

Information about how some important choices have been made

1 Historical context

At the EBEA General Assembly and BEMS Annual Business Meeting in Asilomar in June 2015 it was agreed to set up an ad hoc joint EBEA/BEMS committee to investigate possible scenarios for merging the Societies, and to report back at the GA and ABM in Ghent in 2016. Both Societies have undertaken member surveys to establish views on merger issues; the survey results informed the work of the ad hoc group. A vote has been executed by members of both societies in July 2019, resulting in an agreement to merge. Then the process of merging was started, and articles of association and by-laws for the new society have been investigated and are now proposed by the merging committee to the members of EBEA and BEMS.

2 Purpose of this document

The purpose of this document is to explain some of the choices that have been made for the new society. All choices are the result of a consensus within the merging committee that was composed of Phil Chadwick, Guangdi Chen, Niels Kuster, Isabelle Lagroye, Alexandre Legros, Micaela Liberti, Luc Martens, Rich Nuccitelli, René de Seze, Marnus Van Wyk.

3 Basic principles for setting up the new society

The following principles were agreed at the start of defining the new society

- Structure of the society shall match to the scale of the organization which is and will be small (200 to << 500 members)
- An organization standing out by acting “from members for members” with
 - o Lightweight structure and minimal number of procedures
 - o Little overhead and reporting
 - o Minimal cost and member fees
 - o Straightforward articles of Association and Bylaws that are understandable by non-lawyers
 - o Sustainability is the goal (assets should be used for the benefit of the members)
- The society should offer
 - o A platform of research exchange and a network of expertise/stakeholders through Annual scientific meetings (rotation between regions to be defined)
 - o Education power through educational activities
 - o Scientific reporting and publication platform through a high-quality journal

4 The name of the society

Different proposals were considered. A lot of names were proposed by members

Two important criteria have been considered:

- The name should not be confused with the name of other organisations in the same field of EBEM-BEMS research fields
- A .org domain name should be available

Finally, we selected BioEM as this name fulfilled both criteria.

The BioEM meetings will now be the scientific meetings of the BioEM society

5 The location of the headquarters of the society

The selection of the location was based on the following criteria:

- The country of incorporation should allow for simple Articles of association and Bylaws.
- There is no requirement that one or more board members have the nationality of the country of incorporation
- No requirement with respect to the treasurer's nationality and the nationality and the location of the board members that can sign for bank transactions.

USA, Canada, Switzerland and Belgium were investigated as candidates. USA and Canada could not fulfil the second and third requirement.

Only Belgium and Switzerland could fulfil the second and third requirement. The Swiss law allows the simplest articles of association and bylaws. Moreover, there was already precedent experience with Swiss law through EBEM articles of association and bylaws. And Switzerland is a neutral and stable country.

Therefore, the final selection as the country of incorporation was Switzerland.

6 Journal

It is proposed to keep Bioelectromagnetics as the Journal of the BioEM Society

7 Awards

It has not been considered to remove or change the present awards of the societies, which implicitly means that the d'Arsonval Award, the Chiabrera Award and the Young Scientist Arthur Pilla's Award will be maintained in the BioEM Society. It will then be to the Board of BioEM to hold further the lead for these awards.

8 What are the proposed documents?

There are two essential documents:

1. Articles of Association
2. Bylaws

The difference between articles of association and bylaws, simply put, is that Articles of Association are the official formation documents of the society that will be filed with the state where the society is incorporated. The bylaws, on the other hand, are a set of internal documents for members that outline how the society should be run.

Articles of Association will be principally not changed during the lifetime of the society. On the other hand, Bylaws can be changed by the general assembly, although it is seldomly done.

Another document that is being developed but not yet available is the operational manual. It will define very practical procedures to be followed by the board members.

9 Board of the society

9.1 Composition of the board and terms

BioEM is a not-for-profit organisation that does not have shareholders but members. Every year the members hold their General Assembly meeting. This General Assembly meeting appoints the board members.

Four officers are defined. These are board members with one of the following roles:

- President
- President-Elect
- Secretary
- Treasurer

The Board appoints the role of the Secretary and Treasurer to two of its members. These roles are not appointed through elections.

