



**Alzheimer's Disease
International**

The global voice on dementia

**Alzheimer's Disease International:
The International Federation of Alzheimer's Disease and Related
Disorders Societies, Inc.**

Bylaws

As adopted at the Council Meeting September 1998 and subsequently amended in March 1999, October 2002, December 2005, April 2008, March 2009, December 2009, March 2011, March 2012, April 2015, April 2017, July 2018, June 2019, June 2022 and April 2024.

ARTICLE 1

NAME

The name of this corporation is "Alzheimer's Disease International: The International Federation of Alzheimer's Disease and Related Disorders Societies, Inc." (called ADI in these bylaws).

ARTICLE 2

STATUS AND HEADQUARTERS

2.1. Status

ADI is a non-profit, non-stock, non-political, non-sectarian corporation, incorporated in accordance with the laws of the State of Illinois, United States of America.

2.2. Registered Office and Registered Agent

ADI shall have and continuously maintain in the State of Illinois a registered office and a registered agent as required by the Illinois Not-For-Profit Corporation Act (the "Act"). ADI may maintain administrative offices elsewhere in the world.

ARTICLE 3

PURPOSES

ADI is a worldwide organisation composed of the national Alzheimer organisations of member nations, and is organised exclusively for charitable, educational and scientific purposes, which purposes include:

- The advancement world-wide of the well being of persons with Alzheimer's disease and related disorders, their families and caregivers. The term "Alzheimer's disease" is throughout intended to encompass the disease itself, other forms of dementia and related disorders.
- The provision of a worldwide forum for the discussion of the problems of Alzheimer's disease.
- The fostering of the development of voluntary associations and societies concerned with:
 - i. care and treatment of people with Alzheimer's disease, and
 - ii. offering advice and support of people with Alzheimer's disease, their families and caregivers.

- The facilitation and promotion of co-operation among international organisations serving and related to the field of ageing.
- The stimulation, support and encouragement of scientific research into causes, improved diagnosis, therapy, cures for and prevention of Alzheimer's disease and related disorders.
- The collection and dissemination of scientific and educational information related to Alzheimer's disease and related disorders.
- Encouraging the publication and promotion of public information and awareness programmes in the various countries in which members operate; the encouragement of the sharing and disseminating of such public information and awareness programmes in co-operation with various international health organisations.
- Educating and informing lay and professional people, interested agencies and groups.

ARTICLE 4

MEMBERSHIP

4.1. ADI shall have one class of membership.

4.1.1. Members

Members shall be such Alzheimer's disease organisations as, in the opinion of council, most nearly represent the national interests of each country. A country will be represented by one member, unless there exist, in the opinion of council, exceptional geo-political or historical circumstances such that multiple members are necessary to represent the interests of a country. Each member will be entitled to one vote.

4.1.2. If council is satisfied that a member no longer qualifies under 4.1.1. above it may end that organisation's membership.

4.1.3. Applications for Membership

Applications for membership shall be made by formal application containing such information as council may direct from time to time and shall be granted subject to approval by the elected board and council for compliance with the council's criteria for membership policy.

4.2. Membership Fees

Membership fees shall be recommended and fixed by the elected board for the following year.

Membership fees are payable on July 31st each year. If any member has not paid the membership fees for the current year beginning on July 1st by the formal opening of ADI's international conference for that year, or by March 1st of that year (whichever is the earlier), the right of any such defaulting member to vote by delegate or proxy at meetings of council shall be suspended (unless council otherwise resolves). Suspension shall cease if arrears of membership fees are paid on or before June 30th in that year. Unless council resolves to the contrary, any member remaining in arrears for more than one year shall cease to be a member of ADI.

Members experiencing exceptional financial hardship may request a reduction to the fee fixed by the elected board. The elected board will decide whether to allow a reduced payment for that member and what the reduced payment amount should be. If the reduced amount is paid, the member shall be considered to have paid their fee for the year.

4.3. Communication with Members

All members shall notify the secretariat of the postal address to which they wish formal communications to be sent. They shall also notify the secretariat of any electronic or other address they wish to use. Such addresses shall be recorded at the secretariat of ADI. All formal communications to a member's recorded address shall be deemed to have been received at the appropriate time.

ARTICLE 5

THE COUNCIL

5.1. General Powers

The council is the assembly of ADI.

5.2. Members of the Council

The council shall consist of the delegates of members, honorary vice presidents, the president and the members of the elected board.

