

**BYLAWS OF THE MASSACHUSETTS NEUROPSYCHOLOGICAL SOCIETY, INC.**

[The articles herein were originally authored and approved by the Society in 1988 and amended and approved by the membership in May, 2006.]

**ARTICLE I**

**NAME, PRINCIPAL OFFICE, CORPORATE SEAL, PURPOSE AND FISCAL YEAR**

**Section 1. NAME**

The name of the Corporation shall be the Massachusetts Neuropsychological Society, Inc.

**Section 2. PRINCIPAL OFFICE**

The principal office of the Corporation shall be located at the place set forth in the Articles of Organization, or at such other place that the Board of Directors may designate.

**Section 3. CORPORATE SEAL**

The Board of Directors may adopt and alter a seal for the Corporation.

**Section 4. PURPOSE**

The purposes of this nonprofit corporation are as set forth in the Articles of the Organization, namely for educational, scientific, literary and charitable purposes, and in furtherance thereof, to promote research, service and education in neuropsychology. The purposes of the Corporation are furthered when communication is enhanced among those scientific disciplines that can contribute to a greater understanding of brain-behavior relationships, in general, and of neuropsychological disorders, in particular.

**Section 5. FISCAL YEAR**

The fiscal year shall begin on January 1 and end on December 31, unless otherwise designated by the Board of Directors.

**ARTICLE II  
MEMBERSHIP**

**Section 1. MEMBERS**

There shall be four classes of members: (1) Regular (2) Associate (3) Affiliate/Student and (4) Emeritus/Senior.

**A. Regular Members**

Regular members of this Corporation, who hold an earned doctorate in psychology, neuropsychology or related field, from a recognized university of college, or who have been granted a state or provincial license to practice psychology, and who are involved in teaching, research or clinical practice in the field of neuropsychology, are eligible to apply for regular membership. Persons whose behavior is unprofessional, unethical or criminal will not be considered for membership. [Moreover, their membership may be revoked for such behavior.

(See ARTICLE II, Section 5.)] Persons who meet these criteria and neither live nor work in Massachusetts may elect either regular or associate membership. Regular members shall be entitled to receive notice of, to attend and to vote at, all open meetings of the Corporation and shall be entitled to participate in activities open to members. Regular members shall have the power to vote in elections and hold office in the Corporation.

#### B. Associate Members

Persons interested in the Corporation's objectives, but who are not eligible for regular membership, or for affiliate membership, or who neither live nor work in Massachusetts, are eligible to apply for associate membership. Such persons shall show evidence of appropriate education and training and shall be involved in teaching, research, or clinical practice in neuropsychology or related fields. Associate members shall be entitled to receive notice of, to attend, and to vote at, all meetings of members of the Corporation and participate in the activities of the Corporation open to members. However, associate members shall have no power to vote in elections or hold office.

#### C. Affiliate/Student Members

Affiliate members of the corporation shall be students with an interest in neuropsychology, or who are enrolled in undergraduate or graduate programs in a recognized university or college, studying neuropsychology or related discipline.

#### D. Emeritus/Senior Members

Emeritus/Senior Members shall be those members who have reached the age of 65, who have been regular members of the Corporation in good standing for more than 10 years. They will have the same rights and privileges of the regular members, but will pay the same dues as associate members.

No qualification for membership shall discriminate on the basis of race, color, national origin, creed, religion, sex or sexual orientation.

### Section 2. ELECTIONS

Eligible persons shall be evaluated for membership by the membership committee, which is appointed by the Board. Any member may recommend individuals to the membership committee for consideration. The application submitted to the committee shall have the signature of two sponsors, who are members of the Corporation, in good standing. The committee shall be empowered to accept or reject applications for membership in cases that unambiguously qualify or disqualify a candidate for membership. [The committee may seek consultation from the Board when indicated. Ambiguous cases will be reviewed by the Board.] Applicants will be advised as to the action taken, as promptly as possible. Their membership will become official upon payment of dues.

Upon recommendation of the membership committee and approval of the Board of Directors, the requirements for any class of membership may be waived in cases where the applicant demonstrates unusual merit in neuropsychology or related field.

Upon recommendation of the membership committee, with the approval of the Board of Directors, applicants for any class of membership may be elected or promoted by a majority vote of the members present and voting at any Business or Annual meeting.

