

# BYLAWS OF THE GOVERNING BOARD OF THE INCF

## **Background**

The mission of the INCF is to coordinate and develop international activities in neuroinformatics. The INCF, with representatives from each Participant, is to coordinate global activities to guide unifying activities in neuroinformatics. Each member of the INCF, hereinafter referred to as a Participant, has signed the Understanding and thereby expressed its intention to observe the provisions in the Business Plan and these Bylaws.<sup>4</sup>

## **Preface**

1. The Governing Board of the International Neuroinformatics Coordinating Facility (INCF) has adopted the following Bylaws in accordance with Paragraph F.5.b) of the INCF Business Plan (BP). Pursuant to Paragraph F.5.b) of the Business Plan the Governing Board may establish its bylaws and such subsidiary bodies as it sees necessary for its proper functioning and the achievements of INCF goals. These Bylaws shall besides the BP apply to the conduct of business of the INCF Governing Board.

2. National or regional governments, organizations, research institutions, and commercial entities with an international scope and an obvious relevance to the mission of INCF may petition to become a member of INCF. Each member of INCF is referred to as a Participant. The Participant is expected to form a local network, which should seek to develop neuroinformatics activities in accordance with section D in the Business Plan.

## **I. Requirements for Participation**

3. Countries or regions of a country, organizations, research institutions, and commercial entities with an international scope and an obvious relevance to the mission of INCF may petition to become a Participant of INCF.

4. The INCF Governing Board will consider all petitions to become Participants. Once a signed INCF Understanding and the financial contribution, following the recommended contributions in Annex 1 of the INCF Understanding, have been received by the Secretariat, and the Governing Board has accepted them, the Chair will inform the country, organization, research institution, or commercial entity of its official status as a Participant with voting rights according to membership category.

5. Participants are expected to pay their annual contributions. At each fall meeting of the Governing Board, Participants who have not made their contribution for the current year will be defined as non-voting, effective immediately.

7. Any Participant may disassociate itself from the INCF Understanding by advising the Governing Board in writing of its intention to do so and the effective date.

## **II. Governing Board**

8. The Governing Board is the means by which the Participants make collective decisions on all matters relating to the INCF, which are to be executed by the INCF Secretariat.

9. The Governing Board consists of one Representative from each Country or gold level member Participant, and 1 elected representative each from the other institutional and company membership levels. 10. The Chair and Deputy Chair are elected by the Governing Board.

11. A Participant's Representative is authorized to act on behalf of the Participant on all INCF matters, including serving as the Head of Delegation at Governing Board meetings and undertaking intersessional voting.

12. Each Participant will before the start of the Governing Board meeting notify the Chair and the Secretary of the Governing Board of the name of its Representative or Representatives and of any change thereto

13. The Governing Board shall appoint the Executive Director and the Executive Director can be replaced by decision by the Governing Board.

14. The Governing Board shall provide guidance and directions to the Executive Director on how to pursue his or her obligations and responsibilities. The Executive Director has the responsibility to establish guidelines for the work of the Secretariat.

### **III. Chair and Deputy Chair**

15. The election of a new Chair or Deputy Chair will take place at the meeting of the Governing Board in the last quarter of the final year of the tenure of the Chairperson or Deputy Chairperson. Nominations for the Chairperson or Deputy Chairperson are to be received by the Secretary to the Board no later than four weeks before said Board Meeting. The tenure of the new Chair or Deputy Chair will start on January 1st following the above mentioned Board meeting.

16. Each has a term of three years and can be re-elected once.

17. The Deputy Chair will substitute the Chair whenever the Chair is unable to perform his/her functions.

18. Once elected, the Chair cannot be a Representative on the board during his or her tenure.

19. The Chair acts as a representative of the Governing Board but cannot make decisions that are the responsibility of the Governing Board.

20. The Chair should have a close interaction with the Executive Director on a regular basis.

21. The Governing Board can dismiss the Chair or Deputy Chair by a vote of at least two thirds of the number of Participants present at an ordinary or extraordinary Board meeting as specified in paragraph 44.

