

**BY-LAWS OF THE  
INTERNATIONAL NEUROPSYCHOLOGICAL SOCIETY, INC.**

**ARTICLE I**

**Name, Principal Office, Corporate Seal, Purpose and Fiscal Year**

Section 1. **Name.** The name of the Corporation shall be International Neuropsychological Society, Inc. The Corporation is sometimes referred to in this document as the “INS”.

Section 2. **Principal Office.** The principal office of the Corporation in the Commonwealth of Massachusetts shall initially be located at the address set forth in the Articles of Organization. The directors may change the location of the principal office of the Corporation in the Commonwealth of Massachusetts and establish such other office or offices as the directors may deem appropriate.

Section 3. **Corporate Seal.** The Board of Directors may adopt and alter a seal for the Corporation.

Section 4. **Purpose.** The purposes of the Corporation are set forth in the Articles of Organization, namely, for charitable, educational, scientific and literary purposes; and in furtherance thereof to promote research, service, and education in neuropsychology, and to enhance communication among those scientific disciplines which can contribute to the understanding of brain-behavior relationships and neuropsychological disorders in particular throughout the world.

Section 5. **Fiscal Year.** The fiscal year of the Corporation shall begin on January 1 and end on December 31, unless otherwise designated by the Board of Directors and certified to the Secretary of the Commonwealth.

**ARTICLE II**

**Membership**

Section 1. **Members.** There shall be two classes of members, Professional Members, and In-Training Members. Professional Members shall possess the exclusive power to vote in elections. All references in these by-laws to members shall refer to Professional Members.

*A Professional Member* is defined as any independent clinical practitioner, academic, or researcher who completed their professional degree (Doctoral degree, Master’s degree, or equivalent) that pertains to the practice of neuropsychology (e.g., psychology, neuropsychology, rehabilitation psychology, neuroscience, medicine, speech therapy, occupational therapy, physical therapy, etc.). Professional Members include Early

Career Members and Emeritus Members as defined in the Policies and Procedures Manual.

An *In- Training Member* is defined as any individual who meets EITHER one of the 2 criteria below:

a) Is currently actively pursuing a degree (Doctoral degree, Bachelor's degree, or equivalent) that pertains to the practice of neuropsychology (e.g., psychology, neuropsychology, rehabilitation psychology, neuroscience, medicine, speech therapy, occupational therapy, physical therapy, etc.) and has status as a matriculating student at an accredited institution of higher learning

b) Has completed one "stepping stone" degree and is planning to become a matriculating student in pursuit of a second degree that pertains to the practice of neuropsychology (e.g., psychology, neuropsychology, rehabilitation psychology, neuroscience, medicine, speech therapy, occupational therapy, physical therapy, etc.). There is a 3 year limit on option (b).

Honorary membership may be awarded from time to time by the Board of Directors to individuals who are not currently members of the Corporation but have made unique and outstanding contributions to the field of neuropsychology.

Application procedures for all membership categories are outlined in the INS Policies and Procedures Manual and shall be available to any applicant upon request. All members of the INS are required to adhere both to these by-laws, as amended and the policies and procedures established by the INS in the official Policies and Procedures Manual.

Section 2. **Records.** The Board of Directors or their designee shall keep records of the names and addresses of all members of any class, and such records shall be conclusive as to membership in the Corporation and as to a person's class of membership.

Section 3. **Resignation.** Any member of any class may at any time resign membership upon tendering a resignation in writing to the President of the Corporation or their designee. Such resignation shall be effective upon receipt, and acceptance thereof shall not be necessary to make it effective unless it so states. Notice of such tender may be by any method of communication allowed under these by-laws.

Section 4. **Termination.** Membership may be terminated for ethical misconduct and/or violation of professional standards or codes of ethics established by local or national psychological associations or as established by this Corporation within its Policies and Procedures Manual.

Section 5. **Dues.** All dues shall be paid annually on anniversary basis. The Board of Directors may determine, at any time, the amount, time and manner of payment, for the subsequent year, of dues payable to the INS by its members. All dues accepted by the INS shall be non-refundable.

