

**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.

Section 2. **Principal Office.** The principal office of the Corporation shall be located at a place set forth in the articles of Organization or at such other place as the Governing Board may from time to time determine.

Section 3. **Corporate Seal.** The Governing Board 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 Governing Board.

**ARTICLE II**

**Membership**

Section 1. **Members.** There shall be four classes of members, regular members, associate members, emeritus members and honorary members.

Regular members and emeritus members shall possess the exclusive power to vote in elections. All references in these by-laws to members shall refer to the regular members and emeritus members, except as otherwise expressly provided. Persons who are actively interested in neuropsychology or neuropsychological disorder shall be eligible for regular membership. Such persons shall be involved in teaching, research, or clinical practice in the field.

The guidelines for regular membership shall ordinarily include the following: qualifications (degrees, certifications, or other requirements) consonant with the professions in the country of origin; a significant proportion of activities devoted to neuropsychology or closely related fields; and current payment of dues. These guide-lines may be waived in instances of individuals who are otherwise especially qualified. Graduate students at degree-granting institutions shall be eligible to apply for associate membership. Upon the award of the doctoral degree or appropriate professional degree or certification consonant with the country of origin, such associate members shall be terminated, and the former associate members shall then be eligible to apply for regular membership. Persons in post-doctoral positions may maintain associate membership following completion of the doctoral program. Associate membership status may be maintained for a maximum of six years. Persons interested in the Corporation's objectives but not eligible to apply for regular membership or for associate membership as a student are eligible to apply for associate membership. Associate members shall be entitled to receive notice of, to attend, and to vote at, all meetings of the Corporation and to participate in the activities of the Corporation open to members. But, Associate Members shall have no power to vote in elections of the Corporation or to hold office in the Corporation.

Individuals who have been members of the Corporation for at least ten years, are 65 years of age or older, and have retired will be eligible to apply for emeritus membership.

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

Eligible persons shall be evaluated for membership by the Executive Secretary at the direction of the Governing board. The Governing board shall be empowered to accept or reject applications for membership, in cases which unambiguously qualify or fail to qualify. Applicants will be promptly advised as to the action taken and their membership will become official upon payment of dues. Cases of ambiguity as to qualifications will be referred to the next Governing board meeting for a decision.

The original members of all classes shall be those persons elected at the first meeting of incorporators.

Section 2. **Records.** The Board of Governors 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 of the Corporation may at any time resign membership upon tendering a resignation in writing to the President of the Corporation or his/her designee. Such resignation shall be effective upon receipt, and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 4. **Termination.** Membership may be terminated in the case of moral turpitude, felony conviction, ethical misconduct and/or violation of codes of ethics established by local or national associations.

### ARTICLE III

#### Meetings of Members

Section 1. **Place of Meetings.** All meetings of the members of the Corporation shall be held at the principal office of the Corporation or at such other place within or outside Massachusetts as may be stated in the notice of the meeting.

Section 2. **Annual Meeting.** The annual meeting of the members of the Corporation for the transaction of business shall be held on the first Wednesday of February or at a time selected by the Governing Board after consultation with the Committee of Program for the Annual Meeting, subject to the requirements of the laws of this Commonwealth. The program of the annual meeting shall be determined by the Governing Board after consultation with the Committee on Program for the Annual Meeting. In the event that such a meeting is omitted by oversight or otherwise 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 of transacted or held at the Annual Meeting. Such subsequent meeting shall be called in the same manner as provided for the special meetings.

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 shall be held whenever called by the President or when requested by a majority of the Governing Board or when otherwise required by the laws of the Commonwealth. Business of the Corporation may

be transacted and elections may be held at the special meetings.

Section 4. **Notice of Meetings.** Notice of the time and place of annual meetings shall be given by a written notice mailed to each member of the Corporation at his/her last known post office address at least seven days before the meeting. Notice of the time, place, and purpose of each special meeting shall be given by a written notice mailed to each members of the Corporation at his/her last known post office address at least seven days before the meeting. If any meeting is adjourned, no notice need be given of the reconvened meeting if the adjournment is to a certain time and place. The requirement of notice of any meeting of the Corporation may be waived by any member of the Corporation before or after the meeting.

Section 5. **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 of the Corporation or, in both their absence, by a chairperson chosen by the meeting, or in his/her absence by the Secretary pro-tempore chosen by the meeting.

## ARTICLE IV

### Governing Board

Section 1. **Procedures of the Board.** The Procedures of the Board shall be followed by all officers and members of the Governing Board.

Section 2. **Number.** The Governing Board shall consist of fourteen members.

Section 3. **Election.** Nine members of the Governing Board 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 Governing Board 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 Governing Board by reason of death, resignation, or otherwise, the Nominating Committee shall nominate and the Governing Board shall approve a replacement who will serve until the next annual meeting when an 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.

The members, at any meeting called for the purpose by vote of a majority of the members of the Corporation, may remove from office any member of the Governing Board and elect a successor.