22. If the Chair resigns or is dismissed before the end of his/her term, the Deputy Chair will assume the Chair's position until the next meeting of the Governing Board, when an election will be held. Once elected, the new Chair will take on his/her responsibilities immediately.

23. If the Deputy Chair resigns or is dismissed before the end of his/her term, an election will be held at the next meeting of the Governing Board. Once elected, the new Deputy Chair will take on his/her responsibilities immediately.

24. If both Chair and Deputy Chair cease office at the same time, an election will be held under the conditions laid down for intersessional voting (Section VII).

#### **IV. Secretary**

25. The Executive Director shall act as Secretary to the Board.

26. The responsibilities of the Secretary are:

- i. Assist the Chair in planning the agenda for the Governing Board meetings
- ii. Record and manage the minutes of the Governing Board meetings
- iii. Keep information updated about names and contact information of the Representatives of Participants
- iv. Keep an accurate inventory of signed understandings and prolongations.
- v. Receive and assemble proxys from non-present representatives
- vi. Organize and oversee voting

#### **V. Meetings**

27. The Governing Board shall have two ordinary meetings per year. The first meeting will be held in the second quarter of the calendar year at which the Financial Report of the previous year shall be approved. The second meeting will be held in the last quarter of the calendar year, for the purpose of adopting the following year's budget and work program.

28. At least two months before each meeting of the Governing Board, notice of the time, place and purpose of the meeting shall be given to each Representative and to other persons or entities entitled or invited to attend the meeting.

29. More than 50 percent of the Participants have to be present in order to form a quorum necessary for the Governing Board to transact business. Attendance can be in person or via video or phone conference.

30. If the withdrawal of any Participant after the beginning of a meeting results in fewer than 50 percent of the Participants present, i.e. there is no longer a quorum; the Governing Board cannot transact business.

31. Non-attending Representatives who wish to vote on a specific issue may send a written proxy to the Chair at least two days before the meeting at which the issue will be voted on. Any votes received in this manner are counted as part of the necessary quorum for the specific issue.

32. The Executive Director shall attend the Governing Board meetings.

33. The Chair can approve the attendance of observers on prior application and under special circumstances. Such an application must be made no later than 48 hours before the start of the Board Meeting.

34. Notices of proposed changes to the Bylaws will be provided to the Representatives at least two months in advance of the meeting at which they will be considered.

35. Representatives can suggest items for the agenda no later than 4 weeks prior to the meeting.

36. The Chair will dispatch the agenda and all available supporting documents to the Representatives of the Participants at least two weeks before the meeting will take place.
37. At the beginning of each meeting, the Governing Board shall approve the agenda.
38. Items that need a decision by the Governing Board should be specified on the agenda.
39. Any member of the Governing Board may propose a resolution for decision.
40. At the beginning of each meeting, the Chair and Representatives shall declare any personal conflicts of interest.
41. The Governing Board shall ask Representatives with a personal conflict of interest on a matter being discussed to leave the meeting.
42. After hearing reports of the operation of the Secretariat, the Governing Board should convene in a brief closed session with only the Chair and the Representatives.
43. The Chair of the Governing Board meeting will ensure that the minutes of each meeting clearly describe the actions taken. The minutes should be approved by the minutes checkers before the following Governing Board meeting. The Chair will make his/her best efforts to ensure that the minutes and any resolutions adopted are distributed within 4 weeks after the meeting to each Representative and other meeting attendees.
44. Extraordinary meetings can be summoned by the Chair in consultation with the Governing Board or by written request from at least 25 percent of the total number of Participants. The date of such extraordinary meetings shall be agreed upon by at least two thirds of the number of Participants. Notice of such a meeting shall state the purpose(s) for which the meeting is summoned, and shall also indicate the name(s) of the person(s) calling the meeting. Agenda and supporting documentation will be supplied as specified in paragraph 36.