No later than 30 days prior to the effective date of any proposed change in dues, notice shall be given to all members indicating the change and the effective date.

**Section 6. Voting Rights.**

Each voting member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

## **ARTICLE III**

### **Meetings of Members**

**Section 1. General Membership Meetings.** There should be no fewer than one (1) meeting of the general membership each year. For purposes of this requirement, the annual meeting shall count as a general membership meeting. All meetings shall be held at a location to be determined by the Board of Directors.

**Section 2. Annual Meeting.** The Annual Meeting of the membership of the Corporation shall be held in the month of February each year, at any time and place as the Board of Directors may determine. The purposes for which the Annual Meeting is to be held (in addition to those prescribed by law, by the Articles of Organization, as amended, or by these by-laws, as amended) shall be specified by the Officers and Directors. Notice shall be sent to all voting members of the Corporation at least fifteen (15) calendar days prior to said meeting. In the event that an Annual Meeting is not held as herein provided for, a Special Meeting may be held in place thereof, and any business transacted or elections held at such meeting shall be valid as if transacted or held at the Annual Meeting.

All motions at the Annual Meeting shall require only a simple majority of those voting for passage except when a higher vote is required by these by-laws or the laws of the Commonwealth.

**Section 3. Special Meetings.** Special meetings of the members of the Corporation may be called by the President or the Directors, and shall be called by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, by any other officer, upon written application of members representing at least ten percent of the smallest quorum of members required for a vote upon any matter at the Annual Meeting of members. In case none of the officers is able and willing to call a Special Meeting, the Supreme Judicial or Superior Court, upon application of said number of members, shall have jurisdiction in equity to authorize one or more of such members to call a meeting by giving such notice as is required by law.

Notice of the time, place, and purpose of each Special Meeting shall be given by a written notice provided to each member of the Corporation by any of the methods outlined in Section 5 of this Article III.

Section 4. **Notice of Meetings.** All notices may be sent by the following methods (except those meetings whose notice requirements fall under the provisions of the statutes regarding non-profit corporations): (i) via electronic mail; (ii) via regular mail (postage prepaid); or (iii) by facsimile; addressed to each member at their electronic mail address, home/business address, or facsimile number as they appear in the records of the Corporation. The Corporation is not responsible for undelivered notices due to an incorrect electronic mail address, home/business address, or facsimile number. Notice is deemed to have been given when sent by electronic mail, mailed, or sent by facsimile at least fifteen (15) calendar days before the meeting.

Section 5. **Electronic Communications Generally.** Written notice by electronic transmission by the Corporation to its members if in comprehensible form, is effective (1) if by facsimile telecommunication, when directed to a number furnished by the member for the purpose; (2) if by electronic mail, when directed to an electronic mail address furnished by the member for the purpose; (3) if by posting on an electronic network together with separate notice to the member of such specific posting, directed to an electronic mail address furnished by the member for the purpose, upon the latter of (a) such posting and (b) the giving of such separate notice; and (4) if by any other form of electronic transmission when directed to the member in such manner as the member shall have specified to the Corporation. An affidavit of the Secretary or an Assistant Secretary of the Corporation, the transfer agent, or other agent of the Corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

Section 6. **Voting and Proxies.** Except as otherwise expressly provided by the Articles of Organization, as amended, every voting member of record of the Corporation shall be entitled to one vote, and at a meeting at which a quorum is present, a majority of the votes cast shall decide all questions. Voting members of record may vote either in person or by proxy in writing, which proxy shall be filed by the Secretary of the meeting before being voted. The written proxy may be communicated by the methods noted in Section 5, above. No proxy which is dated more than six months before the meeting shall be accepted and no such proxy shall be valid after the final adjournment of such meeting. 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, and the burden of invalidity shall rest with the challenger.

If, on the election slate, there are uncontested qualified candidates for the offices of President, Treasurer, Secretary or other Officers, or Directors with the powers of officers, the then Secretary of the Corporation is allowed to waive individual balloting of members and cast a unanimous vote of membership for the slate of nominated and uncontested qualified officers.