Section 5. **Annual Meetings.** The Governing Board 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 Governing Board shall be held at such time and place as shall be fixed by a vote of the Board, and if so fixed, no notice thereof need be given.

Section 7. **Special Meetings.** Special Meetings of the Governing Board 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 Governing Board 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 Governing Board 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 Governing Board. The major actions of the Governing Board shall be reported to the membership at the annual meeting.

Section 10. **Action Without a Meeting.** The Governing Board 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 Governing Board.

Section 11. **Resignation.** Any Board member 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 V

### Officers

Section 1. **Enumeration.** The Officers of the Corporation shall be the President, Incoming President, President-Elect, Treasurer, and Secretary.

Section 2. **Election.** All officers shall be elected by the members according to the procedures stated in Article VI of these By-Laws, to serve a term of one year, except for the Secretary who shall serve for three years, and the treasurer who shall serve for five years. One person shall not hold more than one office at the same time. All officers shall serve until 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. (Amended October 30, 2009)

Section 3. **President.** The President when present shall preside at all meetings of the Corporation. The President shall have the general executive charge and control for management of the affairs of the Corporation, subject to the general control of the Governing Board, and shall perform the duties ordinarily incident to such office in similar corporations, and other duties as the Governing Board shall from time to time designate. The President, in consultation with the Governing Board, shall appoint such committees as prescribed in Article VI of these By-Laws.

Section 4. **Secretary.** The Secretary shall keep a record of the membership of the Corporation, minutes of the meetings of the membership and of the Governing Board, respectively and shall perform all duties ordinarily incident to the office, shall maintain other records deemed appropriate by the Governing Board, and shall perform such other duties and have such other powers as the Governing Board may from time to time designate. A Temporary Secretary shall be chosen to perform these duties in the absence of the Secretary. If the Secretary is not a resident of Massachusetts, the Governing Board shall appoint a resident agent in Massachusetts.

Section 5. **Treasurer.** The Treasurer shall, except as otherwise ordered by the Governing Board, keep or cause to be kept in book belonging to this Corporation 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 Governing Board at the meetings of the Board, or whenever they may require it, correct statements showing the financial condition of the Corporation. The Treasurer shall have and exercise, under the supervision of the Governing Board, 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 Governing Board, and in such case the same shall be signed by the Treasurer and countersigned by the President. The Treasurer shall, when required by the Governing Board, 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.

With the exception of the Treasurer and Secretary, no officer or member of the Governing Board may serve consecutive terms in the same office. At the end of the Treasurer's first term of elected office, if s/he wishes to be considered for a second term, the Board will conduct a formal review of the Treasurer's performance. If the performance review is satisfactory, the re-appointment to a second term will be based on a vote of the Board of Governors. If the performance review is not satisfactory, the Board of Governors at its discretion will determine appropriate steps to improve performance or will hold an election to elect a new Treasurer. If at the end of the second term, the Treasurer wishes to be considered for a third term, he or she will be eligible to request consideration by the Nominations Committee to stand for election. The Nominations Committee will then determine if the incumbent Treasurer will be selected to stand for election to an additional term.

Section 6. **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. The members, at any meeting called for the purpose by a vote of the majority of the Corporation, may remove from office any officer of the Corporation and elect a successor.

Section 7. **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 there of shall not be necessary to make it effective unless it so states.

## ARTICLE VI

### Elections

Section 1. **Procedure.** The Nominating Committee shall submit slate of at least two candidates for each position of Officer or Governing Board Member to the Corporation to the membership by electronic means of communication by mid-September preceding the following year's annual meeting. The membership may write to the chairperson of the Nominating Committee giving the names of members whom they wish to add to the slate. Those members receiving at least 40 nominations, and who give their consent, will be added. The full slate of candidates will be returned to the membership for formal electronic balloting, which will close 10 weeks prior to the annual meeting. The candidates receiving the plurality of the vote shall be elected to office.

## ARTICLE VII

## Committees

Section 1. **General Structure.** The following standing committees in this Article shall be appointed by the President with the approval of the Governing Board and shall be accountable to the Board for all their actions. The terms of the members of the standing committees shall be adjusted so that not all of the members retire in one year. All members of committees except the Committee on Local Arrangements ordinarily serve for a period of three years unless otherwise specified. The chairperson and members may be re-appointed to succeed themselves as often as desired. In case of a resignation or death, a committee member or chairperson may be replaced by the President. Whenever possible the membership of committees should reflect the diversity of disciplines represented by the membership of the Corporation.

Section 2. **Nominating Committee.**

The Nominating Committee shall be chaired by the immediate Past-President and four additional members. One member each will be selected by the Past-President, President, Incoming President and President Elect, and these members may not currently be serving on the Governing Board and will not be eligible for election of any office in the Corporation during the terms of appointment on the Committee.

A new Nominating Committee will be formed each year.

