

# **EBEA By-Laws**

**October 1989**

*with changes adopted in June 2005, December 2009 and April 2013*

## **Article I -MEMBERSHIP**

**Section 1. Membership Committee.** A Membership Committee appointed by the Council shall establish procedures to evaluate all applications and recommend acceptance or rejection of each candidate to the Council.

**Section 2. Election.** Election of an applicant to a category of membership becomes effective at the time of notification to the applicant. The Council may delegate authority to the Membership Committee for acceptance or rejection of applicants.

Application for Membership or Associate Membership shall be made on a form authorised by the Council, signed by the applicant and accompanied by dues.

**Section 3. Membership Fees.** The Council by appropriate vote of two-thirds (2/3) of its Members may determine in each fiscal year the amount of annual membership fees. If Members are unable to pay the membership fee because of currency exchange restrictions, special arrangements may be made by the Council. A person who makes application prior to October of any year shall be assessed dues for that calendar year. A person who makes application on or after October 1 of any year shall be exempt from dues for that calendar year.

**Section 4. Penalty for Non-Payment of Fees.** A Member who has not paid the membership fee within a period of one year after billing shall, upon being billed for the succeeding year, be notified of forfeiture of membership unless all indebtedness to the Society is met within sixty (60) days. Reinstatement following this sixty-day period shall require the request of the delinquent Member, approval by the Council, and liquidation of indebtedness.

**Section 5. Termination of Membership.** The Council, by two-thirds (2/3) vote of those present at any regularly constituted meeting may suspend or expel a Member.

**Section 6. Resignation.** Any Member may resign by filling a written resignation with the Executive Secretary at least sixty (60) days prior to the effective date of such resignation, but such resignation shall not relieve the Member so resigning of obligation to pay annual dues, if any, therefore accrued and unpaid.

**Section 7. Reinstatement.** Upon written request of a former Member, filled with the Executive Secretary, the Council may, by the affirmative vote of a majority of those present at any regularly constituted meeting, reinstate such former Member to Membership upon such terms as it deems appropriate.

**Section 8. Double Membership of EBEA and Bioelectromagnetics Society (BEMS).** Members of EBEA shall be encouraged to apply for Membership of BEMS, according to the cooperative agreement entered into by the two Societies. The application for Double Membership shall be made on a form authorised by the Governing Bodies of BEMS and EBEA, signed by the applicant and accompanied by dues. The Governing Bodies of the Societies shall evaluate all applications and recommend acceptance or rejection of each candidate. The double annual membership fees shall be established, for each fiscal year, by the Councils according to the needs of the two Societies.

## **Article II -MEETINGS OF THE SOCIETY**

**Section 1. Notice of Meetings.** The Executive Secretary shall give notice of Scientific or Special Meetings of the Membership to each Member. In case of a Special Meeting, its purpose shall be notified.

**Section 2. Scientific Meetings.** The Council shall determine rules relative to the conduct of scientific sessions and presentation of scientific papers at all meetings.

**Section 3. Special Meetings.** Special Meetings of the Members may be called by the President with the approval of the Council or not less than one-tenth (1/10) of the Members of the Society.

## **Article III -COUNCIL**

**Section 1. General Powers.** The Council shall have and exercise the powers and authority of supervision and management provided by the Articles of Association and the By-Laws.

**Section 2. Regular Meetings.** A Regular Annual Meeting of the Council shall be held at the time of, and at the same place as, the Annual General Assembly of Members. The Council may provide by vote the time and place for the holding of additional regular

Those organisations or Societies with which cooperative agreements have been established shall be invited to send a liaison representative to the Council Regular Annual Meeting.

**Section 3. Special Meetings.** Special Meetings of the Council may be called by at the request of the President or any five (5) Members of the Council, made in writing to the President. The person or persons authorised to call Special Meetings of the Council, may fix any place as the place of holding any Special Meeting of the Council called by them.

**Section 4. Compensation.** Members of the Council as such shall not receive any salaries for their services but by vote of the Council, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Council.

**Section 5. Technical secretariat.** The technical secretariat will assist in the management of Council meetings, be in charge of the Members subscription, and assist in updating the website. It may assist in the organisation of the EBEA meetings.

#### **Article IV -OFFICERS**

**Section 1. Officers.** The Officers of the Society shall be a President, a President-elect or Past-president, an Executive Secretary, a Treasurer and such other Officers as may be elected in accordance with the Articles of Association. Such Officers shall have the authority and perform the duties prescribed by the Council. Two offices may be held by the same person, except the office of President.

**Section 2. Suspension.** Any Officer may be suspended by the Council whenever in its judgement the best interests of the Society would so require. Removal of an Officer may be also initiated by a formal petition that shall state the reasons for removal and be signed by not less than ten (10) Members. The petition shall be presented to the President, who will convene a meeting of the Council to deliberate and decide the issue.

The Council shall meet as a Committee-of-the-whole in closed session for these proceedings. All Members of the Society shall be notified of the proposed action and the charges. The Officer considered for suspension shall have the right to present testimony in person or in writing and may call witnesses or present signed statements in his/her defence. Signers of the petition shall have similar rights. The Officer shall be suspended with the concurrence of two-thirds (2/3) of the Officers present and voting, the affected Officer excluded. The Council shall issue two (2) formal reports of its decision to the Members of the Society within thirty (30) days of the meeting. If the President is the affected Officer, the President-elect or Past-president shall act as President for this procedure.