## ARTICLE IV

### Board of Directors

Section 1. **Procedures of the Board.** The Procedures of the Board shall be followed by all officers and members of the Board of Directors and by the Executive Director. A Policies and Procedures Manual shall be maintained by the Board of Directors which shall outline all procedural topics and shall cause it to be updated from time to time consistent with these by-laws and the undertakings of the Corporation. The Manual shall also clearly outline a table of Organization showing Board and Committee structures, procedures and relationships together with duties and responsibilities of the Executive Director and others.

Section 2. **Number.** The Board of Directors shall consist of fourteen members: Three Officers (President, Secretary, and Treasurer), and 2 Directors with the power of officers (Past-President and President-Elect) and 9 Members at Large. All must be voting members in good standing of the Corporation.

Section 3. **Election.** Nine members of the Board of Directors shall be elected by the membership of the Corporation for a 3-year term in such a fashion that after the first year, three persons are elected to the Board of Directors each year according to the procedures stated in Article VI of these by-laws. At least one member elected each year shall, at the time of election, be a permanent resident of a non-North American country and at least one member elected each year shall, at the time of election, be a permanent resident of North America.

Section 4. **Vacancy and Removal.** In the case of a vacancy in the Board of Directors by reason of death, resignation, or otherwise, the Nominating Committee shall nominate and the Board of Directors shall approve a replacement who will serve until the next election will be held to choose a successor who shall hold office for the unexpired term. Until a vacancy is filled, a majority of the remaining Board members shall constitute a quorum for the transaction of business at any meeting.

A Director or Officer of the Board of Directors may be removed from office with or without cause by the vote of the Board of Directors. A Director or Officer may be removed with cause only after reasonable notice and opportunity to be heard before a body proposing to remove the Director.

Section 5. **Annual Meetings.** The Board of Directors shall have at least one meeting prior to the Annual Meeting of the members. No notice is required provided all the Board members are present or those not present have waived or thereafter waived notice thereof.

Section 6. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such time and place as shall be fixed by a vote of the Board and communicated or

posted as provided in Article III, Section 5, and if so fixed, no further notice thereof need be given except in the case of cancellation.

Section 7. **Special Meetings.** Special Meetings of the Board of Directors may be held when called by the President or requested in writing by a majority of the Board members.

Section 8. **Notice of Special Meetings.** Notice of the time and place of special meetings of the Board of Directors shall be given by written notice mailed to each Board member at his or her last known post office address not less than three days before the day on which the meeting is to be held; or shall be conveyed to each Board member personally, by telephone or by electronic means not less than 24 hours before the time fixed for the meeting. No notice is required if all the Board Members waive 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 apply.

Section 9. **Powers and Duties.** The Board of Directors shall exercise general supervision over the management of the property, business, and affairs of the Corporation and shall be the primary authority on matters of policy and procedure within the Corporation. It shall have the power to employ, fix the compensation of, and at its pleasure, remove such agents and employees as it may deem expedient to carry out the functions of the Corporation. It may exercise all such powers and do such things as it deems proper within the Articles of Organization, these by-laws, and the laws of the Commonwealth of Massachusetts to effectuate the purposes of the Corporation set forth in the Articles of Organization. All committee chairpersons are immediately responsible to the Board of Directors. The major actions of the Board of Directors shall be reported to the membership at the Annual Meeting.

Section 10. **Action by Consent.** The Board of Directors members may act without a meeting by a writing executed by all the Board members. Such action shall have the same force and effect as action taken at a meeting of the Board members at which a quorum was present and voting. The Secretary shall file such writing with the records of the meetings of the Board of Directors.

Section 11. **Board of Directors Meeting Utilizing Electronic Processes.** Meetings may be conducted through the use of any means of communication by which all Board of Directors members participating may simultaneously hear each other during the meeting.

Section 12. **Resignation.** Any Board member may at any time resign by delivering their resignation in writing by any method allowed by these bylaws to the Corporation at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt and acceptance thereof shall not be necessary to make it effective unless it so states.

