledge in the theoretical modeling and analysis of behavior and brain processes and their applications in technology.

## ARTICLE 3 MEMBERS

### 3.1. Qualifications

1. Any individual who is genuinely dedicated to the purpose of The Asia Pacific Neural Network Society and who satisfies the membership criteria, including the payment of dues, as are approved by the Board of Governors, shall be eligible for membership in APNNS on approval of his and her membership application.

### 3.2. Voting Rights

1. All regular members in good standing shall have the right to vote on the election of Governors at Large and on the election of
  - a. the President and President-Elect in 2015 and
  - b. after 2015, the President-Elect of APNNS.
2. Voting will be conducted on all open positions and other questions, annually and at all other times selected by the Board of Governors.

### 3.3. Dues and Fees

1. The Board of Governors shall, from time to time, establish membership dues and fees.
2. The Board, in its discretion may fix different dues and fees for different categories of members.

### 3.4. Term

1. Membership shall be for such terms and shall expire as determined by the Board of Governors. Those members who have paid the required dues and/or fees in accordance with these Bylaws and who are not suspended shall be members in good standing. A membership shall terminate upon any of the following events:
  - a. resignation;
  - b. expiration of the period of membership;
  - c. failure of a member to pay dues or fees; and
  - d. expulsion.
2. A member may be expelled from membership or be suspended for willful nonpayment of financial obligations to APNNS, or for failure to observe the rules and regulations of APNNS, or for conduct which is seriously detrimental to the best interests of APNNS or other members of APNNS. The Board of Governors shall establish procedures for the expulsion and suspension of members.

### 3.5. Grades

There are four basic grades for regular membership: Honorary, Fellow, Senior Member, and Member (to be specified later in an attached document). The Board of Governors shall establish procedures for these grades of regular membership.

1. Regular Member
  - a. The grade of Regular Member is limited to those who have satisfied APNNS-specified educational requirements and/or who have demonstrated professional competence in APNNS-designated fields of interest. For admission or transfer to the grade of Member, a candidate shall be either:
    - i. An individual who shall have received a three-to-five year university-level or higher degree
      1. from an accredited institution or program and
      2. in an APNNS-designated field; or
    - ii. An individual who shall have received a three-to-five year university-level or higher degree from an accredited institution or program and who has at least three years of professional work experience engaged in teaching, creating, developing, practicing or managing in APNNS-designated fields; or
    - iii. An individual who, through at least six years of professional work experience, has demonstrated competence in teaching, creating, developing, practicing or managing within APNNS-designated fields.
2. Student Member
  - a. A Student Member must satisfy the following conditions:

- i. Carry at least 50% of a normal full-time academic program as a registered undergraduate or graduate student in a regular course of study in APNNS-designated fields; and not yet qualify for Member grade.
  - ii. The total cumulative period for a member to hold the Student Member grade shall be limited to 8 years.
- b. Student Members, upon graduation or upon reaching the 8-year limit (whichever occurs first), with at least a baccalaureate or higher degree (or its equivalent) from an accredited institution in an APNNS-designated field shall be transferred to Member grade.

### **3.6. APNNS-designated Areas**

1. The APNNS-designated fields are:
  - a. Neural networks, neurosciences, cognitive science, psychology, and related fields;
  - b. Engineering;
  - c. Computer sciences and information technology;
  - d. Biological and medical sciences;
  - e. Mathematics;
  - f. Physical sciences;
  - g. Technical communications, education;
  - h. Management, law and policy.
2. Revisions to APNNS-designated fields shall be by action of the APNNS Board of Governors.

## **ARTICLE 4 BOARD OF GOVERNORS**

### **4.1. Powers**

1. APNNS's activities shall be managed under the direction of the Board of Governors.
2. The Board of Governors may by resolution establish such committees, as in its discretion it deems necessary for effective operation of APNNS. Such resolutions shall indicate the composition, responsibility, and duration of each committee so constituted.
3. Every member of the Board of Governors shall have absolute right at any reasonable time to inspect and copy all books, records, documents of every kind, and to inspect the physical properties of APNNS. Such inspection by a Governor must be made by person or by agent and the right of inspection includes the right to copy and make extracts.

### **4.2. Qualifications**

1. No person shall be eligible to serve as Governor, President, President-Elect, or VPs of APNNS, unless such person is a member in good standing of APNNS prior to his or her election and continues to be a member in good standing during his or her term of office.

