

NEPA: New England Psychological Association

BYLAWS

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(last updated/revised: January, 2007)

ARTICLE I. *Agreement of Association*

The name, location of principal office and purposes of the corporation shall be as set forth in the Agreement of Association and these Bylaws; the powers of the corporation and of its directors, officers, committees and members, and all matters concerning the conduct and regulation of the affairs of the corporation and the manner in which, and the officers and agents by whom, its purposes may be accomplished shall be subject to such provisions in regard thereto, if any, as are set forth in the Agreement of Association and these Bylaws; and the Agreement of Association is hereby made a part hereof. All references in these Bylaws to the Agreement of Association shall be construed to mean the Agreement of Association of the corporation as from time to time amended.

ARTICLE II. *Members of the Corporation*

The Members of the corporation shall be the incorporators of the corporation. The membership categories of the New England Psychological Association, Inc. shall be: Member, Student Member, Life Member, and Organizational Member. Acceptance to one of these membership categories requires written application to the Treasurer. Members shall be professionals in psychology or related disciplines. Student Members shall be those graduate or undergraduate students in psychology whose application is accompanied by a photocopy of a valid student I.D. Student Members shall be granted membership for one year only with such membership renewable on an annual basis so long as student status is verified, dues are paid and mailing address is updated. Student Members may participate in meetings but may not vote or hold office. Life Membership is open to any Member who is at least 65 years of age and has been a

full Member of the New England Psychological Association, Inc. for at least five (5) years.

Organizational Members shall be professional institutions, state psychological associations, or university departments. Organizational Members shall designate one representative, who may participate in meetings with vote but may not hold office. Members of the corporation may resign at any time by sending written notice of resignation to the Secretary.

ARTICLE III. *Dues*

The annual dues for each fiscal year shall be determined by the members at the immediately preceding Annual Meeting. Such dues will be recommended to the Members by the Steering Committee. If Members take no action on this matter at the Annual Meeting, the dues shall be the same as they were for the previous year. There shall be no dues for Life Members.

Dues for each fiscal year are payable upon receipt of notice at the direction of the Treasurer. Dues statements should be mailed by this officer or his or her designee as soon as is practicable after the Annual Meeting. The Treasurer or designee shall notify members in arrears on a quarterly basis.

Any Member who is in arrears in the payment of dues for two successive years will be dropped automatically from the membership roster, except for Student members who will be dropped automatically after one year if they have not renewed their membership as per the conditions specified in Article 11. Anyone so removed may be reinstated by resubmitting a written application to the Treasurer accompanied by the dues for the current year.

ARTICLE IV. *Meetings of Members of the Corporation*

The Annual Meeting of the Members shall be held at such place as the Steering Committee two months before said meeting, shall determine. Purposes for which an Annual Meeting is to be held additional to the fixing (subject to the provisions of Article V hereof) of the number of Members of the Steering Committee for the ensuing year, the receipt of reports of officers and Members of the Steering Committee and such other purposes as may be prescribed by law, by the Agreement of Association and by these Bylaws, may be specified by the Steering Committee or by writing signed by the President or by a majority of the Steering Committee, or by ten per cent in number of the Members entitled to vote. If such Annual Meeting is omitted on the day herein provided therefore, a special meeting may be held in place thereof, and any business transacted or elections held at such meeting shall have the same effect as if transacted or held at the Annual Meeting.

Special meetings of Members may be called by the President or by a majority of a

quorum of the Steering Committee 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 request of ten per cent in number of the Members of the corporation, stating the time and place within the Commonwealth of Massachusetts and the purpose of the meeting.

Written notice of each meeting of Members of the corporation, stating the place, day and hour thereof and the purposes for which the meeting is called, shall be given by the Secretary or designee at least thirty days before the meeting, to each Member of the corporation, by leaving such notice with Members at their residence or usual place of business, or by mailing it, postage prepaid and addressed to Members at their addresses as they appear upon the books of the corporation. In case of the death, absence, incapacity or refusal of the Secretary or designee, such notice may be given by any other officer or by a person designated either by the Secretary or by the person or persons calling the meeting or by the Steering Committee. No notice of the time, place or purpose of any regular or special meeting of the Members shall be required to be given to any Member who is present or represented at such meeting or who, or whose attorney thereunto authorized, by a writing which is filed with the records of the meeting, waives such notice.

