

**BYLAWS of the INTERNATIONAL
NEURAL NETWORK SOCIETY**

ARTICLE I

NAME

The name of the Corporation is the International Neural Network Society, also known as INNS.

ARTICLE II

PURPOSE

The purpose of the Corporation is to create a scientific and educational forum for students, scientists, engineers and the general public to learn about, share, contribute to, and to advance the state of knowledge in the modeling of behavioral and brain processes and the application of neural modeling ideas to problems and applications in technology.

ARTICLE III

MEMBERS

Qualifications

Any individual who is genuinely dedicated to the purpose of the International 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 the Corporation on approval of his or her membership application.

Voting Rights

The Corporation shall have one class of members. All members in good standing shall have the right to vote on the election of Governors at Large and on the election of (i) the President and President-Elect in 1991 and (ii) after 1991, the President-Elect of the

Corporation. Voting will be conducted on all open positions and other questions, annually and at all other times selected by the Board of Governors.

Rights of Inspection

The Board of Governors shall determine any right of a member to inspect and copy the list of names and addresses of members of the Corporation, and, to inspect the accounting books, records and minutes of the proceedings of the members of the Board of Governors.

Dues and Fees

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

Term

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. A member may be expelled from membership or be suspended for willful nonpayment of financial obligations to the Corporation, or for failure to observe the rules and regulations of the Corporation, or for conduct which is seriously detrimental to the best interests of the Corporation or other members of the Corporation. The Board of Governors shall establish procedures for the expulsion and suspension of members.

ARTICLE IV

ANNUAL MEETINGS OF MEMBERS

Regular annual meetings of members may be held at a date, time and place fixed by the Board of Governors. Any proper business may be transacted at a regular meeting of members.

Special Meeting of Members

Special meetings of the members may be called by the Board of Governors, or the President, or by five percent or more of the members of the Corporation. On receipt of a proper request for a special meeting, the President shall designate a time, place and date for the meeting and agenda. No business other than the business set forth in the agenda may be transacted at a special meeting. The Board of Governors shall establish procedures for providing members with notice of special meetings.

Quorum

Ten percent of members present in person or by proxy shall constitute a quorum at a regular meeting of members, provided that the only matters that may be voted upon at any regular meeting actually attended, in person or by proxy, by less than one-third of the voting power of the members are matters notice of the general nature of which was given in accordance with Section 5511(a) of the California Corporations Code. The members present at a duly called meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding a withdrawal of members to leave less than a quorum.

Written Ballot of Members

Whenever the members are to vote on election of Governors at Large, the election of a President and President-Elect in 1991 or, after 1991, the President-Elect, or any proposal for action which could be acted upon at a regular or a special meeting of

members, the members may, in the discretion of the Board of Governors, vote by written ballot without a meeting.

ARTICLE V

BOARD OF GOVERNORS

Powers

The Corporation's activities shall be managed under the direction of the Board of Governors. The Board of Governors may by resolution establish such committees, as in its discretion it deems necessary for effective operation of the Corporation. Such resolutions shall indicate the composition, responsibility, and duration of each committee so constituted. 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 the Corporation. 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.

Composition of Board of Governors

The authorized number of Governors may be varied from time to time by resolution of the Board of Governors, provided that the minimum authorized number of Governors shall not be less than ten and the maximum authorized number shall not be more than thirty. The authorized number of Governors includes (i) the President of the Corporation, (ii) the President-Elect of the Corporation, (iii) until the date immediately preceding the first election of Governors at Large in calendar year 2008 (the "**First 2008 Election**"), the Past President of the Corporation, and (iv) 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. 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.

Qualifications

No person shall be eligible to serve as Governor, President, Past-President, President-Elect, Vice-President for Membership or 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 more than 49 percent of persons serving on the Board of Governors may be an interested person (i.e. a person who is compensated by the Corporation for services rendered in any capacity or a relative of such person).

Term of Office

Governors-at-Large, defined as the elected Board members, excluding President, Past-President, President-Elect, are elected for a term of three years. The appointed officers (see Article VIII) serve at the pleasure of the Board of Governors. 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-at-Large shall hold office until the expiration of the term for which elected and until his or her successor has been elected and qualified. One-third of the elected Governors-at-Large shall be elected each year or as close to one-third as possible, as is necessary to maintain the staggered terms of office provided in these Bylaws. The Board of Governors shall, in connection with any election of Governors-at-large, have the authority to designate Governors-at-Large for given years, being one year, two years or shorter terms. This provision shall not apply to the term of any incumbent governor.

BoG members are invited to serve a maximum of three consecutive 3-year terms,

after which, the member must sit out at least one term. For incumbent members of the BoG at the time this Bylaws amendment is adopted (January 1, 2002), the current term counts toward the 3-consecutive term limit.

