



BYLAWS of the SOCIETY FOR BLACK NEUROPSYCHOLOGY

The original Bylaws (SBN Bylaws v1.2) were drafted by Arthur Theodore Grayson III on the 24th day of February, 2018. These current Bylaws have been drafted by the inaugural Executive Board (herein after referred to as “The Board”) of the SOCIETY FOR BLACK NEUROPSYCHOLOGY (the "Society" or "SBN") on the 25th day of April, 2019, and most recently amended on the 5th day of October, 2020. These Bylaws are intended to be tentative, and therefore penultimate to future Bylaws to be enacted by persons constituting all of the members of the inaugural Board of the Society.

ARTICLE I INTRODUCTORY PROVISIONS

Section 1.1 Name. The name of the organization shall be the Society for Black Neuropsychology, herein after referred to as the "Society" or "SBN".

Section 1.2 Inaugural Executive Board. The inaugural Executive Board (“Board”) consisted of Courtney Ray, MDiv., Ph.D., Willie McBride, Ph.D., Valencia Montgomery, Ph.D., and Kendra Anderson, Ph.D., at the inception of the Society. The founder of the Society was Arthur Theodore Grayson, III.

Section 1.3 Applicability. These Bylaws ("Bylaws") shall relate solely to the Society and any organization derived from the Society hereafter, even as the name of the Society may change upon future decision of the Board.

Section 1.4 Compliance. Every member of the Society, including those affiliated, shall comply with these Bylaws.

Section 1.5 Incorporation of Statutory Law. Except as expressly provided by such law, the Society shall act in accordance with and be governed by the provisions of any applicable statute of its founding state, the state of its headquarters, and federal law.

Section 1.6 Definitions. Black, Black American, Afro-Caribbean, Afro-Latinx, African, or African American, are hereafter referred to collectively as "Black".

Section 1.7 Purpose Clause. The Society is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 1.8 Mission and Vision. The Society is a professional organization comprised of neuropsychologists, researchers, trainees/students, and allied health professional interested in promoting the discipline and practice of neuropsychology as it pertains to Black populations. Specifically, The Society shall be devoted to furthering the awareness and knowledge of competent practices, research, and advocacy that benefit Black individuals and communities. SBN members espouse the practices, standards, and impetus of the field of neuropsychology and the accrediting body for the specialization. SBN was established in the spirit of cross-cultural mutuality and welcomes support and membership from individuals of all backgrounds. Key aspects of SBN's vision and mission include:

1. Expanding the clinical competence and scientific rigor applied to the practice of neuropsychology and neuropsychological practice with Black populations.
2. Engaging both the scientific community and the general population with clinical knowledge and research regarding Black health disparities and its impact on neuropsychological functioning.
3. Developing community outreach and advocacy initiatives that disseminate clinical and research information about brain health to underserved and marginalized Black communities.
4. Fostering a community of collaboration, mentorship, networking, and support among SBN members and the greater neuropsychological community at large.
5. Increasing the representation of Black neuropsychologists, students and scholars at every level of training in neuropsychology, including graduate, internship, and postdoctoral training.
6. Building international partnerships and collaborations with Black neuropsychologists and trainees with the goal of promoting neuropsychological practice, research, and education across the African diaspora.

Section 1.9 Logo. The Society logo (viewed above) shall be utilized for correspondence, public events, brand development, marketing, online presence and other platforms agreed upon and described by the Board.

ARTICLE II MEMBERSHIP, STATUS, & PRIVILEGES

Section 2.1 Membership. The Society is currently pursuing incorporation. All voting members either have a long-term interest in clinical neuropsychology or research in neuropsychology that will directly benefit Black populations, or will increase the representation of Black professional neuropsychologists. All SBN members and affiliates shall be subject to the Bylaws of the Society and to any subsequent revisions and amendments.

Section 2.2 Membership Types & Eligibility. The Society shall have six statuses of SBN memberships, including Fellow, Professional, Associate, Student, Affiliate, and Corporate. The first three statuses, plus an elected member of the fourth status (Student Representative and Student Representative Elect), represent those SBN members with voting powers in the Society,.

- ψ **Fellow Status:** Elected by the Membership Committee, a Fellow has been a professional member for a minimum of five years, holding good standing for five consecutive years.
- ψ **Professional Members:** These members shall have an accredited doctoral degree (Ph.D., Psy.D., D.Phil, etc.) in either psychology or clinical psychology with three years professional experience, two of which

shall be been completed post-doctoral, with licensure or certification to practice in their state or province; or a medical degree (M.D., D.O., etc.) specializing in neurology, neuropsychiatry, or its equivalent if international, so long as the degree, specialization and licensure/certification allows them to practice in their own country; or a terminal master's degree with licensure or certification to practice in their own state/province/country in a related field.