### **4.3. Composition of Board of Governors**

1. The Board of Governors is composed of President-Elect and Governors of APNNS.
2. There shall be two classes of Governors: Elected Governors and Country/Region Governors.
3. Elected Governors shall be elected by regular members of APNNS.
4. The authorized number of Elected Governors may be varied from time to time by resolution of the Board of Governors, provided that the maximum authorized number shall not be more than twelve and the maximum authorized number of Elected Governors for each country/region shall not be more than two.
5. In calendar year 2016, as the transient treatment for the establishment of APNNS, the authorized number of Elected Governors shall be thirteen, seven transitional Governors of which have one-year term of office in 2016 and shall be replaced by six Elected Governors who shall serve for two years from 2017.
6. Country/Region Governors shall be recommended by Countries/Regions-at-Large, defined as the countries/regions whose regular members are more than a certain number as specified by the Governing Board.
7. The authorized number of Country/Region Governors for a Country/Region-at-Large shall not be more than one.
8. The number of Countries/Regions-at-Large may be varied from time to time by resolution of the Board of Governors, provided that the authorized number of Elected Governors and Country/Region Governors in total shall be around twenty five.

### **4.4. Term of Office**

1. The term of office for Governors (Elected Governors and Country/Region Governors) is two years. The appointed officers serve at the pleasure of the Board of Governors.
2. Unless removed from office, or unless he or she ceases to meet the qualifications for serving as a Governor set forth in these Bylaws, each Elected Governor shall hold office until the expiration of the term for which elected and until his or her successor has been elected and qualified, and each Country/Region Governor shall hold office until the expiration of the term for which recommended and until his or her successor has been recommended and qualified.
3. Half the number of Elected Governors shall be elected each year in the election, as is necessary to maintain the staggered terms of office provided in these Bylaws.
4. The Country/Region Governors are recommended by each country/region every two years starting from 2016.
5. The Board of Governors shall, in connection with any election of Governors, have the authority to designate Governors for given years, being one year or shorter terms.
6. Governors are invited to serve a maximum of three consecutive 2-year terms, after which, the governor must sit out at least one year.
7. The President shall hold office for the term of two years unless earlier removed from office; and President-Elect shall hold office for the term of one year unless earlier removed from office.
8. On completion of the President's term of office, the President-Elect shall assume the office of President for two years.

#### **4.5. Vacancies**

1. If the President is unable to serve, the President-Elect shall assume the presidency for the remainder of the term.
2. If the President-Elect is unable to serve, the candidate for President-Elect with the next highest number of votes in the previous election shall be elected to replace the incumbent President-Elect for the balance of the unexpired term.
3. A vacancy occurring among Elected Governors shall be filled by the candidate for Elected Governor with the next highest number of votes in the previous election for the balance of the unexpired term.
4. A vacancy occurring among Country/Region Governors shall be filled by a regular member of APNNS who shall be recommended by the country/region whose Country/Region Governor is vacant for the balance of the unexpired term.
5. If the vacancy is less than one year, it will not be counted as a full regular term.

#### **4.6. Nomination Procedures**

1. Subject to any contrary provisions in these By-laws each year the Board of Governors shall appoint a Nomination Committee, which shall be composed of all GB members whose terms do not expire in the year for which the election is held.
2. The Nomination Committees shall nominate a number of candidates for Elected Governors, more than or equal to the number of Elected Governors to be elected.
3. The Nomination Committee shall nominate, every year, at least two persons for the Office of President-Elect from Governors. It shall be the responsibility of the Nomination Committee to obtain the approval of each candidate for election.
4. The Nomination Committee shall approve its nominations by majority vote and shall forward the list to the Board of Governors for its review.
5. The Board of Governors may, by a one-third vote, authorize the addition of any individual name to the ballot and may, by a two-thirds vote, authorize the deletion of an individual name from the list forwarded by the Nomination Committee.
6. The Nomination Committee can withdraw one of its candidates after the Board of Governors has added one or more candidates.

#### **4.7. Petition**

1. A member in good standing who submits a nomination petition signed by at least five percent or more of the regular members of APNNS shall be listed in the election material as a candidate for Elected Governors or President-Elect as so indicated in the petition.

#### **4.8. Procedures**

1. The Board of Governors shall establish procedures regarding the date on which ballots for the election of Elected Governors, President and President-Elect in 2016, and thereafter, President-Elect. The members of APNNS will be informed of such ballots each year.
2. The Board of Governors shall formulate the election procedures that allow a reasonable opportunity for each nominee for election as Elected Governors or President-Elect to communicate to members about the nominee's qualifications and the reason for the nominee's candidacy, a reasonable opportunity for a nominee to solicit votes and a reasonable opportunity for all regular members to choose among the nominees.