5.3. Delegates

- 5.3.1.** Each member shall nominate a delegate to attend and vote at each council meeting. The names of nominated delegates shall be submitted in writing to the chair before the start of the meeting, signed by an authorised person on behalf of a member. There shall be no restriction on the choice of delegate by a member.

5.3.2. Voting

At all meetings of the council, each member shall be entitled to one vote on each matter presented to the members for a vote. Subject to Article 4, votes of a member shall be cast only by its delegate. A member not authorising a delegate may vote by proxy. Members of the elected board, the president and honorary vice presidents shall only be entitled to vote if they are also the authorised delegate.

5.3.3. If a delegate is unable to continue to attend a council meeting the member concerned may appoint a substitute who shall notify the chair before taking part in the meeting.

5.3.4. The chair shall permit a reasonable number of authorised representatives of members and other persons to attend meetings of council as observers with a reasonable right to be heard but not to vote.

5.4. Meetings

5.4.1. Regular Meetings

A regular meeting of the council for the election of officers and members of the elected board, for the review of activities since the preceding meeting and formulation of policies of ADI, and acting on such other matters as may properly come before the council, shall be held at least annually.

5.4.2. Special Meetings

Special meetings of the council shall be called upon written request to the chief executive officer, by the chair, or by one-fifth of the voting members, or by a duly adopted resolution of the elected board.

5.4.3. Online Meetings

Where it is not practical to hold a regular or special meeting in person, the elected board may resolve to hold an online meeting or meetings in which council or board members, or a committee thereof, may participate and act through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other as provided by the applicable provisions of the Illinois Not For Profit Corporation Act. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating. The elected board shall approve an appropriate teleconference service and communicate to members details of how to participate with the notice of the meeting. The elected board may approve an appropriate online voting service for use in conjunction with the meeting (subject to having a quorum as defined in 5.5) or the procedure in 5.7 may be used following discussion in an online meeting (or multiple online meetings, which need not be quorate if there is no voting).

5.4.4. Notice of Meetings

Written notice stating the place, date, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be sent, so as to arrive not less than thirty (30) days nor more than sixty (60) days before the date of the meeting, by the chief executive officer, to all members at their recorded addresses. Non-receipt of any such notice shall not invalidate the meeting or any adjournment of it or any proceedings at it.

5.5. Quorum

At any meeting of the council, 50% of the delegates of members with the right to vote (excluding those whose voting rights are suspended under 4.2) or their proxies shall constitute a quorum. 33% of the delegates of members with the right to vote must be attending in person or for an Online Meeting able to hear and be heard. All motions before the council other than those dealing with amendments to the articles of incorporation, dissolution of ADI, or termination of membership (which motions shall require a two thirds majority), may be adopted by a simple majority of votes present and properly cast.

5.6. Proxies

Members of council shall have the right to appoint in writing the chair or any other member of council to vote on their behalf. Any such proxy shall be in a form prescribed by council and shall be signed by an authorised person on behalf of a member. Proxies shall only be valid if delivered to the chief executive officer or the chair before the meeting starts. No proxy shall be valid for more than eleven months after the date of signature.

5.7. Procedure for decisions outside of meetings

- 5.7.1.** The chair may consult the council electronically on topics which would require a vote in order to be authorised.
- 5.7.2.** The topic(s) needing a vote shall be circulated to every member at its registered address stating the precise issues in question and a clearly laid out choice of options. Fourteen days should be allowed for receipt and consideration.
- 5.7.3.** Seven days should then be allowed for members to vote electronically through an appropriate online system approved by the elected board. If sufficient responses are not received within seven days, the chair may extend the voting period by a further seven days.
- 5.7.4.** At least 50% of delegates with the right to vote (excluding those whose voting rights are suspended under 4.2) must respond for a vote to be valid. The

proportion of received votes required for a decision shall be the same as for an in-person meeting.

- 5.7.5.** With the agreement of council, this procedure may also be used to conduct elections for board and committee members.

5.8. Minutes

Minutes of meetings of council shall be taken by a person nominated by the chair who shall approve the minutes and direct that they be circulated to members of council.

5.9. Compensation

No council member, elected board member, nor any member of any other committee shall receive, directly or indirectly, any salary, compensation or emolument from ADI, except that expenses incurred by a member or delegate or member of a committee may be reimbursed according to a policy or policies adopted from time to time by resolution of the elected board.