- Ψ **Associate Members:** These members hold a terminal master's degree in psychology or clinical psychology or hold a doctoral degree in the same, but do not meet the requirements for Professional membership.
- Ψ **Student Members:** These members are enrolled full-time or part-time in a degree program (especially focused in psychology, clinical psychology, or another program while showing a proven dedication to develop in or support the field of neuropsychology) within an accredited college or university, internship, post-doctoral training program, or an equivalent training program if international.
- Ψ **Affiliate Members:** These members do not meet the eligibility requirements of other levels of membership (e.g., community members.), but have shown a sincere determination to take part in the core mission and the vision of the Society.
- Ψ **Academic/Research Partners:** These members are colleges, universities, or research institutions with an interest in promoting academic or research endeavors in the field of neuropsychology, as it pertains to Black populations, including populations across the African diaspora.
- Ψ **Corporate Membership:** Elected by the Membership Committee, any business will hold this membership to take part in the core mission and vision statement of the Society so long as it never takes part in, or endorses disgraceful actions against the Black community, purports its membership to be a form of official endorsement of their business operation, or attempts to elevate their business status among their market/competitors based on this membership.

Section 2.3 Voting Rights & Status Roles.

- Ψ **Fellow status:** These members shall have one vote in Society-wide elections and propositions; these members may hold elected office and be members of committees; these members may vote or choose to abstain in any election or proposition, but shall not fail to do so in order to remain in good standing.
- Ψ **Professional membership status:** These members shall have one vote in Society-wide elections and propositions; these members may hold elected office and be members of committees; these members may vote in any election or proposition before the floor at the Annual Meetings, but are not required to do so to remain in good standing.
- Ψ **Associate membership status:** These members shall have one vote in Society-wide elections and propositions; these members may hold elected office and be members of committees; these members may vote in any election or proposition before the floor at the Annual Meetings, but are not required to do so to remain in good standing.
- Ψ **Student membership status:** These members shall have one vote in Society-wide elections and propositions; these members may vote in any election or proposition before the floor at the Annual Meetings, but are not required to do so to remain in good standing.
- Ψ **Affiliate membership status:** These members may neither vote nor hold elected positions; these members may be members of committees.
- Ψ **Academic/research partner status:** These members may neither vote nor hold elected positions; these members may be members of committees.
- Ψ **Corporate membership status:** corporate members may neither vote, nor hold elected office, nor position in any committee; these businesses may assist a committee contingent upon being free of any conflicts of interest.

Section 2.4 Good Standing & Expulsion. All members are presumed to be of "Good Standing" unless revoked by the Membership Committee or the Board. Failure to vote more than once in a year as a required voting member, unpaid dues by one year and a day, or delinquent activities of one's position as stipulated by these Bylaws and determined by either the Membership Committee or the Board are examples of grounds for losing Good Standing (see section 2.5). Revocation of Good Standing alone shall not constitute grounds for expulsion.

Section 2.5 Membership Committee. This committee shall be comprised of, at minimum, three voting members of any status, one of whom shall be appointed as Committee Chair. Non-voting members are not eligible. This committee shall review and either approve or deny all applications for membership and reinstatement with autonomy. This committee shall at no time unduly deny any eligible applicant, nor any member request for reinstatement. Any appeals against denied applications or reinstatement will be reconsidered by at least two members of this committee and two members of the Board. This committee shall review nominations for the status of Fellow, but shall propose their decision along with the three most numerable nominations to the Board for final approval. This committee shall convene to discuss issues of Good Standing if needed, and with a majority vote among the committee members to revoke or propose a decision to revoke Good Standing to the Board for final determination.

Section 2.6.1 Membership Nominations. Fellow, Professional, Associate, and Student members may only nominate one individual for Fellow status per year. Nominations are proposed to the Membership Committee for election at the next Annual Meeting.

Section 2.6.2 Membership – Applications. Prospective SBN members shall send a completed membership application to the Membership Committee along with any dues, fees, or other reasonable documentation the committee may need to appropriately review the applicant (pursuant to Section 2.5). Applicants denied membership may appeal the decision with a letter addressed to the Membership Committee for special review. Membership and/or status will be effective upon the date of approval.

Section 2.7 Membership Renewal. All members in Good Standing shall be automatically renewed for membership by the Executive Secretary after payment of annual dues.

Section 2.8.1 Misconduct, Expulsion & Resignation. The Board may need to convene at a time other than the next regularly scheduled meeting to discuss issues of misconduct relating to expulsion. Expulsion from the Society may be considered by the Board under any of the following circumstances:

1. Conduct by a member that harms, degrades, or adversely affects the Society, its reputation and objections, or its members in any way.
2. Violations of the American Psychological Association's ethical standards of psychologists by any member of the Society.
3. Felony conviction of any member of the Society.