## ARTICLE V

### Officers

Section 1. **Enumeration.** The Officers of the Corporation shall be a President, a President-Elect, a Past President, a Secretary, and a Treasurer. One person shall not hold more than one office at the same time. All Officers shall serve until the end of the next Annual Meeting or a meeting in lieu thereof and until their successors shall be elected and qualified. Officers must be members of the Corporation.

Section 2. **Manner of Election.** The President shall be elected by ballot of the members and shall hold office for one (1) year as President-Elect before assuming the office of President for one (1) year. Following their Presidential term in office, the President shall remain in office for one (1) year as Past-President. The Secretary shall be elected by ballot of the members and shall hold office for three (3) years. The Treasurer shall be elected by ballot of the members and shall hold office for five (5) years. All officers shall assume office at the completion of the Annual Meeting in the year of their election.

Section 3. **Powers and Duties.** The Officers shall have the powers and perform the duties customarily belonging to their respective office and especially:

- a. The President shall preside at all meetings, appoint committee chairs, and exercise supervision over the affairs of the Society.
- b. The President-Elect or Past-President shall perform the duties of the President in the absence or incapacity of the President. He or she shall perform such other functions as are delegated by the President.
- c. The Secretary shall keep a record of the membership of the Corporation, minutes of the meetings of the membership and of the Board of Directors, respectively and shall perform all duties ordinarily incident to the office, shall maintain other records deemed appropriate by the Board of Directors, and shall perform such other duties and have such other powers as the Board of Directors may from time to time designate. A Temporary or Assistant Secretary shall be chosen to perform these duties in the absence of the Secretary or as needed. If the Secretary is not a resident of Massachusetts, the Board of Directors shall appoint a resident agent in Massachusetts.
- d. The Treasurer shall, except as otherwise ordered by the Governing Board, keep or cause to be kept complete and accurate accounts of all moneys, funds, and property of the Corporation, and of all disbursements, resources, and liabilities of the Corporation, and shall have the care and custody of the money, funds, valuable papers, documents, and securities of the Corporation. The Treasurer

shall collect dues and disburse funds of the Corporation according to the direction of the Board of Directors at the meetings of the Board, or whenever they may require it, and provide correct statements showing the financial condition of the Corporation. The Treasurer shall have and exercise, under the supervision of the Board of Directors, all the powers and duties ordinarily incident to such office in similar corporations; provided, however, that no promissory note or bond shall be given in the name of the Corporation unless previously authorized by a vote of the Board of Directors, and in such case the same shall be signed by the Treasurer and countersigned by the President. The Treasurer shall, when required by the Board of Directors, file with the Corporation a bond in such form and amount, and with such surety or sureties, as may be approved by the Board, conditioned for the faithful performance of the duties as Treasurer. The Treasurer shall also work with the Executive Director as the Board of Directors may specify.

Section 4. **Vacancies and Removal.** If the office of any Officer, one or more, becomes vacant by reason of death, resignation, removal or otherwise, a successor or successors, who shall hold office for the unexpired term(s), shall be chosen in accordance with Article IV, Section 3 of these by-laws.

Section 5. **Resignation.** Any Officer may at any time resign by delivering his or her resignation in writing to the Corporation at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt and acceptance thereof shall not be necessary to make it effective unless it so states.

## ARTICLE VI

### Elections

Section 1. **Procedure.** The Nominating Committee shall submit a slate of at least two candidates for each position of Officer or Board of Directors of the Corporation to the membership by electronic means of communication at least by 30 days preceding the election. The general membership may write to the chairperson of the Nominating Committee giving the names of additional members whom they wish to add to the slate. Those members receiving at least 40 separate nominations by the general membership, and who give their consent in writing, will be added. The full slate of candidates will be returned to the membership for formal electronic balloting, which will close at least 10 weeks prior to the annual meeting. The candidates receiving the majority of the vote shall be elected to office. Nothing in these by-laws or the procedures of the Corporation may restrict the members thereof to offer nominations from the floor at the annual meeting.

## ARTICLE VII

### Committees

Section 1. All Committees of the Corporation shall be appointed by the President with the approval of the Board of Directors and shall be accountable to the Board for all their actions. The Committees that are deemed necessary to conduct the business of the Society shall be specifically defined in the INS Policies and Procedures Manual.