ARTICLE 6

STANDING COMMITTEES

6.1. General

- 6.1.1.** There shall be two standing committees, namely the elected board and the nominations committee.
- 6.1.2.** Only members of the relevant standing committee and ADI support staff shall be entitled to attend meetings. The chair of the relevant committee shall have the right to invite other persons to attend and speak but without the right to vote.
- 6.1.3.** The elected board may also each create and dissolve such committees, sub-committees, panels and working parties on such terms and for such purposes as may seem appropriate.

6.2. The Elected Board

6.2.1. Powers

Subject to policies determined by the council, the property and business of ADI shall be managed by the elected board, which shall also direct the affairs of ADI between sessions of the council.

The elected board shall consider and make recommendations concerning the finances of ADI. The elected board shall retain an independent firm of accountants authorised by law to audit the books and records of ADI

annually, or at such other interval not exceeding fifteen months as the elected board shall determine. The report of the audit shall be directed to and received by the elected board. After receiving such report, the board, shall after its review, prepare a report thereof for council. The elected board also shall prepare and approve a projected budget for each fiscal year.

The elected board may exercise all such powers of ADI and do all such lawful acts and things as are not by law or by the articles of incorporation or by these bylaws otherwise reserved to the voting members. Specifically, the elected board shall have, and may exercise all authority of the council except that the elected board may not:

- Adopt a plan for the distribution of the assets of the corporation, or for dissolution.
- Approve or recommend to members any act that the statute requires be approved by members.
- Fill vacancies on the elected board or any of its committees.
- Adopt, amend or repeal the bylaws or articles of incorporation.
- Adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorise the sale, lease, exchange or mortgage of all or substantially all the property or assets of the corporation.
- Amend, alter, repeal or take action inconsistent with any resolution or action of the council when the resolution or action of the council provides by its terms that it shall not be amended, altered or repealed by action of a committee.

6.2.2. Members

The members of the elected board shall be:

1. The chair
2. The vice chair
3. The treasurer
4. The chair of the medical and scientific advisory panel
5. A person with Alzheimer's disease or another form of dementia. This person must undertake the roles and responsibilities of a Board member themselves, but may be accompanied at meetings by an accompanying person. Such an accompanying person would not be a Board member, would have no right to speak or vote at meetings, and would not count towards a quorum.

6. A maximum of six persons elected by council. Council shall, as far as possible, elect a board to give a broad spread of representation throughout the world. In doing so council shall, as far as possible, take into account the professional skills and personal experience of persons suitable for election. Before council is asked to consider any candidate, the approval of the candidate's national chair shall be obtained.
7. Such other persons as the elected board may co-opt until the next following meeting of members, with the right to speak but not to vote. A co-opted person shall not count towards a quorum.

6.2.3. Term

The members listed 1-3 above shall continue as members so long as they hold their respective offices.

Members defined in 4, 5 and 6 above shall be elected for three years and shall be eligible for election for one further three year term. An individual will not be eligible for election to these positions if a three year term would extend the total period they serve on the board beyond six years, regardless of any gaps. Terms shall commence at the conclusion of the formal business of the meeting at which members are elected.

6.2.4. Election

6.2.4.1. Election of the elected board shall be made by vote of the council.

6.2.4.2. Each voting delegate and proxy shall have one vote for each vacancy, and the candidate(s) with the highest number of votes cast for them shall be elected.

6.2.4.3. In the event of two or more candidates receiving the same number of votes (where that number would elect them to a position), the chair of ADI (or chair of the meeting if the chair is not present) shall make a casting vote, after consultation with officers who are present.

6.2.5. Meetings, Notice and Quorums

6.2.5.1. Regular Meetings

The elected board shall hold a regular annual meeting at a time and place specified in the notice thereof.

6.2.5.2. Special Meetings

Special meetings of the elected board shall be held upon the receipt by the chief executive officer of a written request for such a meeting, signed by the chair or by not less than one half of the members of the elected board.

6.2.5.3. Notice

Each member of the elected board shall receive written notice of each elected board meeting at least thirty (30) days prior to such meeting. Notice of meetings shall state the time, place, and for special meetings, the agenda to be considered at the meeting. Non-receipt of notice of meetings shall not invalidate the meeting or proceedings thereat.

6.2.5.4. Quorum

At all meetings of the elected board, a majority shall constitute a quorum for the transaction of business and each member of the board, except the chair, shall be entitled to one vote. The chair of the board may vote only in order to resolve a tied vote.