Except as otherwise provided by law, by the Agreement of Association or by these Bylaws, each Member of the corporation shall be entitled to one vote upon any question at any meeting of the Members of the corporation, which vote may be exercised in person or by proxy given to another Member of the corporation in writing dated not more than six months before the meeting named therein, which shall be filed with the Secretary of the meeting, or any adjournment thereof, before being voted. Such proxies shall entitle the holders thereof to vote at any adjournment of such meeting but shall not be valid after the final adjournment of such meeting.

At any Annual or special meeting of the Members, a majority of those Members in attendance entitled to vote upon a question to be considered at the meeting shall constitute a quorum for the consideration of such question, but a lesser number may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the Members represented thereat and entitled to vote shall, except where a larger vote is required by law, by the Agreement of Association or by these Bylaws, decide any question brought before such meeting.

ARTICLE V. *The Steering Committee*

A Steering Committee of not less than eighteen nor more than twenty-six Members shall be chosen by such Members as have the right to vote at the Annual Meeting of the Members or at the special meeting held in place thereof. The Steering Committee may, at any special meeting called for the purpose during any such year, increase or decrease (within the limits above specified) the number of Members of the Steering Committee as thus fixed or as fixed by the incorporators and elect new Members to complete the

number so fixed or remove Members to reduce the number of Members of the Steering Committee to the number so fixed. The Steering Committee shall be made up as follows: The President, President-elect, Secretary, Treasurer, and immediate Past President of this corporation shall be ex officio Members of the Steering Committee. Thirteen to twenty-one additional Members shall be elected as hereinafter provided to the Steering Committee from the Membership at large.

Each elected Member shall serve for a term of three years, except that at the first Annual Meeting following an increase in the number of elected members, approximately one-third of such 'increase shall be elected for a term of three years, approximately one-third for a term of two years, and approximately one-third for a term of one year, in such manner as to equalize to the greatest extent the number of members with terms expiring each year. Additional nominations may be made from the floor. Subject to law, to the Agreement of Association and to the other provisions of these Bylaws, each Member of the Steering Committee shall hold office for three years and until a successor is chosen and qualified.

The Steering Committee shall have, and may exercise all the powers of the corporation, except such as are conferred upon by the Members by law or by these Bylaws, but it may not override any action of the Members.

Regular meetings of the Steering Committee may be held without call or formal notice at such places and at such times as it may by vote from time to time determine. A regular meeting of the Steering Committee may be held without call or formal notice immediately after, and at the same place as, any meeting of the incorporators or the Annual Meeting of the Members or the special meeting of the Members held in place of such Annual Meeting.

Special meetings of the Steering Committee may be held at any time and at any place when called by the President, Secretary, Treasurer, or two or more members of the Steering Committee, reasonable notice thereof being given to each member of the Steering Committee by the Secretary-Treasurer or, in case of the death, absence, incapacity, or refusal of the Secretary by the officer or Members of the Steering Committee calling the meeting, provided that no notice need be given to any Member of the Steering Committee who is either present or waives notice thereof by a writing which is filed with the records of the meeting. In any case it shall be deemed sufficient notice to Members of the Steering Committee to send notice by mail, postage prepaid, or telegram, at least forty-eight hours before the meeting addressed to the Members at their usual or last known business or residence address.

Meetings of the Steering Committee shall be presided over by the President, when present thereat.

A majority of the Steering Committee shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. When a quorum is present at

any meeting, a majority of the Members of the Steering Committee in attendance thereat shall decide any question brought before such meeting.