Section 3. **Committee on Program for the Annual Meeting.** The Committee shall consist of a chairperson and additional members as selected by the President. The committee shall have the complete responsibility for planning the program for the annual scientific meeting, which is to be held in conjunction with the annual meeting. The Committee shall prepare the invitation for submitting papers, the announcement of the meeting, and related program details. A separate committee and chair will be appointed for the annual mid-year meeting. The chair of the committees shall serve for a period of one year, beginning in the year prior to the meeting in question, and concluding following the end of the meeting in question.

Section 4. **Committee on Local Arrangements.** The Committee shall consist of a chairperson and additional members as selected by the President, except that one member shall be the Chairperson of the Committee on Program for the Annual Meeting. All Business matters relating to the meeting shall be between the Chairperson of the Committee on Local Arrangements and the Treasurer.

Section 5. **Committee on Publications.** The Committee on Publications shall consist of a chairperson and additional members as selected by the Governing Board. The committee shall oversee all publications of the Society and authorize and conduct necessary contract negotiations regarding such publications. The Editor-in-Chief of any Society publication shall not be eligible for membership on this committee.

Section 6. **Committee on International Liaison.** The Committee on International Liaison shall consist of a chairperson and other members as may be appointed by the President with approval of the Governing Board. The members of the committee shall reflect the international nature of the Society and all members shall have means of rapid electronic communication available. The committee shall conduct the international outreach activities of the Society as directed by the Governing board to foster the growth and development of neuropsychology throughout the world. Its activities may involve development and implementation of relevant publications, communications, educational programs and other activities which advance its purpose. The Committee shall be responsible for advising the Governing Board concerning all problems of the relationships of the Corporation to other relevant institutions and societies.

Section 7. **Site Selection Committee.** A site selection committee shall consist of the Executive Secretary of the Society as chairperson and other members as may be appointed by the president of the Society. The committee shall invite proposals for meeting sites from the membership, develop an information base for potential meeting locations, and evaluate proposed

sites for the annual meeting. The Committee will also advise the Governing Board regarding issues that may influence site selection. The committee will be responsible for development of meeting proposals for both all meetings of the Corporation.

Section 8. **Awards Committee.** The Awards Committee will consist of a chairperson and other members as appointed by the President with the approval of the Governing board. The committee shall invite nominations for award recipients, and will evaluate and select recipients for awards conferred by the Corporation. The Governing board retains control of the ability to create new award designations.

Section 9. **Student Liaison Committee.** The mission of the Student Liaison Committee is to foster international communication and networking among students of the neuropsychological sciences and to promote student engagement in the Society. Goals will be to advance neuropsychological sciences by promoting student contributions to the study of brain-behavior relations, addressing the academic and scientific professional development needs of students, and encouraging multinational student leadership and participation within the Society. The SLC will be led by a student Chair and Co-Chair, one from North America, and the other from a country outside North America. The SLC may establish an internal application and review process to propose nominees for the Chair and Co-Chair. The final appointment to these positions will be made by the President with approval by the Board of Governors.

Section 10. **Ad-hoc Committees.** The President may appoint special ad hoc committees from time to time as the President deems necessary to conduct the affairs of the Corporation. The duration of office for ad-hoc committees will be established by the Governing Board.

Section 11. **Committee Terms.** Membership in standing committees shall be for a term of three years unless otherwise specified.

## 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 by the membership at the annual meeting upon recommendation of the Governing Board. 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 years, they shall be considered to have resigned.

## ARTICLE IX

### Procedures

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

## ARTICLE XI

### Indemnification on Members of the Governing Board, Officers, and Employees

Section 1. **Indemnification.** Except as provided below, any Governing Board 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 Governing Board, 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 Governing Board member of the Corporation. 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 Governing Board member 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 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 Governing Board 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 Governing Board, 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 Governing Board 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 Governing Board member may have or obtain, and shall accrue to such person's estate.

## ARTICLE XII

### Amendments

Section 1. **Procedure.** Amendments to or repeal of these By-Laws may be proposed by any member or group of members in good standing by submitting such proposals to the Governing Board through the Secretary. Proposals for amendments submitted by individual members or groups of less than ten members need the endorsement of the Governing Board and shall be considered at the next regular meeting of the Governing Board. Proposals made by ten or more members shall be submitted in writing to the entire membership of the Corporation no later than sixty days after endorsement of the Governing Board or after submission to the Secretary, if the submission is made by ten or more members. At least thirty days shall elapse between submission of such a proposal to the membership and a counting of the ballots on the proposal. a two-thirds vote of those casting ballots shall be required for the adoption of an amendment. Notification of the outcome of the voting on proposed amendments shall be made by the Secretary to the membership as soon as possible. A quorum shall consist of ten percent of the membership. For Governing Board meetings, a quorum shall consist of eight members of the Governing Board. N. B. (INS By-Laws as originally ratified; modified four times at INS membership vote and procedures modified by Governing Board directives)