

INTERNATIONAL MIND, BRAIN, AND EDUCATION SOCIETY

BYLAWS

approved and adopted on August 10, 2004, at 10:48 pm

ARTICLE I: NAME, ORGANIZATION, AND PURPOSE

1. The name of this organization shall be the International Mind, Brain, and Education Society, hereinafter referred to as the Society.

2. The Society is incorporated under M.G. Chapter 180 of the Commonwealth of Massachusetts as a nonprofit organization whose business and other affairs are conducted solely and exclusively for educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these bylaws, the Society shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3), or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. The purpose of the Society is to foster dynamic relations between neuroscience, genetics, cognitive science, development, and education so that each field benefits from and influences work in the others, including questions asked, phenomena addressed, and methods employed. To promote this purpose, the Society shares research, ideas, critiques, insights, and issues through the publication of a journal and/or other publications; organizes symposia, workshops, and/or conferences; and promotes other activities, which may include but not be limited to the maintenance of a website as a public forum, the distribution of a newsletter containing contributions from members and others, and the publication of a membership directory to promote and support interaction and collaboration among researchers and practitioners in neuroscience, genetics, cognitive science, and education.

ARTICLE II: MEMBERSHIP

1. The Society shall consist of three classes of membership:

- a. Regular Members shall be those individuals who have demonstrated an interest in the purposes of the Society and shall have paid the applicable fees established by the Board of Directors. Regular Members are eligible to vote in all elections.
- b. Student Members shall be those individuals who meet the qualifications of regular members, but who are undergraduate or graduate students in an accredited college or university. Student Members may vote in all elections.
- c. Board of Advisors: Advisors shall be those individuals who have expressed an interest in the purposes of the Society and, as determined by the Board of Directors, have provided support or exhibited sufficient impact in the field to be recognized as friends of the Society. Individuals shall be invited and renewed as Advisors at the discretion of the Board of Directors, and may or may not be regular members of the Society. If they are not regular members, Advisors may not vote or be nominated for election to the Board of Directors, but shall be eligible for all other rights and privileges granted to Student and Regular members.

2. Dues and Fees: All assessments, dues, fees, and charges and the time for payment thereof and method of collection shall be such as the Board of Directors may from time to time establish. Failure to pay any such assessments, dues, fees, and charges within 30 days after their due date may result in cancellation of membership.

ARTICLE III: OFFICERS

1. The Officers of the Society shall be a President, a Past President, a President Elect, a Vice President, a Secretary, and a Treasurer. Only members of the Society shall be eligible for nomination as officers of the Society. The President-Elect and the Vice President shall be elected by the membership at large. The Secretary and Treasurer shall be elected by the Board of Directors one year prior to assuming office, and may be elected either from among the members-at-large of the Board or from among the general membership of the Society. If these officers are not elected members of the Board, they may not vote on any actions taken by the Board.

2. The term of the President-Elect shall be two years, after which he or she shall serve two years as President. The term of the Vice President shall be two years, after which he or she may be a candidate for a second term. The term of the Past-President shall be two years. The Members-at-Large of the Board shall serve for staggered four-year terms, and may serve for two terms. The Secretary shall serve for a three-year term and may serve for two terms. The Treasurer will serve for two-year terms and may be re-appointed by the board after each two-year term as long as the treasurer is willing to assume the responsibility and the board is in agreement.

3. The President shall be the chief executive officer of the Society and shall have active executive management of its operations, subject, however, to the approval of the Board of Directors. The President shall, in general, perform all duties incident to the office of the President and such other duties as may be assigned by the Board of Directors. If the President is unable to perform these duties, the President-Elect shall assume the duties of President. If both the President and President-Elect are unable to perform these duties, the Vice President will assume the duties of President. If the President, President-Elect, and Vice President are all unable to perform these duties, then the Board shall, by majority vote, elect one of its members to assume the duties of President.

4. The President-Elect shall assist the President as necessary, prepare for ascending to the Presidency at the end of the two-year term as President-Elect, and perform such other duties as may be assigned by the Board of Directors. The President-Elect shall act for the President in the President's absence or incapacity. When so acting the President-Elect shall have all the powers of, and be subject to all restrictions upon, the President.

5. The Vice President shall serve a two-year term and shall perform such duties as are associated with organizing the Annual Meeting, publicity, membership recruitment and management, and other duties which may be assigned by the Board of Directors or by the President. The Vice President shall act for the President in the event that both the President and President-Elect are absent or incapacitated. When so acting the Vice President shall have all powers of, and be subject to all restrictions upon, the President.