6.2.5.5. Other Attendees

The chair may invite other persons without the right to vote to attend a particular meeting of the elected board.

6.2.6. Rules and Regulations

The elected board may from time to time recommend for adoption by Council such rules and regulations as it may deem advisable to carry out the business of ADI.

6.2.7. Removal

Any member of the elected board may be removed by the council with or without cause in its discretion, upon the vote of seventy-five percent (75%) of the members. Such vote shall be taken only after the member(s) to be removed shall have (a) received at least thirty (30) days written notice of (i) the time and place of the meeting at which the vote is proposed to be taken and (ii) the stated reasons, if any, for the proposed action, and (b) had an opportunity to be heard by the council, in person or in writing, as the member(s) shall choose.

6.2.8. Business Without Meeting In Person

6.2.8.1. Business (voting) of the elected board may also be conducted by telephone or video conference, mail, fax or email.

6.2.8.2. Business may only be conducted without a face-to-face meeting provided that:

- Every board member is provided with the means to participate in any decision
- Reasonable steps are taken to verify the identity of all individuals participating

- Fourteen days' notice shall be given in advance of any voting carried out by telephone or video conference. Members of the board shall have at least fourteen days to respond for any voting conducted by mail, fax or email.

6.2.8.3. A quorum for voting without a meeting in person shall be defined as for a regular meeting. Any board member not participating or responding by the given deadline shall be considered absent.

6.2.8.4. Every member of the board shall be promptly notified in writing of any decision taken without a meeting in person.

6.2.8.5. It shall be the duty of every member of the elected board to notify the secretariat of their email address and mailing address, either of which may be used to give written notices.

6.3. Nominations Committee

6.3.1. The purpose of the nominations committee is to assist council by seeking suitable persons to serve as officers and members of committees. The nominations committee shall consider such persons and prepare a short list showing which persons appear most suited to the various vacancies having regard to their experiences, qualifications and likely value to ADI. The nominations committee may, as appropriate, recommend only sufficient persons to fill particular vacancies or, if it thinks there are more suitable persons of equal merit than vacancies for any position, it may leave the final decision to council. In making its recommendations the nominations committee shall attempt to achieve such broad spread of representation throughout the world as may be consistent with quality and suitability of individuals.

6.3.2. Members and meetings

6.3.2.1 The nominations committee shall consist of eight persons who shall be elected by council for four years and shall be eligible for election for one further four year term.

6.3.2.2 In considering persons for election to the nominations committee, council shall try to ensure a fair spread throughout the world, taking into account available professional and personal skills and experience and the interests of carers.

6.3.2.3 No more than two of the six elected committee members may be members of the elected board.

6.3.2.4 The chair of ADI shall be an additional ex officio member, with a vote.

6.3.2.5 The nominations committee shall elect their own chair, who may not be a member of the elected board, who shall be responsible for ensuring that the functions of the nominations committee are fulfilled.

- 6.3.2.6** The committee may co-opt a maximum of three additional persons onto the committee with the right to speak but not to vote. A co-opted person shall not count towards a quorum. Co-opted members shall be part of the committee until the next Council meeting. An individual may be co-opted for a maximum of two years.
- 6.3.3.** Not less than twenty weeks before an annual meeting the chair of the nominations committee shall circulate to every member a statement showing the anticipated vacancies and a summary of its policy for such vacancies. Members shall be invited to submit names of suitable people, together with their consent in writing and a statement as to the reasons for submitting such names. Nominations received without supporting documents will be invalid. Such submissions, consents and statements shall only be accepted if lodged with the secretariat not less than eleven weeks before the next council meeting. The chair of ADI shall be the only person with power to accept delivery of such documents after the deadline and then only in exceptional circumstances.
- 6.3.4.** Not less than 30 days before an annual meeting the chair of the nominations committee shall circulate to every member the names of suggested persons together with the statement referred to in 6.4.3.
- 6.3.5.** The nominations committee shall not be restricted to considering only names submitted by members but may also invite any suitable person who is in sympathy with the aims of ADI to apply for consideration and to lodge a personal statement.
- 6.3.6.** The nominations committee shall also consider any person reaching the end of a term and eligible for a further term in the same position, if they are willing to apply and lodge a personal statement.
- 6.3.7.** The nominations committee may conduct its deliberations in any way it chooses whether in person or by using any form of electronic or written communication.