#### **4.9. Votes Required**

1. One regular member has one vote, while no student member has any vote.
2. Those eligible candidates for Elected Governors who receive the highest number of votes, up to the number of Elected Governors to be elected, shall be elected as Elected Governors of APNNS.
3. In 2016, the eligible candidates for the Office of President and President-Elect who receive the highest and the next highest numbers of votes for such office shall be elected as President and President-Elect, respectively. Thereafter, the eligible candidate for the Office of President-Elect who receives the highest number of votes for such office shall be elected as President-Elect of APNNS.
4. Any incumbent Elected Governor with a remaining term of office, who is elected to the Office of President or President-Elect, shall be automatically deemed to have resigned his or her seat as an Elected Governor, effective immediately upon his or her election as President or President-Elect. In the event that a vacancy in the Board of Governors arises due to an incumbent Elected Governor being elected as President or President-Elect of APNNS, then that candidate for the office of Elected Governor who, in the election at which such an incumbent was elected as President or President-Elect, received the highest number of votes of any candidates for the office of Elected Governor who has not been elected to the Board (the first runner-up) shall thereupon be elected to the Board of Governors to replace such an incumbent for the then remaining term of office as Elected Governor.
5. If two incumbent Elected Governors with remaining terms are elected as President and President-Elect, then the first runner-up shall thereupon be elected to the Board of Governors as Elected Governor to replace that incumbent who had the longer remaining

term of office; and the candidate for election as Elected Governor who has received the next highest number of votes to the first runner-up in such an election shall be elected to replace such other incumbent for his or her remaining term of office for Elected Governor.

6. The candidate who receives the highest vote will be elected as the President-Elect. In the case that there are more than one candidate who receives the highest vote, the Governing Board members will elect the President-Elect from the candidates with the highest vote. If there are still more than one candidate who receives the highest vote, the President will make the final decision.

#### **4.10. Resignation and Removal**

1. Any Elected Governor, Country/Region Governor, President and President-Elect of APNNS may resign effective upon giving written notice to the VP of Administration of the Board of Governors of APNNS, unless the notice specifies a later time for the effectiveness of such resignation.
2. The Board of Governors may declare vacant the office of an Elected Governor or Country/Region Governor or President or President-Elect who is unable to continue in office or who has failed to attend two (2) consecutive meetings of the Board of Governors, without a reasonable justification.

### **ARTICLE 5 EXECUTIVE COMMITTEE**

1. APNNS Executive committee members shall be the President, the President-Elect, the immediate Past-President, the Vice Presidents as specified in the Bylaws, VP of Administration, VP of Membership, VP of Finance, and VP of Conference.
2. The Vice Presidents, who has a one-year term of office, shall be appointed by the President from the Elected Governors and the Country/Region Governors.
3. The Vice Presidents shall not serve more than six consecutive 1-year terms.

### **ARTICLE 6 MEETINGS OF MEMBERS**

#### **6.1. Regular Meeting of Members**

1. APNNS must hold a regular meeting within twelve months of the date of the adoption of this constitution.
2. A regular meeting of members must be held in each subsequent year and not more than fifteen months may elapse between successive annual meetings.
3. A regular meeting of members can be organized during annual academic workshop/ conference/ seminar/ symposium organized regularly by APNNS. (e.g., during ICONIP).
4. All general meetings other than regular meeting shall be cited special general meeting.

5. The Executive Committee may call a special general meeting at any time.
6. The Executive Committee must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Executive Committee fails to hold the meeting within twenty eight days of the request, the members may proceed to call a special general meeting in doing so they must comply with the provisions of this constitution.

## **6.2. Notice of the meeting:**

1. The minimum period of notice required holding any general meeting of the society is fourteen clear days from the date on which the notice is deemed to have been given.
2. A general meeting may be called by shorter notice, if it is so agreed by all the members to attend and vote.
3. The notice must specify the date and place of the meeting and the general nature of the business to be transacted. If the meeting is to be annual general meeting, the notice must say so.

## **6.3. Quorum:**

1. No business shall be transacted at any general meeting unless a quorum is present.
2. A quorum is:
  - a. 10 members entitled to vote upon the business to be conducted at the meeting;
  - or
  - b. One tenth of the total membership at the time, whichever is greater.
3. If:
  - a. A quorum is not present within half an hour from the time appointed for the meeting; Or
  - b. During a meeting a quorum ceases to be present,  
The meeting shall be adjourned to such time and place, as the Executive Committee shall determine.
4. The Executive Committee must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
5. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time should constitute the quorum for the meeting.

## **6.4. Chair:**

1. The person who has been elected as Chair shall chair general meeting.
2. If there is no such person or he or she is not present within fifteen minute of the time appointed for the meeting, a member of the Executive Committee/the Governing Board nominated by the Executive Committee/the Governing Board shall chair the meeting.