6. The Secretary shall be the custodian of the books and records of the Society other than those in the custody of the Treasurer. If the Society decides to adopt a seal, the Secretary shall be its custodian, and is hereby authorized to affix the seal to all documents, the execution and delivery of which are duly authorized. The Secretary shall record the Minutes of all meetings of members and of the Board of Directors and shall be responsible for the giving of all notices of all such meetings in accordance with these bylaws. The Secretary shall serve as the liaison between the Society and its management office if there is one, coordinate the day-to-day operations of the Society, and arrange for mailings to the membership regarding the annual meetings, elections, and other matters of interest. The Secretary shall, in general, perform such other duties as are incident to the office of Secretary and as may be assigned by the Board of Directors or by the President. The Secretary is elected by majority vote of the Board of Directors one year before assuming office, either from among the members-at-large of the Board or from among the members of the Society for a term of three years, and may serve two consecutive terms.

7. The Treasurer shall be the financial officer of the Society. The Treasurer shall have charge and custody of, and be responsible for, all funds of the Society, and the books and records relating to the same, and shall coordinate the collection of dues or assessments, deposit all funds in the name of the Society in depositories selected by the Board of Directors, and make or approve disbursements of Society funds as authorized by the Board. The Treasurer shall render to the President and Board of Directors an annual report and, upon request, an account of all transactions as Treasurer and of the financial condition of the

Society. The Treasurer shall be responsible for the filing of necessary forms to meet State and Federal reporting requirements. The Treasurer shall, in general, perform such other duties as are incident to the office of Treasurer and as may be assigned by the Board of Directors or by the President. The Treasurer is elected by majority vote of the Board of Directors one year before assuming office, either from among the members-at-large of the Board or from among the members of the Society for a term of two years, and may serve unlimited terms.

8. In the case of death, incapacity, or resignation of the President-Elect or Vice President, the Board shall, by majority vote, elect a successor to serve until the office can be filled based on regular election procedures described in Article V. Any member of the Board may be removed at any time by a two-thirds vote of the Board of Directors, provided that such removal is judged by the Board as serving the best interests of the Society.

ARTICLE IV: BOARD OF DIRECTORS

1. The activities and affairs of the Society shall be managed by a Board of Directors consisting of eleven members: five Officers, including a President-Elect, a President, a Vice President, a Secretary, and a Treasurer, and six Members-at-Large who shall be elected for staggered terms of four years, except where shorter periods are required to equalize staggering of terms. One of the Members-at-Large will be a Practitioner Member who will represent the interests of teachers/educational practitioners. Where there are terms of different lengths to be filled, the longer terms will be filled by the candidate with the most votes. Each director shall hold office until his or her successor is elected and assumes the position on the Board.

2. In case of vacancy on the Board, the Board shall fill the vacancy by an interim appointment until a newly elected member can fill the vacancy.

3. The Board shall have general supervision of the affairs of the Society. The Board may act either at meetings or by mail or electronic ballot. An action of the Board shall be effective only if a majority of the Board vote in favor of it, if a quorum of the Board (a majority of those serving at the time) is present by telephone or in person for the vote or submits an electronic ballot. The President need not vote on Board actions except as necessary to break a tie. If it is deemed necessary and appropriate by a majority of Board members or by two-thirds majority vote of the members present at the annual business meeting, specific actions of a continuing policy nature or of sufficient importance will be submitted to the entire membership by mail ballot.

4. The President, in consultation with the members of the Board, shall appoint such chairpersons and members of the committees as are provided in Article VII of these Bylaws.

5. Non-voting ex-officio members of the Board appointed by the President with the approval of the Board may include any Conference Organizers who are not otherwise members of the Board of Directors, who shall serve one-year terms, and any other individuals whose contributions are determined by the Board to be of value, for a term determined by the Board. Ex-officio members of the Board may be reappointed. If the Secretary and/or Treasurer are not elected members of the Board, they are also non-voting members of the Board.

6. In addition to such other powers and duties as it may have under the laws of the Commonwealth of Massachusetts, the Board of Directors shall have the power, on behalf of the Society, to borrow money and purchase, sell, mortgage, lease away, or otherwise dispose of real estate and real property.

7. The Directors shall not be entitled to any remuneration whatsoever, except reasonable reimbursement of expenses incurred in the performance of their duties, or reasonable compensation for services rendered.

8. Other than the Treasurer, the maximum number of consecutive years that any member may serve on the Board is eight years, such as when a member is elected President-Elect after serving a four-year term in another position. Other permissible combinations include two terms as Secretary or a member-at-large, or two terms as Vice President followed by President-Elect or a four-year term in another position.

9. Two student members will be elected to the board and will serve for two-year terms which are to be staggered. Student members on the board will vote on all actions proposed by the board.

ARTICLE V: NOMINATIONS AND ELECTIONS

1. The President-Elect, Vice President, and members-at-large of the Board of Directors shall be elected by members of the Society voting by mail or electronic ballot in elections held every two years. Nominees for the Board of Directors must be members of the Society.