6.4. Medical and Scientific Advisory Panel

The panel will act in an advisory capacity to the members of ADI in all matters medical and scientific relating to Alzheimer's disease and the other dementias, as the elected board and council shall direct. The chair of this panel will be responsible for selecting medical and scientific experts to join the panel and for the procedure of the panel. The chair of the medical and scientific advisory panel shall be elected by Council.

ARTICLE 7

OFFICERS

7.1. The officers of ADI shall be the:

- Chair
- Vice Chair
- Treasurer

The elected board may appoint such other subordinate officers as it may require.

7.3. Terms of Officers

The chair, the vice chair and treasurer shall be elected for a three (3) year term by the council. Each officer shall be elected to serve until his or her successor shall be elected or appointed. Terms shall commence at the conclusion of the formal business of the meeting at which the officer is elected. The chair shall be elected by the council in the year before a vacancy is expected to arise. The chair elect shall be entitled to attend and speak (but not to vote) at meetings of the elected board between their election and their term commencing at the conclusion of the subsequent council meeting. If a vacancy for chair arises within a year, a new chair shall be elected by council and their term shall commence at the conclusion of the meeting at which they are elected.

The officers shall serve for a period of three (3) years and thereafter may be re-elected by the council for the same post for a further three (3) year term. The officers shall serve for a maximum of two terms. An individual will not be eligible for election as an officer if a three year term would extend the total period they serve on the elected board beyond nine years, regardless of any gaps. (For clarification purposes, this means that an individual could serve a maximum of 9 years. For example, as a member for 3 years and an officer for a further 6 years or 6 years as a member and 3 years as an officer. However, no one could serve either as a member or an officer for a 9 year period.)

7.4. Chair

The chair (or in his or her absence, the vice chair) shall preside at all meetings of the council and elected board at which he or she is present. The chair shall be ex-officio a member of all committees, shall oversee the general and active management and business of ADI and shall ensure that all orders and resolutions of the elected board are carried into effect. The chair may execute with any other officer authorised by the council, any deeds, mortgages, contracts, or other instruments which the council may

have authorised to be executed except in cases where the signing and execution thereof shall be expressly delegated by the council or by these bylaws or by the articles of incorporation or by law to some other officer or agent of the council.

If the chair shall be incapacitated or unable to act, the vice chair shall carry out the duties of chair until the chair is able to resume or the council decides otherwise.

In the event that the chair or vice chair are unable to preside at any meeting, the meeting shall elect a chair to preside over that meeting on that occasion only.

7.5. Vice Chair

Council shall elect one vice chair. In the absence of the chair, the vice chair or any other officer shall perform all the duties of the chair and when so acting shall have the powers of the chair. The chair or elected board may assign such other duties to the vice chair as may be appropriate.

7.6. Treasurer

The treasurer shall have charge and custody and be responsible for all funds and shall deposit such funds in the name of ADI in such banks and/or trust companies as the elected board shall from time to time direct. The treasurer shall render a statement of the condition of the finances of ADI to the elected board and the council at all regular meetings thereof, and in general shall perform such other duties as the elected board may establish. In addition, the treasurer shall perform such other duties as may from time to time be assigned by the chair or the elected board.

7.7. Dismissal

Any officer elected or appointed by the council may be removed by 75% of the members if, in their opinion, the best interests of ADI would thereby be served. Any such person shall be notified of the grounds for concern and shall be entitled to address or circulate their comments to the members.

7.8. Vacancies

If any officer dies, resigns, is removed or disqualified or otherwise, the elected board may appoint another person to fill the vacancy until the next council meeting.

ARTICLE 8

RESPONSIBILITIES

Members of standing committees and delegates on council shall:

- act honestly and in good faith and in the best interests of ADI;
- feel free to express their views and to gain support, but place primary importance upon the international perspective of any issue considered by council, in view of ADI's purpose, as outlined in Article 3.
- exercise the care, diligence and skill of a reasonably prudent person, in exercising his or her powers and in performing his or her functions as a member of a standing committee or of council.

ARTICLE 9

PRESIDENT AND HONORARY VICE PRESIDENTS

9.1 President

Upon the recommendation of the elected board, the council may elect a suitable person to the honorary position of president for a term of three (3) years and thereafter may be re-elected.