## **VI. Voting**

45. Decisions requiring voting can only be done when more than 50 percent of the Participants are able to submit their vote, either during the meeting or beforehand via proxy.
46. Unless otherwise stated, decisions require a simple majority.
47. Each Participant has a single vote, in accordance with paragraph 9.
48. Voting will be done openly unless a Representative requests a vote by ballot.
49. Decisions requiring voting will be done by yes-or-no count.
50. In the event of a tie vote, the vote of the Chair of the Governing Board shall prevail.
51. Normally resolutions will require a YES/NO answer. If more than two options are presented, voting will proceed in a number of rounds of voting. At each round the option with the least number of votes is eliminated until one option acquires a simple majority.
52. An absent Participant may cast their vote by proxy. The proxy shall be sent to the Chair and to the Secretary of the Board before the meeting at which voting is to take place.
53. Participants abstaining will be considered as casting a blank vote.

54. The Governing Board should strive to reach consensus between the Participants whenever possible.

## **VII. Intersessional Decision making**

55. In exceptional circumstances, the Governing Board may make intersessional decisions consistent with the scope of their responsibilities.

56. In such circumstances the Governing Board may make use of electronic (e-mail) or web based processes or other appropriate means of communication for decision making between meetings.

57. Votes shall be signed and submitted as hard copy by mail, or submitted by email as a scanned document.

58. Approval to carry out an intersessional vote is required from at least two thirds of the Participants within one week, which will be determined by appropriate means of communication.

59. In very exceptional circumstances that require fast action, the Chair and the Executive Director can, if in agreement, make decisions on matters that may seriously affect the works or operations of INCF if they are delayed for consideration until the next Governing Board meeting.

60. The Governing Board shall be kept informed about any such decisions as soon as possible and the decision should be an item on the agenda to be approved afterwards at the next meeting of the Governing Board.

61. Decisions by the Governing Board cannot be countermanded through operation of the procedure for decision making described in paragraph 59.

## **VIII. Subcommittees and Other Subsidiary Bodies**

62. The Governing Board may establish and assign responsibilities to Subcommittees and other subsidiary bodies as it may require.

63. A Subcommittee is formed by a decision at a Governing Board meeting with membership nominated and voted upon by the Governing Board.

64. The Governing Board will set or approve the terms of reference, guidelines, rules of procedure, rules of review and budgets for these Subcommittees and other subsidiary bodies.

65. When a Subcommittee or other subsidiary body has completed its task it shall be dissolved through a formal decision of the Governing Board.

66. Chairs of Subcommittees will be appointed by the Governing Board. Subcommittee Chairs shall serve for an initial period of no longer than two years and can be reappointed.

## **IX. Applying for External Funding**

67. INCF priorities and directions are based solely on the collective benefit of science and research, with global brokerage being an important function of INCF.

68. The INCF is expected to seek funding in addition to the contributions made by Participants. This funding shall be in accordance with the mission of the INCF (defined in the Background) and shall not compromise the independence or impartiality of the organization.

69. Any decision to apply for funding on behalf of the INCF is subject to the approval of the Governing Board.

70. In any application for research funding that the Chair, Deputy Chair, or any member of the Governing Board may make in a personal capacity, they are not allowed to submit them in the name of INCF.

## **X. Amendment of Bylaws**

71. The Governing Board may amend these Bylaws at any time by a vote of at least two thirds of the number of Participants. Such amendments, if approved, shall become effective two weeks after the Chair of the Governing Board has notified all Participants of the approved changes. Notices of proposed changes to the Bylaws shall be provided to Participants in the same manner as described in paragraph 34.

## **Appendix**

- a. All dates and times referred to in this document apply to the time zone of the Host country
- b. All deadlines refer to the midnight following the indicated time period

### *These Bylaws were*

- *adopted at a meeting of the INCF Governing Board on 17 April, 2012*
- *amended at a meeting of the INCF Governing Board on 11 April, 2014*
- *amended at a meeting of the INCF Governing Board on 6 May, 2020*