2. Members will be invited to submit recommendations for nominations to elected offices to the Secretary, who will pass these nominations on to the Nominating Committee after removing any identification of the nominator.

3. The Nominating Committee shall select from the group of nominees a slate of willing candidates for President-Elect, Vice President, and each open position on the Board. Individuals receiving the most nominations for any office or position on the Board shall automatically be included in the slate of candidates, and the Nominating Committee shall resolve ties in the number of nominations and decide the final number of candidates for each position, except that that number shall not be less than two (six for three member-at-large candidates). If necessary to provide the minimum number of candidates, the Nominating Committee may add willing nominees in addition to those received from the membership, provided these nominees are members of the Society, and effort is made to represent all groups within the Society to strive for balance on the Board. The Nominating Committee shall submit its slate of candidates to the Board, and the Secretary shall arrange for the mailing of an election ballot to the membership, requesting that ballots be returned by a specified deadline.

4. Election ballots that are returned by the deadline and validated by signatures shall be tabulated by the Treasurer. The Treasurer shall inform the President, who shall immediately notify the elected Officers and members-at-large of the Board and identify them at the next annual business meeting. The names and addresses of the new Officers and Board members shall be published in the immediately subsequent issue of the official publication of the Society.

5. New Officers and Board members shall assume office at the close of the next annual business meeting and shall hold office until their successors are elected and accept office in their stead.

ARTICLE VI: MEETINGS OF THE MEMBERSHIP

1. Meetings of the members shall be held annually at such time as the Board of Directors shall determine. Special meetings of members may be called at any time by the President or by a majority of the members of the Board of Directors. Special meetings may also be called upon petition by at least ten percent of the members. Written notice of the time and place of annual and special meetings shall be given to each member at least fifteen days prior to the day fixed for the meeting. Notice of special meetings shall state the purpose or purposes of the meeting.

2. A simple majority of current members with voting privileges who are present in person (or by telephone or electronic means, but not by proxy) at any meeting of the members shall constitute a quorum. The vote of a majority of those present shall govern with respect to all matters of business at any meeting of members, except for the passage of amendments to these bylaws, which requires a two-thirds majority.

ARTICLE VII: COMMITTEES

1. Executive Committee: The Board of Directors may, by resolution passed by a majority of the whole Board, designate and name any of its members and the Officers to constitute an executive committee which, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the Society.

2. The Nominating Committee shall consist of a chairperson and four members of the Society who are selected by the Board to serve two-year staggered terms on the committee. No member of the Board may serve on the Nominating Committee during his or her term of office. The Committee's duty shall be to complete a full slate of willing candidates for each open elective office and position on the Board of Directors, such that diversity and balance as reflects the membership can be achieved on the Board of Directors, based on nominations from the membership and as necessary to provide a full slate of nominees, their own deliberations, as described in Article V.

3. Additional standing committees may be established by majority vote of the membership of the Society or by majority vote of the Board, as necessary for the effective conduct of the Society's affairs. Possible such committees include, but are not limited to, a Membership Committee, a Program Committee, a Meeting Sites Committee, a Publication Committee, a Bylaws Committee, an Audit Committee, and a Website Committee. When such standing committees are established, their purpose and the duties with which they are charged will be incorporated into these bylaws, and their chairpersons appointed by the President, with the approval of the Board.

ARTICLE VIII: GIFTS AND ENDOWMENTS

1. Any potential gift or endowment of significant monetary value shall be referred to the Board for consideration of whether it should be accepted.

2. The Board shall, by majority vote, determine whether any conditions and/or stipulations associated with accepting a gift or endowment are inconsistent with the purpose of the Society as given in Article I, Section 3. If the Board finds that any conditions and/or stipulations are inconsistent with the purpose of the Society, the Board will not accept the gift or endowment for the Society.

3. Upon acceptance of a gift or endowment for the Society, the Board, by majority vote, shall determine a mechanism for administration of the gift or endowment which is consistent with both the purpose of the Society and any conditions/stipulations of the gift or endowment.

ARTICLE IX: AMENDMENTS

Amendments may be proposed by a majority of a quorum of the members of the Society at a business meeting or by a majority of the Board or by a petition by at least ten percent of the members of the Society. Upon notification of a properly proposed amendment, the Secretary shall arrange for a ballot containing the proposal to be mailed to all members. An amendment is adopted by a two-thirds majority of the members who vote by mail or electronic ballot before the specified deadline, provided that the total number of votes submitted exceeds a quorum of the membership.

ARTICLE X: DISSOLUTION

In the event of the dissolution or termination of the Society, all of the assets and title to and possession of the property of the Society shall pass to a tax-exempt educational or scientific organization, as defined in Section 501(c)(3) of the Internal Revenue Code, whose purposes are congruent with those of this Society as determined by the Board of Directors.