The President shall hold office for the term of one year unless earlier removed from office; provided, however, that beginning with the first President who is elected as President-Elect on or after January 2006 (the "***First New Term President***") the President shall hold office for the term of two years unless earlier removed from office. On completion of the President's term of office, the President-Elect shall assume the office of President for one year; provided however, that except as may be otherwise expressly provided in these By-laws, the President-Elect who is the First New Term President and each subsequent President Elect shall assume the office of President for two years.

Vacancies

If the President is unable to serve the President-Elect shall assume the presidency for the remainder of the term, provided, however, that beginning with the term of office of the First New Term President: (i) if a vacancy occurs in the office of President during the second year of the President's term, then the President-Elect shall assume the presidency for the remainder of the term, and (ii) if a vacancy occurs in the office of the President during the first year of the President's term, then an Interim President shall be elected by the Board of Governors to serve until the next regularly scheduled election of Governors-at-Large and at such election an election by written ballot of the members will be held to elect a President, with the President who is so elected by the members to serve for a term of two years, with the next President-Elect to be elected prior to the second year of such President's term of office.

A vacancy occurring among the Governors-at-Large shall be filled by the candidate for Governor-at-Large with the next highest

number of votes in the previous election for the balance of the unexpired term.

Nomination Procedures

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. The Nominating Committee shall nominate, every other year, at least two persons for the Office of President-Elect, one of whom may be designated as a write-in candidate. It shall be the responsibility of the Nominating Committee to obtain the approval of each candidate for election. The Nominating Committee shall approve its nominations by majority vote and shall forward the list to the Board of Governors for its review. 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 Nominating Committee. The Nominating Committee cannot nominate a member of the Nominating Committee as a candidate for President-Elect. However, the Board of Governors may nominate a member of the Nominating Committee as President-Elect by a majority vote. The Nominating Committee can withdraw one of its candidates after the Board of Governors has added one or more candidates.

Petition

A member in good standing who submits a nominating petition signed by at least two percent or more of the members of the

Corporation shall be listed in the election material as a candidate for Governor-at-Large or President in 1991, or President-Elect as so indicated in the petition.

Procedures

The Board of Governors shall establish procedures regarding the date on which written ballots for the election of Governors-at-Large and President and President-Elect in 1991, and thereafter, President-Elect will be mailed to the members of the Corporation each year. The Board shall formulate the election procedures that allow a reasonable opportunity for each nominee for election as Governor-at-Large or President or President-Elect to communicate to members 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 members to choose among the nominees.

Votes Required

Those eligible candidates for Governor-at-Large who receive the highest number of votes, up to the number of Governors-at-Large to be elected, shall be elected as Governors-at-Large. The eligible candidate for the Office of President and President-Elect in 1991 and thereafter, President-Elect who receives the highest number of votes for such office shall be elected President in 1991 or, thereafter, President-Elect of the Corporation. In the event that there is a tie in the number of votes cast in favor of two or more candidates for the office of Governor-at-Large, President or President-Elect, such that it cannot be determined which of the candidates has been elected to such office, then as promptly as possible following the election, a run-off election shall be held for the office in question between such tied candidates. A candidate may not, in the same election, be both a candidate for the office of President and the office of President-Elect. Any incumbent Governor-at-Large 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 a Governor-at-Large, 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 Governor-at-Large being elected as the President or President-Elect of the Corporation, then that candidate for the office of Governor-at-Large 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 Governor-at-Large 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 Governor-at-Large. If two incumbent governors-at-large 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 Governor-at-Large to replace that incumbent who had the longer remaining term of office; and the candidate for election as Governor-at-Large 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 Governor-at-Large. For the position of President-Elect, members may cast first and second choice votes in the situation for three candidates for the office. In case no candidate receives more than 50 percent of the votes cast for that position, the second choice votes will be cast for one of the two remaining candidates as indicated. In the event that more than three candidates are nominated for President-Elect, the members shall indicate additional preferences until one candidate receives more than 50% of the votes cast.

Resignation and Removal

Any Governor-at-Large, the President and President-Elect and Past-President of the Corporation may resign effective upon

giving written notice to the Secretary of the Board of Governors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. The Board of Governors may declare vacant the office of a Governor-at-Large or President or President-Elect or Past-President 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

College of Fellows

The Board of Governors shall create a College of Fellows consisting by invitation of past members of the Board. On retirement from the Board, members may, by vote of the Board, be offered the status of Fellow, advisory to the Board in non-voting capacity, for an indefinite term. The College of Fellows shall elect one among them as Senior Fellow to serve as its Chair, who shall with the College, submit to the Board's award committee nominations for prizes and awards to be given annually by the Board in accordance with its procedures.

ARTICLE VI

MEETINGS OF THE BOARD OF GOVERNORS

Meetings of the Board of Governors shall be held at any time, place and date as determined by the President of the Corporation. 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. All such participating Governors shall be deemed to be present in person as such meetings. 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.

Special Meetings

A special meeting of the Board of Governors for any purpose may be called at any time by the President, the President-Elect or any two Governors. The notice of the time and place of special meetings shall be given to each Governor in person or by first-class mail, postage prepaid or by telephone or telegraph. All such notices shall be sent to the Governor's address or telephone number shown in the records in the Corporation. 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.