The president shall, as far as possible, promote the interests of ADI and those whom it seeks to help and may represent ADI on significant occasions. The president shall be a non-voting member of council but shall not be required to attend unless by special request or if he or she wishes to do so. The president shall have the right to attend meetings of the elected board as a non-voting observer.

9.2 Honorary vice presidents

Upon the recommendation of the elected board, the council may elect to the title honorary vice president one or more persons who have rendered distinguished service to ADI. An honorary vice president shall be a lifetime non-voting member of the council.

ARTICLE 10

THE CHIEF EXECUTIVE OFFICER

The elected board may appoint, on such terms as it thinks proper, a chief executive officer (CEO) who shall be responsible for all the administrative work of ADI. The chief executive officer shall work closely with the chair to provide a service for all members of ADI in the provision and dissemination of

information and advice, the organisation of meetings and conferences and such other administrative work as will enable ADI to achieve its objectives in the most efficient and effective way. The chief executive officer may be assisted by paid or unpaid staff subject to the directions and policies of the elected board.

ARTICLE 11

CONTRACTS, CHECKS OR OTHER EVIDENCES OF INDEBTEDNESS

11.1. Contracts

No person shall have authority to bind or commit ADI in any way except as may be authorised by the elected board and subject to the terms and limitations of any such authority.

11.2. Checks, Drafts, Etc.

The treasurer and the finance committee shall maintain one or more accounts in the name of ADI with substantial and reputable banks or other financial institutions. All receipts of money in any form shall be forthwith paid into an ADI account. No money shall be withdrawn except in accordance with the directions and policy of the finance committee. The treasurer shall take such steps as he or she thinks fit to ensure that the finances of ADI are properly and honestly managed, including inspections without warning.

ARTICLE 12

FINANCES

12.1. Acceptance of Donations

Within the limits laid down by its purposes and policies, ADI, through its officers and committees, may acquire, own, transfer and administer any real or personal property. ADI may accept: (a) unrestricted contributions and assistance in any form and (b) as agent, or trustee, funds or property in trust or earmarked for particular use provided that such use is within the general scope of ADI's activities, purposes, policies and powers.

12.2. Debts

ADI is solely responsible for all its transactions and engagements. Members are not liable for any further payments apart from the annual membership fees.

12.3. Compensation and Conflicts of Interest

Except as may be specifically provided from time to time by resolution of the elected board, no delegate, committee member or officer of ADI, shall receive, directly or indirectly, any salary, fee, payment, honorarium, emolument, or other compensation or thing of value of any kind from ADI, other organisation, or other party, as a result of such delegate, committee member or officer's position in or affiliation with ADI.

No member, delegate, committee member or officer of ADI whether paid or unpaid shall:

- engage in any course of conduct which will result in a conflict of interest or potential conflict of interest with ADI or
- take any public position inimical to the interests of ADI.
- commit ADI to any liability without prior express written approval of the elected board of ADI.

12.4. Claims Against Assets

No member shall have access to, or any claims upon, the assets of ADI.

ARTICLE 13

FISCAL YEAR

The fiscal year of Alzheimer's Disease International shall end on June 30th of each year.

ARTICLE 14

WAIVER OF NOTICE

Notwithstanding any requirement under these bylaws or of the laws of the State of Illinois, any requirements concerning the calling or conduct of meetings may be waived if all persons concerned (or, if appropriate, the authorised delegate) agree in writing.

ARTICLE 15

AMENDMENTS

The council may amend, alter or repeal these bylaws, and new bylaws may be adopted at any meeting of the council by an affirmative vote of a two-thirds majority of its members, or, in the absence of a meeting, by a majority

vote of its members mailed to the chief executive officer and received by the chief executive officer within seventy-five (75) days of the date when a ballot is mailed to such members by the chief executive officer. The text of each proposed amendment to the bylaws shall be mailed to each council member not less than thirty (30) days prior to the meeting at which such amendments are to be considered and voted upon. All such amendments shall be notified to the voting members as soon as possible after their adoption.

ARTICLE 16

OFFICIAL LANGUAGE

The official language of Alzheimer's Disease International shall be English. All meetings of the ADI council, elected board, and other committees that shall have cause to meet, shall be conducted in English.

Reports of such meetings, and all information and educational materials produced and published by Alzheimer's Disease International shall be rendered in English. In keeping with the purposes of Alzheimer's Disease International, it may from time to time be deemed desirable to publish selected informational or educational items in other languages for public distribution.