

BYLAWS OF THE ARIZONA NEUROPSYCHOLOGICAL SOCIETY

[The articles herein were originally authored and approved by The Society in 2009; revised in 2015]

ARTICLE I

NAME, PRINCIPAL OFFICE, SEAL, PURPOSE AND FISCAL YEAR

Section 1. NAME

The name of the organization shall be the Arizona Neuropsychological Society, hereinafter referred to as The Society.

Section 2. PRINCIPAL OFFICE

The principal office of The Society shall be located at the offices of the Arizona Psychological Association, with the office address being 3933 S. McClintock Dr., Ste. 505, Tempe, AZ 85282.

Section 3. SEAL

The Executive Board may adopt and alter a seal for The Society.

Section 4. PURPOSE

The purposes of this nonprofit organization are educational, scientific, literary and charitable, and in furtherance thereof, to promote research, service and education in Neuropsychology. The purposes of The Society 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 Executive Board.

ARTICLE II **MEMBERSHIP**

Section 1. CLASSES OF MEMBERSHIP

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

A. Regular Members

Regular members of The Society, who hold an earned doctorate in psychology, or an advanced degree in a related field, from a recognized university or 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 who meet these criteria and neither live nor work in Arizona 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 Society, and shall be entitled to participate in all activities open to members. All Regular members shall have the power to vote in elections.

B. Associate Members

Persons interested in The Society's objectives, but who are not Psychologists and/or not eligible for regular membership, or for affiliate membership, or who neither live nor work in Arizona, 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 either in Neuropsychology or related fields (e.g. Neurology, Rehabilitation, Speech Language Pathology, Psychiatry, Social Work, etc.). Associate members shall be entitled to receive notice of, and to attend all meetings of The Society and to participate in all nonvoting activities of The Society. However, associate members shall have no power to vote in elections or hold office.

C. Affiliate/Student Members

Affiliate members of The Society 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 Society in good standing for more than 3 years. They will have the same rights and privileges of the regular members, but will pay the same dues as Affiliate members. No qualification for membership shall discriminate on the basis of race, color, national origin, age, creed, religion, sex, or sexual orientation.

Section 2. PROCEDURE FOR APPLICATION TO MEMBERSHIP

Eligible persons shall be evaluated for membership by the membership committee, which is appointed by the Board. The application submitted to the committee shall have the signature of at least one sponsor, who is a member of The Society in good standing. Any member may recommend individuals to the membership committee for consideration. The committee shall be empowered to accept or reject applications for membership in cases that unambiguously qualify or disqualify a candidate for membership. Applicants whose qualifications are found to be ambiguous will be reviewed by the Executive Board for membership. Professional misconduct as determined by a national, state, county or provincial Board of Psychology, Ethics Committee or like bodies shall be grounds for rejection of membership. Applicants will be advised as to the action taken, as promptly as possible. Their membership will become official upon payment of dues. Recommendations for Emeritus membership must be approved by the Executive Board.

Section 3. VOTING AND HOLDING OFFICE IN THE SOCIETY

The only classes of membership entitled to vote on any matter during a meeting of The Society shall be Regular and Emeritus/Senior members. The only class of members entitled to hold an elected office in The Society shall be Regular and Emeritus/Senior members who are current with their annual Society dues.

Section 4. DUES

Annual Dues of regular and associate members of the organization shall be \$45.00, with affiliate/student and emeritus dues being \$20.00. Changes in dues structure and amounts may be considered upon the recommendation of the Board of Directors, and ratified 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).

Section 5. TERMINATION OF MEMBERSHIP

A member whose required dues for a calendar year are not paid by March 1 of that year shall be considered "delinquent." With appropriate notice, membership benefits and services will be suspended at that time. The membership in The Society of a delinquent member whose delinquent dues for a year are not paid in full by December 31 of that year shall be considered for termination during the next Executive Board meeting. Once a delinquent member is dropped from The Society membership, s/he must pay two years' back dues or reapply to be reinstated. Either action must receive the approval of the Executive Board.

Section 6. 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 7. 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-transferable.

Section 8. DISCIPLINARY ACTION

Any member may be expelled by a two thirds majority vote of the Executive Board for any conduct, which, in the opinion of the Board, is contrary and opposed to the best interests of the organization or its members. Revocation of the professional's license to practice by the appropriate governing body (e.g., The Arizona Board of Psychologist Examiners) shall be grounds for expulsion. 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.

Indication for disciplinary action includes, but is not limited to, the following:

- A. Conviction of any crime relating to or arising out of the practice of psychology, including acts involving moral turpitude.
- B. Limitation or termination of any right associated with the practice of psychology, including the imposition of any requirement for surveillance, supervision, or review, by reason of violation of psychological practice act, statute or governmental regulation, or disciplinary action by any psychology licensing authority.
- C. Unlawful financial dealings related to the practice of psychology, including but not limited to fee splitting, or the payment or acceptance of kickbacks.
- D. Grossly immoral or dishonorable professional conduct.
- E. The use of false or deliberately misleading advertisements, testimonials or other instruments of misinformation related to the practice of psychology.