The Steering Committee, by a two-thirds majority, may vote to alter or suspend a portion of the bylaws for a temporary period of time when a need exists to respond to a legitimate and pressing concern of the Association.

ARTICLE VI. *Executive Committee*

The Steering Committee may, by vote of a majority of their entire number, elect from their own number an Executive Committee of not less than three Members, which committee may be vested with the management of the current and ordinary affairs of the corporation. A majority of the Executive Committee shall constitute a quorum for the transaction of business but a lesser number may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. The Executive Committee may make rules not inconsistent herewith for the holding and conduct of its meetings.

The Executive Committee shall report its action to the Steering Committee. The Steering Committee shall have power to rescind any vote or resolution of the Executive Committee, but no such rescission shall have retroactive effect.

ARTICLE VII. *Officers*

The officers of this corporation shall be a President, a President-elect, a Secretary, a Treasurer, and such other officers and such agents as the Steering Committee appoints. The President, and President-elect, shall be elected annually as hereinafter provided. The President-elect, if living, shall automatically succeed to the office of President at the end of the President's term. The Secretary and Treasurer shall each be elected once every three years for three year terms of office. In addition, the Steering Committee may appoint a member of the Committee historian for a term of three years. So far as is permitted by law, any two or more offices may be filled by the same person. Subject to law, to the Agreement of Association and to the other provisions of these Bylaws, each officer except the Secretary and Treasurer shall hold office until the next Annual Meeting or the special meeting held in lieu thereof and until a successor is chosen and qualified. Each officer shall, subject to these Bylaws, have in addition to the duties and powers herein set forth such duties and powers as are commonly incident to the office, and such duties and powers as the Steering Committee or Executive Committee shall from time to time designate.

ARTICLE VIII. *Nominations and Elections*

The Secretary or designee shall issue a call by mail to all Members of the corporation entitled to vote for nominations for the office of President-elect and such officers and

Members of the Steering Committee to be elected for the following year with the dues statements in January. After each Member has filled in the ballot it shall be mailed directly to the Secretary or designee. A nominee for the office of President-elect, Secretary, and Treasurer shall be either currently serving or formerly have served as an elected member of the NEPA Steering Committee.

At least 30 days after the mailing of the nominations, and before March 1st, the Secretary or designee shall close the nomination polls and certify the names of the three Members named most frequently for each office on the nomination ballot (four or more if there is a tie). The Secretary shall obtain a written statement of willingness to serve from each nominee before a name is placed on the election ballot. Eligibility of a nominee shall be determined by the Secretary or designee. At least 30 days before June 15th, the Secretary or designee shall mail to all Members an election ballot containing the names of three (or more) nominees for each office and position on the Steering Committee. Each member shall rank the nominees for each office, and return the election ballot directly to the Secretary or designee. The polls shall close June 15th. Election to each office shall be by preferential count. Ties shall be resolved by drawing lots. On or before August 15, the President shall mail a letter to members whose names appeared on the ballot for Officer or Steering Committee member informing them of the outcome of the election vote.

ARTICLE IX. *President and President-Elect*

The President shall be the chief executive officer of the corporation. Except as otherwise voted by the Board of Directors, the President shall preside at all meetings of the Members or of the Board of Directors or of the Executive Committee at which the President is present. The President -elect, at the President's request, shall aid the President in the discharge of the President's duties.

ARTICLE X. *Treasurer*

The Treasurer shall, subject to the direction and under the supervision of the Steering Committee, and Executive Committee if any, have general charge of the financial concerns of the corporation and the care and custody of the funds and valuable papers of the corporation, except his or her own bond, and shall have power. to endorse for deposit or collection all notes, checks, drafts, and similar instruments, payable to the corporation or its order, and to accept drafts on behalf of the corporation. The Treasurer shall keep, or cause to be kept, accurate books of account and membership records, which shall be the property of the corporation. If required by the Steering Committee, this officer shall give bond for the faithful performance of his or her duty in such form, in such sum, and with such sureties as the Steering Committee or Executive Committee shall require.