**Section 3. President.** Disbursement of money on behalf of the Society is authorised by the President or his/her delegated representative in the limits fixed in this section 4.

He/she can order expenses alone only within the limits of the provisional budget approved by the General Assembly and to an amount not exceeding 1.000 euro (€).

For any amount above 1.000 €, a prior approval by the Council is required. For any amount above 10.000 €, a prior approval of the General Assembly is required, which can be obtained as details within the frame of the approved provisional budget.

Contracting of credits, or building investments by the President needs prior approval at the General Assembly.

Also, any disposal of buildings or of currencies of the Society above 10.000 € needs the prior approval of the General Assembly.

The President shall also serve as Chairperson (non-voting) of the Nominating Committee.

**Section 4. President-elect and Past-president.** The President-elect or Past-president shall assist the President in his/her duties. In the absence of the President, the President-elect or Past-president shall perform the duties of the President. The President-elect or Past-president shall perform such other duties as may be assigned to him/her by the President or by the Council.

**Section 5. Executive Secretary.** The Executive Secretary shall assist in carrying out the functions of the Society under the direction of the Council. The Executive Secretary shall keep the minutes of all the meetings of the Council and shall give notice of all such meetings.

**Section 6. Treasurer.** The Treasurer shall:

have custody of the Society's funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Society, and shall deposit all moneys and other valuable effects in the name and to the credit of the Society in such depositories as may be designated by the Council. He/She shall disburse the funds of the Society as it may be ordered by the Council, and shall render to the President and the Council at its regular meetings, or when the Council so required, an account of all the transactions and of the financial condition of the Society. To insure an efficient management of the Society, he/she can

Furthermore, the Treasurer shall prompt in due time all submissions to:

- a. authorities if required by or advisable under the law such as, in particular, the tax declaration for the Association, the request for reimbursement of withholding tax and – if entered in the commercial register – to the Commercial Registry;
- b. the bank to the extent necessary in connection with the keeping of the bank accounts of the Association.

## **Article V -ELECTION PROCEDURES**

**Section 1. Mode and Time.** The Council Members shall be elected by a ballot voting as specified in the Articles of Association. The elections shall be held prior to the Annual General Assembly in election years, as provided in the Articles of Association and this Article. Those elected shall take office at the General Assembly.

**Section 2. Nominating Committee.** The Council shall appoint a Nominating Committee consisting of the President, serving as Chairperson (non-voting) and three (3) Society Members. The Nominating Committee shall present a slate with not less than two (2) nor more than three (3) names for each position to be filled. Additional nominations may be made by petition of ten (10) eligible Members of the Society and sent to the Chairperson of the Nominating Committee, who shall compile the nominations from the Nominating Committee and those made by petition, and provide them to the Election Committee. The Chairperson of the Nominating Committee shall confirm from each nominee his/her acceptance of candidacy. A space for a write-in candidate for each position shall be provided on the ballot.

**Section 3. Election Committee.** The Council shall appoint an Officer, generally the Executive Secretary. The appointed Officer shall prepare the ballot voting and give notice of the ballot voting to each Member entitled to vote pursuant to the Articles of Association. The appointed Officer shall make available the ballot instructions and the necessary information materials (including CV of each candidates), and, in the event the ballot is held electronically, arrange the electronic ballot platform. The appointed Officer shall certify the ballots, shall count the ballots and report the results to the President, the Council, the Candidate(s) and subsequently to the Members. This section applies also to ballots other than elections.

**Section 4. Conduction of Elections.** A Member may nominate one (1) person for each Council position to be filled. Ballots received later than the date prescribed in the ballot instructions will be considered null and void.

**Section 5. Failure to Secure Elections.** Failure to secure elections shall be resolved by a vote of the Members present at the Annual General Assembly in election years.

## **Article VI -ADVISORY COMMITTEE**

The Society may have an Advisory Committee, appointed by the Council, which shall be composed of distinguished Members of the Society and of Societies with which co-operative agreements have been established, whose advice and consultation will be valuable in the establishment of policy by the Council.

## **Article VII -EBEA AFFILIATIONS**

**Section 1. Scientific Affiliations with other Societies or Bodies.** Scientific Affiliations with other Societies or Bodies may be established on proposition of the Council and approval by the majority of Members in a General Assembly.

**Section 2. Affiliation to BEMS.** Privileged relations are established between EBEA and BEMS, by a double membership, as specified in the Article I of these By-Laws. The co-ordination of Scientific Meetings and activities conducted by the Governing Bodies of the two Societies shall be developed to induce collaborative programmes of research between American and European laboratories, to reinforce scientific studies and to advance the understanding of the interaction of electromagnetic energy and acoustic energy with biological systems in the greatest possible number of countries.

## **Article VIII -AMENDMENTS TO BY-LAWS**

These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted.

By a written proposal signed by the majority of the Council Members or by not less than ten (10) voting Members of the Society, these By-Laws may be amended or repealed and new By-Laws may be adopted by a majority of the Members at any General Assembly. Written notice of the substance of the proposed amendment shall be sent to all Members not less than thirty (30) days prior to the time at which it shall be submitted to a vote. Changes shall go into effect following their adoption at a General Assembly.