On the other hand, the President and the President-Elect are elected by the members. In the first election (start of the association), the President and President-Elect are elected. In the next elections, only the President-Elect is elected for the next term as the President-Elect of the ending term is automatically becoming the President for the next term.

The composition of the board is different from the current compositions of EBFA and BEMS societies.

- President
- President-elect

- 9 board members of which two are appointed to be Secretary and Treasurer

To lighten the board workload and get an election procedure every two years instead of every year, the terms have been defined differently than before: the board members hold office for two years, renewable once.

Two other important principles have been discussed and incorporated in the election procedure:

- To compose a first BioEM board which preserves expertise from the current EBEA council and BEMS board
 - o The first board will have two members of the current EBEA council and the current BEMS board.
- Not to completely renew a BioEM board for a following term (so to keep expertise in the BioEM board).
 - o Some of the board members will be eligible for a new term (see Board Election procedure).

The election procedure is explained in the next paragraph.

9.2 Board election procedure

This procedure is described in this document as this will be part of an operational manual that is in writing. But it is important for the members to understand how the board will be composed through elections by the members.

9.2.1 Procedure at start-up (1st run Elections)

1) Selection of the Nominating Committee

- The EBEA council appoints two (2) of its Council members that are not candidates
- The BEMS board appoints two (2) of its Board members that are not candidates
- An additional person who will act as the chairperson will be nominated by the two (2) presidents

2) Open board positions of BioEM

- a. President
- b. President-elect
- c. 9 other board members

3) How to fill these positions

- a. President, President elect and five (5) of the other board member positions will be filled by elections
- b. The other four (4) board member positions: two (2) will be appointed from the EBEA Council and two (2) from the BEMS Board. These 4 board members cannot be re-elected (so their term is only 2 years).

4) Number of candidates to be nominated by the nomination committee

- a. For President and President-elect: a slate with not less than two (2) candidates for each position
- b. For the five (5) board member positions: a slate with not less than seven (7) candidates

5) Procedure for obtaining the nominations

- a. At the General Assemblies of BEMS and EBEA societies and by email the Secretaries of BEMS and EBEA shall communicate with the Members to request the suggestion of the names of individuals for the slate and to explain the procedure for making nominations by petition.
- b. Additional nominations may be made by petition of ten (10) Full Members of the Society.
- c. All nominations should be sent to the chairperson of the Nominating Committee two (2) months before the elections.
- d. After the names that are recruited through the call for nominations are received but not enough candidates are received, the Nominating committee is requested to recruit additional names for the vacant positions.
- e. The Nominating Committee shall ask confirmation from each nominee his/her acceptance of candidacy.
- f. The Nomination Committee will send the final selection of names one (1) month before the elections to the manager of the electronic vote.

9.2.2 Procedure after start-up

Every two (2) years there is an election. The procedure is as follows:

- 1) Selection of the Nominating Committee
 - a. The Board will appoint three (3) of the Board members that cannot be re-elected.
 - b. The Nominating committee will start its activities at the General Assembly

- 2) Chairperson of the Nominating Committee
 - a. The Nominating Committee will appoint the chairperson of the Nominating Committee

- 3) Selection of the candidates for the vacant positions.
 - a. The vacant positions are: President-elect and nine (9) board members (President does not need to be elected as the President-elect becomes automatically the President)
 - The slate for the President-elect should always have a minimum of two (2) candidates.
 - The slate for the 9 board members should always have a minimum of eleven (11) candidates.
 - For the 2nd election (two (2) years after the start of the BioEM organization), only five (5) board members can be re-elected,

- for the following elections, four (4) up to nine (9) board members may have to be re-elected.
- b. At the General Assembly and by email during the BioEM conference the Secretary shall communicate with the Members to request the suggestion of the names of individuals for the slate and to explain the procedure for making nominations by petition.
- c. Additional nominations may be made by petition of ten (10) Full Members of the Society.
- d. All nominations should be sent to the Nominating Committee two (2) months before the elections.
- e. Once the names that are recruited through the call for nominations are received, members of the Nominating committee may add names for the vacant positions if not enough candidacies are received.
- f. The Nominating Committee shall ask confirmation from each nominee his/her acceptance of candidacy.
- g. The Nomination Committee will send the final selection of names one (1) month before the elections to the Election Committee.

|