## **ARTICLE VIII**

### **Dues**

Section 1. **Amounts.** The amount of membership applications fees, annual dues of membership and penalties for late payment, if any, shall be determined from time to time by vote of the Board of Directors. Dues will be collected between July 15 and December 31 each year. If a member has failed to pay dues by December 31 of the second consecutive year, they shall be considered to have resigned.

## **ARTICLE IX**

### **Procedures at Meetings**

Section 1. **Rules.** Robert's Rules of Order shall govern all proceedings of the Corporation, unless otherwise indicated by the provisions of the Articles of Organization, these by-laws, or the laws of the Commonwealth of Massachusetts.

## **ARTICLE X**

### **Audit of Books**

Provisions shall be made by the Board of Directors for an independent audit of the accounts of the Treasurer which shall be conducted at least once every two years.

## **ARTICLE XI**

### **Executive Staff**

The Board of Directors shall be responsible to contract for, to hire and appoint an Executive Director whose duties will include responsibility for executing the policies set by the Board and day-to-day function of the Society. The Executive Director shall be an individual or entity with experience and skills to manage successfully the day-to-day operations of the Corporation.

## **ARTICLE XII**

## **Indemnification of Members of the Board of Directors, Officers, and Employees**

Section 1. **Indemnification.** Except as provided below, any Board of Directors member of the Corporation, and any person who serves at its request as a director of another organization in which the Corporation has an interest, shall be indemnified in full by the Corporation against expenses, including attorney's fees, and against the amount of any judgment, money decree, fine or penalty, or against the amount of any settlement deemed reasonable by the Board of Directors, necessarily paid or incurred by him/her in connection with or arising out of any claim made, or any civil or criminal action, suit or proceeding of whatever nature brought against such person, or in which such person is made a party, or in which such person is otherwise involved, by reason of being or having been a member of the Board of Directors. Such indemnification shall apply to any such person even though at the time of such claim, action, suit or proceeding such person is no longer a member of the Board of Directors of the Corporation.

Section 2. **Good Faith.** No indemnification shall be provided for any person with respect to any matter as to which such person shall have been adjudicated in any legal proceeding not to have acted in good faith in the reasonable belief that such person's action was in the best interests of the Corporation. If such person has not been so adjudicated such person shall be entitled to indemnification unless the Board of Directors independently decides that such person did not act in good faith in the reasonable belief that such person's action was in the best interests of the Corporation.

Expenses incurred of the character described in the preceding paragraph may, with the approval of the Board of Directors, be advanced by the Corporation in advance of the final disposition of the action or proceeding involved, whether civil or criminal, upon receipt of an undertaking by the recipient to repay all such advances in the event the person is adjudged not to have acted in good faith in the reasonable belief that such person's action was in the best interests of the Corporation or in the event that the Board of Directors independently decides that such person is not entitled to indemnification.

Section 3. **Exclusivity.** Any rights of indemnification hereunder shall not be exclusive and shall be in addition to any other right which a member of the Board of Directors may have or obtain and shall accrue to such person's estate.

## **ARTICLE XIII**

### **Amendments**

Section 1. **Procedure.** Proposals to amend or repeal these by-laws may be proposed by any member or group of members in good standing as defined in the Corporation's Policies and Procedures Manual by submitting such proposals to the Board of Directors through the Secretary of the Corporation and shall be considered at the next regular or special meeting of the Board of Directors. Proposals made by ten or more members shall

be submitted in writing to the entire membership of the Corporation no later than sixty calendar days after endorsement of the Board of Directors or after submission to the Secretary. At least thirty calendar days shall elapse between submission of such a proposal to the membership and a counting of the votes on the proposal. A two-thirds vote of those casting votes shall be required for the adoption of an amendment. Notification of the outcome of the voting on proposed amendments shall be made via any method permitted by Article III, Section 5, above by the Secretary to the membership as soon as possible.

These by-laws may not be repealed or amended, or an additional by-law adopted, unless notice of such proposed action shall be have been provided to the membership.

*\* Bylaws passed by Member vote on: 2/27/2021*