### Section 3. RECORDS

The membership chair shall keep records of the names and addresses and e-mail addresses of all members and their membership class. This list will be available to the President, Treasurer, Secretary and Administrative Assistant and to others, whom the Board deems appropriate.

### Section 4. DURATION

Each member shall hold membership as long as the member remains qualified for membership and continues to pay dues. Memberships and dues are renewed on a yearly basis at the beginning of the fiscal/calendar year. Membership may be terminated sooner by resignation or by revocation of membership (as indicated in Section 5 below). All memberships are non-transferrable.

### Section 5. EXPULSION

Any member may be expelled by a two thirds majority vote of the Board of Directors for any conduct, which, in the opinion of the Board, is contrary and opposed to the best interests of the Corporation or its members. Such action shall not be taken until the member has been given the opportunity to appear before the Board to answer the charges made against them. Expulsion shall be effective upon the (two thirds majority) vote of the Board. No expelled person may be considered again for membership, nor may an expulsion be revoked, except by a two thirds majority vote of the Board.

### Section 6. RESIGNATION

Any member of any class or the Corporation may, at any time, resign membership, by tendering a written notice to the President or Secretary of the Corporation. Such resignation shall be effective upon receipt.

## ARTICLE III MEMBERS' MEETINGS

### Section 1. PLACE OF MEETINGS

All meetings of the Corporation shall be held at the principal office of the Corporation, or at any other designated site, stated in the notice of the meeting.

### Section 2. ANNUAL MEETINGS

The annual meeting of the members of the Corporation for the transaction of business shall be held on the first Tuesday of June, or at any other time selected by the Board of Directors, subject to the requirements of the laws of this Commonwealth. The Board of Directors shall determine the program of the annual meeting. In the event that such a meeting is omitted by oversight, or otherwise not held, a special meeting shall be valid, as if transacted or held at the annual

meeting. Such subsequent meeting shall be called in the same manner as provided for special meetings.

### Section 3. SPECIAL MEETINGS

Special meetings of the members of the Corporation may be called by the Board of Directors, or when otherwise required by the laws of the Commonwealth.

### Section 4. NOTICE OF MEETINGS

Notice of the time and place of annual meetings shall be sent by e-mail, or a written notice shall be mailed to each member of the Corporation at his/her last known address, at least two weeks before the meeting. Notice of the time, place and purpose of any special meeting shall be sent in the same fashion. If any meeting is adjourned, no additional notice need be given of the reconvened meeting, if the time and place of the reconvened meeting is announced at the time of the adjournment. Any member may waive their right to receive a notice before or after the meeting.

### Section 5. CONDUCT OF THE MEETINGS

All motions at the annual meeting and other meetings shall require only a simple majority of those voting for passage except where a higher vote is required by these Bylaws or the laws of the Commonwealth.

### Section 6. PRESIDING AND RECORDING OFFICERS

Meetings of members shall be presided over by the President of the Corporation, or in his/her absence, by the President-Elect, or in both their absences, by a chairperson chosen at the meeting. The Secretary of the Corporation shall act as the secretary of the meeting, or in his/her absence, a secretary pro tempore shall be chosen at the meeting.

### Section 7. QUORUM

At any business meeting of the Corporation, the members present in good standing shall constitute a quorum for the transaction of business, which appears on the written agenda and has been sent to the membership at least two weeks prior to the meeting date. For the transaction of all other business at any business meeting of the Society, one tenth of the members in good standing at the time of the meeting must be present to constitute a quorum.

### Section 8. VOTING

Each member entitled to vote shall have one vote on any question.

### Section 9. PROXIES

Members may vote in person or by proxy. Proxies shall be filed with the Secretary before the vote. No proxy dated more than six months before the meeting named therein shall be valid and no proxy shall be valid after the final adjournment of such meeting. A proxy with respect to membership in the name of two or more persons shall be valid if executed by either of them, unless, prior to exercise of the proxy, the Secretary or President receives a specific written notice to the contrary from either one of them. A proxy purporting to be executed by, or on behalf of, a

member shall be deemed valid unless challenged at, or prior to, its exercise. The burden of proving invalidity shall rest upon the challenger.

#### Section 10. ACTION AT MEETINGS

When a quorum is present at any meeting, the vote or concurrence of a majority of the members present (or represented and entitled to vote) shall be required to decide any matter (or take any action), except to the extent that a greater proportion is required by these Bylaws or the laws of the Commonwealth.