3. If there is only one member of the Executive Committee/the Governing Board is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the member of the Executive Committee/the Governing Board shall chair the meeting.
4. Otherwise, the members present and entitled to vote must choose one of their member to chair the meeting.

### **6.5. Adjournments:**

1. The members present at a meeting may resolve that the meeting shall be adjourned.
2. The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution.
3. No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
4. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

## **ARTICLE 7 MEETINGS OF BOARD OF GOVERNORS**

### **7.1. Regular Meetings**

1. Regular meetings of the Board of Governors shall be held at any time, place and date as determined by the President of APNNS.
2. Regular meetings of the Board may be held by telephone conference or similar communications equipment as long as all governors are invited to participate in the meeting.
3. All such participating Governors shall be deemed to be present in person as such meetings.
4. Regular meetings of the Board of Governors may be held without notice of the time and place of such meetings when fixed in advance by the Board of Governors.

### **7.1. Special Meetings**

1. A special meeting of the Board of Governors for any purpose may be called at anytime by the President, the President-Elect or any two Governors.
2. The notice of the time and place of special meetings shall be given to each Governor in person or by email, first-class mail, postage prepaid or by telephone or telegraph.
3. All such notices shall be sent to the Governor's email address, physical address or telephone number shown in the records in APNNS.
4. Notices shall be given by personal delivery, telephone or telegraph at least 48 hours before the time set before the meeting. The notice shall state the time of the meeting, place and purpose of the meeting.

## **7.2. Quorum**

1. A majority of the number of Governors present in person or by proxy shall constitute a quorum for the transaction of business.
2. Every action taken or decision made by a majority of the Board of Governors present at a duly held meeting at which quorum is present shall be the act of the Board.
3. A meeting at which a quorum of the Board is initially present may continue to transact business despite the withdrawal of Governors, if any action taken or decision made is approved by at least a majority of the required quorum for the meeting.

## **7.3. Waiver of Notice**

1. Notice of a meeting need not be given to any Governor:
  - a. who signs a waiver of notice or a consent to hold the meeting or
  - b. who votes on approval of minutes thereof whether before or after the meeting or
  - c. who attends the meeting without protesting, prior to or at its commencement, the lack of notice to such Governor.

## **ARTICLE 9 FISCAL MATTERS**

### **9.1. Fiscal Year**

1. The Non-profit Organization shall operate on a calendar basis as a fiscal year unless the Board of Governors by resolution determines otherwise.

## **ARTICLE 10 AMENDMENT OF THE BYLAWS**

1. Any provisions of the Bylaws may be adopted, amended, or repealed provided that any such amendment is made by the resolution passed by two-thirds of the members present and voting at a general meeting.
2. A regular member can propose the amendment in the Bylaws by sending a notice to the Governing Board at least 15 days in advance.
3. The Governing Board may from time to time make or amend some clauses (mentioned in one of the sub clauses) of Bylaws for the conduct of their business by the approval of The Governing Board members.
4. The Society in general meeting has the power to alter, add to or repeal the Bylaws.
5. The Governing Board must adopt such means as they think sufficient to bring the amended Bylaws to the notice of members of the Society.
6. The Bylaws shall be binding on all members of the society. No bylaws shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

## ARTICLE 11 INDEMNIFICATION

1. Subject to the provisions of any relevant law, members, office-bearers or appointed members of the Executive Committee/the Governing Board shall be indemnified by the Society for all acts done by them in good faith on its behalf.
2. Subject to the provisions of any relevant law, no members of the Society or appointed members of the Executive Committee/the Governing Board shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the Society, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

## ARTICLE 12 DISSOLUTION OF THE SOCIETY

1. Members can resolve to dissolve the Society in an annual general meeting or in a special general meeting.
2. Two-third of the voting members shall be required for the resolution to dissolve the Society.
3. If the members resolve to dissolve the Society, the Executive Committee will remain in office as charity trustees and be responsible for winding up the affairs of the Society in accordance with this clause.
4. The Executive Committee must collect in all the assets of the Society and must pay or make provision for all the liabilities of the Society.
5. The Executive Committee must apply any remaining property or money to any organization or organizations with similar purposes as the Society.
6. The members may pass the resolution before or at the same time as the resolution to dissolve the Society specifying the manner in which the Executive Committee are to apply the remaining property or assets of the Society and the Executive Committee must comply with the resolution.
7. In no circumstances shall the net assets of the Society be paid to or distributed among the members of the Society (except to a member that is itself a charity).
8. The Executive Committee must notify the authorities under which it may be registered that the Society has been dissolved.
9. The Executive Committee must send a notification of the dissolution of the Society to all registered members through whatever means available.