These disciplinary proceedings may result in censure, suspension, or expulsion from membership in The Society. Any disciplinary actions imposed shall, if required, be reported to any applicable state licensing board as prescribed by law. Such actions shall also be reported to Society membership.

Section 9. FAIR HEARING

A Fair Hearing procedure, as adopted by the Executive Board from time to time, shall be made available to a member in the event of a professional disciplinary review by The Society. Disciplinary action shall not occur prior to the member's opportunity for such Fair Hearing.

Section 10. RESIGNATION

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

ARTICLE III SOCIETY MEETINGS

Section 1. PLACE OF MEETINGS

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

Section 2. ANNUAL MEETINGS

The annual meeting of the members of The Society for the transaction of business shall be held on the first Tuesday of September, or at any other time selected by the Executive Board, subject to the requirements of the laws of the State of Arizona. The Board 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 a subsequent meeting shall be called in the same manner as provided for special meetings.

Section 3. SPECIAL MEETINGS

Special scientific and business meetings of The Society may be called by the Executive Board, or when otherwise required by the laws of the State of Arizona.

Section 4. NOTICE OF MEETINGS

Notice of the time and place of meetings shall be sent by e-mail, or (if unavailable) a written notice shall be mailed to a member of The Society 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 State of Arizona.

Section 6. PRESIDING AND RECORDING OFFICERS

Meetings of members shall be presided over by the President of The Society, 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 Society 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 Society, a simple majority of the Executive Board is required for actions requiring a vote. For issues which appear on a written agenda and sent to the membership at least two weeks prior to the meeting date, the Regular and Emeritus/Senior members present in good standing shall constitute a quorum. 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 Regular and Emeritus/Senior member entitled to vote shall have one vote on any issue before the membership.

Section 9. PROXIES

Members may vote in person or by proxy. Proxies shall be filed in writing or by electronic mail 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 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 State of Arizona. Any change in these Bylaws shall require a minimum affirmative vote of at least 51% of the voting eligible membership.

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.

Section 13. PARLIAMENTARY AUTHORITY AND RULES OF ORDER

The deliberations of The Society, its Executive Board, and all committees shall be governed by the rules contained in the then current edition of Roberts Rules of Order Revised in all cases in which they are not inconsistent with the bylaws, customary practices and procedures of The Society.

ARTICLE IV OFFICERS AND THE EXECUTIVE BOARD

Section 1. AUTHORITY

The Executive Board shall manage all the business and affairs of the Society. The Executive Board shall have all powers and responsibilities conferred upon boards of directors of similar organizations. The Executive Board shall have the final responsibility and authority for all actions and policies that are recommended or adopted by any and all standing and ad hoc committees.

Section 2. MEMBERS OF THE EXECUTIVE BOARD

Nine elected officers comprise the Executive Board of The Arizona Neuropsychological Society. These officers shall include a President, Past-President, President-Elect, Treasurer, Secretary, up to four Members at Large (representing Northern, Central, and Southern Arizona), and one Student Representative.

Section 3. ELECTIONS

The President-Elect, Secretary, Treasurer, and up to four members at large shall be elected by written (mailed) ballot to be sent and counted prior to the annual meeting in September. The Secretary, Treasurer, and member-at-large shall hold office for three years or until their successors have been duly elected. The President and President-Elect shall each 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 Student Representative 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 at the annual meeting in the year of election. Officers must be Regular or Emeritus/Senior members of The Society.

Section 4. 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 shall preside at all meetings of the Society. The President shall have general executive charge and control, for management of the affairs of The Society, subject to the general control of the Executive Board. The President shall perform the duties ordinarily incident to such office in similar organizations, and such other duties that the Board shall designate from time to time. The President, in consultation with the Board, shall appoint such committees as prescribed in Article VI of these Bylaws and other committees as needed. The President shall convene Board Meetings as needed, but not less than two times/year, one of which shall occur at the Annual Business Meeting of The Society.

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 for the purpose of offering future officer candidates to the membership. 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 meetings, which he/she shall share with the Board after each meeting and before the subsequent meeting, and which shall be maintained in perpetuity at the offices of the organization. The Secretary shall perform such duties ordinarily incident to the office and other duties that the Board designates 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 Society, shall direct disbursements as directed by the Board, 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. Officers of the organization shall have a fiduciary responsibility to ensure that monies received by The Society are spent in accordance with the goals and objectives of The Society.

F. Member-At-Large

Each member-at-large will attend board meetings. They will aid in developing and planning educational meetings for the general membership. They will represent their designated region (southern, central, or northern Arizona).