Quorum

A majority of the number of Governors holding office shall constitute a quorum for the transaction of business. 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. 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.

Waiver of Notice

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 VII

MANAGEMENT FIRM

The Board of Governors is empowered to appoint and compensate a General Counsel and a Management Firm, which shall manage the affairs of the Corporation under the supervision of the Executive Committee comprising the Officers of INNS.

Managerial Duties

The Management Firm is responsible for carrying out the functions of the Corporation under the direction of the Board of Governors. The Management Firm shall be responsible for mailing notices of the regular and any special meetings to be held by the Board of Governors as well as the Annual Meeting of the members of the Corporation. The Management Firm shall be the depository for all funds, financial books, membership and other records of the Corporation.

The Management Firm shall be responsible for mailing ballots and shall appoint a Committee of at least two regular members to tally ballots returned.

ARTICLE VIII

OFFICERS

Officers and Duties

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 Corporation may also have, at the discretion of the Board of Governors, one or more Assistant Secretaries and one or more Assistant Treasurers.

President

The President shall be the Chief Executive Officer of the Corporation and shall take

office in January, immediately following the election. The President shall be responsible for executing the policies of the Corporation as established by the Board of Governors. At the conclusion of the one-year term as President, the President shall continue to serve on the Board of Governors as Past-President for an additional year, except after January 1, 2008, when the office of Past-President will no longer exist.

President-Elect

The President-Elect shall perform, under the direction of the President, such duties and responsibilities as the President determines.

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.

Treasurer

The Treasurer is Chief Financial Officer of the Corporation. The Treasurer is responsible for the receipt, maintenance, and disbursement of all funds of the Corporation and for the safe keeping of all securities of the Corporation. The Treasurer shall keep or cause to be kept the books and records of account and records of all properties of the Corporation. The Treasurer shall prepare or cause to be prepared annually, or more often as so directed by the Board of Governors or President, financial statements of the Corporation. The Treasurer shall take office upon election.

Past-President

Subject to the provisions of this paragraph, the Past-President shall perform, under the direction of the President, such duties and responsibilities as the President determines. In addition, the Past-President shall chair the Nominating Committee. Notwithstanding anything to the contrary contained in this

paragraph or elsewhere in these By-laws, the office of Past-President shall be eliminated after the date immediately preceding January 1, 2008.

Vice-President for Conferences

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.

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.

Appointment

Except for the President, Past-President, and President-Elect who are elected by the members of the Corporation, the officers provided for in the Article shall be appointed by the Board of Governors annually from present and former holders of elected office in the Board or other persons who meet the qualifications set forth in these By-laws for the office in question and shall serve at the pleasure of the Board of Governors.

Removal

Except for the President, Past-President, and President-Elect, any officer may be removed from office at any time by the Board of Governors, with or without cause or prior notice.

Resignation

Any officer may resign at any time upon written notice to the Corporation without prejudice to the rights, if any, of the Corporation. Such resignation is effective upon receipt of the written notice by the Corporation's Secretary unless the notice prescribes the later effective date which shall not exceed 45 days from the date notice is given.

ARTICLE IX

Publications

The Corporation, by action of the Board of Governors, shall establish an official journal, Neural Networks, and such other technical and educational publications designed to further the objectives and purposes of the Corporation. The Board of Governors shall determine the distribution of such journals. All publications shall be under the direct supervision and control of

the Board of Governors. The Board of Governors shall appoint the INNS editor-in-chief. The editorial policies for all journals and publications shall conform to the standards and procedures established by the Board of Governors.

ARTICLE X

FISCAL YEAR

The Corporation shall operate on a calendar basis as a fiscal year unless the Board of Governors by resolution determines otherwise.

ARTICLE 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.

ARTICLE XII

INDEMNIFICATION

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 and all liability and reasonable expenses incurred by the person being or having been a director, officer, employee or agent of the Corporation or by reason of any action taken or not taken in the course or scope of the person's services as such director, officer, employee, or agent

of the Corporation, in the event that such person was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation. Such person shall be entitled to reimbursement by the Corporation for the reasonable expenses in advance of the final deposition of a proceeding in accordance with, and to the full extent permitted by any applicable law. The rights of indemnification provided in this section shall not limit, but shall be in addition to, any other rights to which such director, officer, employee or agent may otherwise be entitled by contract, law or statute, or otherwise; and in the event of such person's death, such rights shall extend to such person's legal representatives, or successors. The foregoing rights shall be available whether or not such person continues to be a director, officer, employee or agent at the

time of incurring or becoming subject to such liability and expenses, whether or not the claim was against such a person is based upon matters, which antedate the adoption of this section. The Corporation, its Directors and Officers, shall be fully protected in making any determination under this section, or in making or refusing to make any payment under this section, in reliance upon the advice of counsel.

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.

(As amended through January 2006.)