#### Section 11. ACTION WITHOUT MEETINGS

Any action required or permitted to be taken at any meeting of the members may be taken without a formal meeting if all the members entitled to vote on the matter consent to the action in writing. The written consents are filed with the records of the meetings. Such consents shall be treated for all purposes as a vote at a meeting.

#### Section 12. TELEPHONE OR ELECTRONIC MEETINGS

A quorum of Directors may participate in a meeting by means of a conference call or other communication equipment, provided that all Directors participating can “hear” each other. Such participation shall constitute presence in person at such a meeting. All of the provisions of these Bylaws pertaining to meeting procedures shall apply at such meetings.

### ARTICLE IV OFFICERS

#### Section 1. ENUMERATION/ELECTED AND APPOINTED OFFICERS

The officers of the Corporation shall include a President, Past-President, President-Elect, Treasurer, Secretary, Director of Continuing Education, Membership Chair and two Student Representatives. The Director of CE and the Membership Chair shall be appointed by the Board from the four Member at Large positions.

#### Section 2. ELECTIONS

The President-Elect, Secretary, Treasurer, and four members at large shall be elected by written (mailed) ballot to be sent and counted prior to the annual meeting in June. The Secretary and Treasurer shall hold office for three years or until their successors have been duly elected. The President-Elect shall hold office for one year, or until a successor has been duly elected. Following his/her term of office the President shall remain in office for one year as Past-President. The Director of Continuing Education and the Membership Chair shall be appointed by a majority vote of the Board. The Student Representatives shall be elected by the student members (in good standing) and shall serve a term of one year, renewable for one additional year.

These officers shall assume office as the annual meeting in the year of election. Officers must be regular members of the Corporation.

#### Section 3. DUTIES/RESPONSIBILITIES

All officers are expected to attend all Board and Annual Meetings. If they are not available to attend a meeting they will inform the President or Secretary or other appropriate person.

A. President

The President (when present) shall preside at all meetings of the Corporation. The President shall have general executive charge and contro; for management of the affairs of the Corporation, subject to the general control of the Board of Directors. The President shall perform the dutes ordinarily incident to such office in similar corporations, and such other duties that the Board of Directors shall designate from time to time. The President, in consultation with the Board of Directors, shall appoint such committees as prescribed in Article VI of these Bylaws. The President shall convene Board Meetings as needed, but not less than four times/year.

B. President-Elect

The President-Elect shall perform the duties of the President in the absence or incapacity of the President. He/she shall perform such other functions as are delegated by the President.

C. Past-President

The Past-President shall serve as the chairperson of the Nominating Committee. He/she shall perform such other functions delegated by the President.

D. Secretary

The Secretary shall keep a record of the Membership (as provided by the Membership Chair in conjunction with the Treasurer and Administrative Assistant). The Secretary shall keep a record of the minutes of the meeting, which he/she shall share with the Board of Directors (after each meeting and before the subsequent meeting). The Secretary shall perform such duties ordinarily incident to the office and other duties that the Board of Directors designate from time to time. A temporary Secretary shall be chosen to perform these functions in the absence of the Secretary.

E. Treasurer

The Treasurer shall oversee the custody of all funds and property of the Corporation, shall direct disbursements as directed by the Board of Directors, shall oversee the keeping of adequate accounts, shall aid in the preparation of the annual budget, arrange for audits as necessary, make recommendations to the Board regarding the best ways to manage and invest the Society's monies, and communicate regularly (at least monthly) with the Membership Chair and Secretary re: on-line and other payments of dues.

F. Director of Continuing Education

The Director of Continuing Education shall present to the Board a list of possible speakers for the monthly seminars and for the Annual Meeting for the current year and with the Board's approval shall make the arrangements to secure the engagements. The Director of Continuing Education will apprise the Board of other educational opportunities that may be worthwhile for the membership. The Director of Continuing Education will make arrangements for continuing education credits for the membership and will communicate to the Treasurer and administrative assistant arrangements for accepting and processing payments for the seminars and the CEU's.

G. Membership Chair

The Membership Chair shall accept applications for membership from eligible persons.