G. Student Representative

The Student Representative shall perform all the duties ordinarily assumed by other Board members, and shall have other duties and privileges that the Board designates. The Student Representative shall meet regularly with the Board and shall serve as a voting member of the Board, having been granted those powers by the Board. Student Board Members shall, therefore, be considered part of a quorum. The student representative 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. The Student Representative shall keep and be provided with an updated list of Affiliate/Student members. S/he will update contact information (including e-mail addresses) as changes are known. S/he will encourage new membership from his/her student contacts.
2. Student representatives shall serve to represent the interests of the Affiliate/Student members and communicate their needs to the Board.
3. Student representatives shall assist in the preparation of student-oriented activities sponsored by The Society.

Section 4. DEATH OR RESIGNATION

In the event that a member of the Executive Board is unable or unwilling to complete his/her term of office, the Board shall choose a successor for the unfilled portion of the term from the Regular or Emeritus membership of The Society. 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.

ARTICLE V COMMITTEES

Section 1. STANDING COMMITTEES OF THE SOCIETY

A. Standing committee chairs shall be appointed by the Board from within the membership and will be expected to attend Executive Board meetings as nonvoting members. Standing committees will continue to exist indefinitely at the discretion of the Executive Board. When, in the judgment of the Executive Board, a Standing Committee is no longer necessary, it may discharge a committee by majority vote.

B. Continuing Education

The Continuing Education Committee 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 these engagements. The Continuing Education Committee will apprise the Board of other educational opportunities that may be worthwhile for the membership. The Continuing Education Committee 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.

C. Membership

The Membership Committee shall accept applications for membership from eligible persons. When the necessary documents are completed, including sponsorship, the Membership Committee shall present those applications to the Board for approval. 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.

D. Nominations

The Nominations Committee nominates a slate of Executive Board members consistent with Society bylaws for election as allowed by the voting members of the Society. Members of the Nominating Committee shall include the Immediate Past President of The Society and those other past presidents who are no longer serving on the Executive Board. If there are no past presidents available for service, other previous members of the Executive Board may be appointed to existing vacancies by the President with the approval of the Board.

Section 2. AD HOC COMMITTEES

Ad hoc committees may be appointed as the need arises by the President to carry out a specified task that is not the assigned function of an existing Standing Committee of The Society. The committee's charge and date of expected report should be specified by the President. The Chair and members of all ad hoc committees shall be appointed at the discretion of the President with approval of the Board. Ad hoc committees are discharged automatically 1) upon the acceptance of their final report by the Executive Board or 2) upon completion of the current President's term of office. Ad hoc committees may be discharged at any time by the President.

Section 3. ELIGIBILITY REQUIREMENTS FOR COMMITTEE MEMBERS

All members of Society committees shall be Society members. Nonmembers of The Society may, with the specific approval of the President, serve as consultants on committees; however, they shall not vote on matters of administration or policy affecting The Society.

ARTICLE VI INDEMNIFICATION

To the full extent permitted by any applicable law, any person who is or was a board member, officer, or agent of The Society shall be indemnified by The Society against any and all liability and reasonable expense incurred by reason for the person being or having been a board member, officer or agent of The Society, or by reason for any action taken or not taken in the course and scope of the person's service as board member, officer or agent of The Society, in the event that such person was, or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative or investigative, other than an action by or in the right of The Society. Such person shall be entitled to reimbursement by The Society of reasonable expenses in advance of the final disposition of a proceeding in accordance with, and to the full extent permitted by, any applicable law.

The rights of indemnification provided in this section shall not limit, but shall be in addition to, any other rights to which such board member, officer or agent may otherwise be entitled by contract, law or statute, or otherwise; and in the event of such person's death, such rights shall extend to such person's heirs, legal representatives, or successors. The foregoing rights shall be available whether or not such person continues to be a board member, officer or agent at the time of incurring or becoming subject to such liability and expenses, and whether or not the claim asserted against such person is based upon matters which antedate the adoption of this section.

The Society, its board members and officers, shall be fully protected in making any determination under this section, or in making or refusing to make any payment under this section, in reliance upon the advice of counsel.

If any provision of this section shall for any reason be determined to be invalid, the remaining provisions hereof shall not be affected but shall remain in full force and effect.

ARTICLE VII AMENDMENTS

These Bylaws may be amended, altered or repealed at any meeting, annual or special, by the vote of at least two-thirds of the voting members present and voting, provided that any proposed amendment 1) has been submitted in writing to the Executive Board by at least 10% of the members with voting rights, or has been approved by the Executive Board, and 2) notice thereof has been mailed to each voting member at least seven days prior to the meeting at which it will be acted upon. A special vote by mail ballot may substitute for a meeting provided the same requirements are met.

These Bylaws shall be subject to a complete review and reapproval every ten years.