ARTICLE XI. *Secretary*

The Secretary shall keep an accurate record of the proceedings of all meetings of the Members, Board of Directors and Executive Committee, in books provided therefore, which books shall be kept at the principal office of the corporation and shall be open at all reasonable times to the inspection of any Member or Member of the Steering Committee. In the absence of the Secretary at any such meeting, a temporary Secretary shall be chosen, who shall record the proceedings of such meeting in the aforesaid books. The Secretary and such temporary Secretary shall be sworn. Official papers and records of the New England Psychological Association that are of an archival nature (5 years or older) will be sent each year by the Secretary or designee to the Archives of the History of Psychology at the University of Akron in Akron, Ohio, where they will be catalogued and officially retained for their historical value. Other archival documents from Members, Officers, or Members of the Steering Committee can also become a part of this collection.

ARTICLE XII. *Removals*

The Members may, at any meeting called for the purpose, by vote of a majority of the Members of the corporation entitled to vote, remove from office any Member of the Steering Committee and elect a successor. The Steering Committee may likewise, by vote of a majority of their entire number, remove from office the Secretary or Treasurer or any Member of the Steering Committee elected by said Board, remove from the Executive Committee, if any, any member thereof and remove from office any officer or agent of the corporation; provided, however, that the Steering Committee may remove the Secretary or Treasurer for cause only.

ARTICLE XIII. *Vacancies*

If the office of any Member of the Steering Committee or Member of the Executive Committee or of any officer or agent, one or more, becomes vacant by reason of death, resignation, removal, disqualification or otherwise, the Members of the Steering Committee or the remaining Members of the Steering Committee, though less than a quorum, may choose a successor or successors, who shall hold office for the unexpired term ' subject to the provisions of Article V. The Executive Committee shall have like power to fill any vacancy in any office to which the Executive Committee has power to appoint, unless such vacancy shall have been filled by the Board of Directors.

ARTICLE XIV. *Committees*

The standing committee of this Association shall be the Local Arrangements Committee. The Chair of the Local Arrangements Committee shall be appointed by the President and shall if possible be a member who lives geographically near the Annual Meeting site. The Chair shall appoint the other members of this Committee, the numbers of such members being determined by the Chair. The Committee will work closely with the Secretary and

Treasurer on details of the Annual Meeting.

ARTICLE XV. *Dissolution*

The corporation may be dissolved by the affirmative vote of three fourths of the Members of the corporation, at a meeting of the corporation called for such purpose. In the event of such dissolution, and except as may otherwise be provided by law, the Agreement of Association or these Bylaws, all property of the corporation, personal and real, which shall remain after satisfaction of its obligations, may be converted into cash, and such cash and/or property not so converted shall be distributed as the Steering Committee in the exercise of its judgment may direct, to and among such organizations in the Commonwealth of Massachusetts as shall have charitable and educational purposes and activities substantially like those of the corporation and/or among such organizations, funds, or foundations in the Commonwealth of Massachusetts which are organized and operated exclusively for charitable and educational purposes.

ARTICLE XVI. *Seal*

The seal of the corporation shall, subject to alteration by the Steering Committee or Executive Committee, consist of a flat-faced circular die with the words "Massachusetts Corporation" together with the name of the corporation and the year of its organization cut or engraved thereon.

ARTICLE XVII. *Execution of Papers*

Except as the Steering Committee or Executive Committee may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted or endorsed by the corporation, shall be signed by the President or Treasurer.

ARTICLE XVIII. *Fiscal Year*

Except as from time to time otherwise provided by the Steering Committee, the fiscal year of the corporation shall be the from October 15 to October 15 each year.

ARTICLE XIX. *Amendments*

These Bylaws may be altered, amended or repealed at any Annual Meeting of the corporation or at any special meeting of the Members called for the purpose, the notice of which shall specify the subject matter of the proposed alteration, amendment or repeal of the articles to be affected thereby, by vote of not less than a majority of the Members of

the corporation present thereat.