When the necessary documents are completed, including sponsorship, the Membership Chair shall present those applications to the Board for approval. [Sponsors for the applicants are expected to be members in good standing of the Society.] The Membership Chair, in conjunction with the administrative assistant, will keep an up-to-date record of the entire membership and communicate any changes to the Secretary and the Treasurer.

#### H. Student Representatives

Student representatives shall perform all the duties ordinarily assumed by other Board members, and shall have other duties and privileges that the Board designates. Student representatives shall meet regularly with the Board and shall serve as voting members of the Board, having been granted those powers by the Board. Student Board Members shall, therefore, be considered part of a quorum. Duties of the student representatives shall be shared equally or distributed between the two students in consultation with the board and the students. The student representatives shall serve as a liaison between the Board and the other Affiliate/Student members and may act in a variety of capacities, including, but not limited to, the following:

1. Student representatives shall keep and be provided with an updated list of Affiliate/Student members. Student Board members will update contact information (including e-mail addresses) as changes are known. Student Board members will encourage new membership from their student contacts.
2. Student representatives shall be responsible for communicating the Corporation's activities to other Affiliate/Student members. Information sanctioned by the Board shall be conveyed through the Student Representatives to other Affiliate/Student members.
3. Student representatives shall serve to represent the interests of the Affiliate/Student members and communicate their needs to the Board of Directors.
4. Student representatives shall assist in the preparation of student-oriented activities sponsored by the Corporation.

#### Section 4. RESIGNATION

Officers shall submit their resignations in writing one month prior to their resignation date to the President or Secretary. Such resignation shall remain effective unless otherwise stated.

#### Section 5. VACANCIES

Vacancies occurring before the expiration of the term of any of the above officers shall be filled for the remainder of the term by the vote of the Board of Directors.

#### Section 6. RE-ELECTION

An officer who completes his or her term shall not be eligible to hold the same office within a period of two years.

### ARTICLE V BOARD OF DIRECTORS

#### Section 1. NUMBER

The Board of Directors shall be composed of four members at large, elected by the

membership, in addition to the Officers of the Corporation, including the President, Past President, President Elect, Secretary and Treasurer. The Membership Chair and Director of Continuing Education Chair, as well as Professional Affairs Committee Chair and other ad hoc committee chair, shall be appointed from the members at large. The two student representatives shall be elected by the student members.

#### Section 2. ELECTION

The Membership Chair, Director of Continuing Education and Professional Affairs Committee Chair shall be appointed by the Board from the member at large positions. The student representatives shall be elected by the Student/Affiliate members of the organization.

#### Section 3. RESIGNATION

Any Director may at any time resign their office by presenting his/her resignation one month prior to the date of his/her resignation in writing to the President or Secretary. Such resignation shall be effective unless otherwise stated.

#### Section 4. VACANCIES

Vacancies occurring before the expiration of the term shall be filled for the remainder of the term by the Board of Directors.

#### Section 5. ANNUAL MEETINGS

The Board of Directors shall have at least one meeting prior to the Annual Meeting. Members of the Board will be informed of meetings at least two weeks in advance, unless the Board Member has waived his/her right to receive notice.

#### Section 6. REGULAR MEETINGS

Regular meetings of the Board of Directors may be held when called by the president or requested by a majority of the Board members.

#### Section 7. SPECIAL MEETINGS

Special meeting of the Board of Directors may be held when called by the President or when requested by a majority of the Board of Directors.

#### Section 8. NOTICE OF SPECIAL MEETINGS

Notice of the time and place of special meetings shall be given by e-mail, verbal, telephone, fax, telegram or written notice mailed to each Board Member, at least three days before the meeting date. No notice is required if the Board members waiver notice in writing before or after the meeting. Such special meetings shall be held at such time and place as the notice thereof or waiver shall specify.

#### Section 9. QUORUM

At any regular meeting of the Board of Directors a quorum shall consist of six members of the Board.

[Continue Section 10 to Article VII: Dues.]

ARTICLE VII  
DUES

Annual Dues of members of the corporation shall be determined, upon the recommendation of the Board of Directors, by a majority vote of the Board of Directors. Members will be reminded of dues at least one month in advance (i.e., at least by December 1 for the January 1 due date).

[Keep Articles VIII-XII and thereafter.]

ATTACHMENT “A”

The tenets of Attachment “A” are included in Article II, MEMBERSHIP.

[Keep] ATTACHMENT “B”