Section 2.8.2 Misconduct, Expulsion & Resignation – Intent to Resign. Any member or Officer may submit a letter in writing to withdraw their participation in the Society, or resign from their position in Office for the duration of their term at any time. Any Fellow status member, Board member, or Officer may submit a letter of intent to resign to the Membership Committee to abdicate their status, or to step down from their elected position on the Board at any time without affecting their Good Standing.

Section 2.9 Reinstatement. Any active member not in Good Standing is eligible for reinstatement with a written letter to the Membership Committee.

ARTICLE III
DUES & FINANCES

Section 3.1 Annual Dues. Dues from every member shall be collected by the Membership Committee and tracked by the Executive Treasurer. Dues shall be used as monetary resource for operating costs and the legitimate business of the Society as laid out by the Board. The yearly amount of dues shall be proposed by the initial Board, and shall be reapproved or amended each subsequent year during the Annual Meeting. Dues for international members from low and middle income countries will be discounted based on a percentage of the dues the dues of members from high income countries, based on the World Bank Country Income classification. The Executive Treasurer shall present the prior years' figures during the Annual Meeting to inform the Board and the members of current and historical trends of dues, then will draft a report of the decision to continue or amend the cost of dues included in the annual report following every Annual Meeting. Decisions to amend the cost of dues shall be passed by a vote of the Board (pursuant to Section 4.4.2). The Executive Treasurer shall coordinate annual billing of dues for each member by any appropriate and legitimate method (e.g. Paypal, mailings, e-mail, etc.), and shall occur regularly during the last thirty (30) days of the fiscal year.

Section 3.2 Fiscal Year. The fiscal year of the Society shall be January 1st through December 31st.

Section 3.3 Activities Not in Furtherance of Tax-exempt Purpose Clause. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, 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.

Section 3.4 Dissolution Clause. Upon the dissolution of this organization, after paying or making provision for the payment of all the liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of shall be disposed of by order of Superior Court of the State of New Jersey in the judicial district where the principal office of the corporation is then located, exclusively for such purpose or to such organizations organized and operated exclusively for such purposes as said court shall determine.

ARTICLE IV
EXECUTIVE BOARD

Section 4.1 The Board. Board members shall consist of the inaugural members of the Board and Officers. Inaugural Board members shall serve at term of two years, not to exceed a term of three years. Inaugural Board

members shall nominate and elect subsequent Board members from the membership pool (pursuant to Section 4.4.1). Future Board members shall serve a term of two years.

Section 4.2 Officers. Officers are defined as the President, Immediate Past-President ("Past-President"), President Elect, Secretary, Treasurer, two Members-at-Large, Student Representative, and the Student Representative Elect. Term duration for the President, Members-At-Large, and Student Representative shall be two consecutive years, may be reelected once for a second term in a row but shall not serve a second term in a row (two consecutive terms) more than once in the history of their membership, and may be reelected for later terms. The Past-President, President Elect, and Student Representative Elect shall serve one-year terms. The Secretary and Treasurer shall serve a term of two consecutive years and may be reelected by the Membership for as many subsequent consecutive terms as the Board approves. Either the Treasurer or Secretary may dually hold the position of the other if no member was elected; however, this exception shall not apply to any other position within the Society's governing structure. The President Elect and Student Representative Elect shall, unless otherwise determined by the Board, assume the office of the President and Student Representative respectively once their respective counterparts' two-year terms are completed. The President shall assume the office of the Past-President upon completion of the two-year term as President. In the event an Officer cannot fulfil his/her term, the Board shall appoint an eligible SBN member to fulfil the remaining term.

Section 4.3.1 Governance. The Society shall be governed by the Board. The Board shall represent the Society to external interests, persons, and institutions, and shall be responsible for conducting the business of the Society throughout the fiscal year between Annual Meetings. To the best of its ability, the Board shall vote on each proposition raised before it or any issue open to the floor of an Annual Meeting, on a case-by-case basis, independent of other propositions/issues, based on the merits of the proposition/issue at hand alone, and in accordance with Section 4.3.3. If at any time the Board is in doubt of an issue being of normal operation or contention, the President shall make the determination.

Section 4.3.2 Governance – Contention. Society issues concerning an important change to normal operations or amendment to these Bylaws (pursuant to Section 7.2), Annual Dues (pursuant to Section 3.1), misconduct or Good Standing (pursuant to Sections 2.5, 2.8.1, & 2.8.2 and those sections cited therein), election of the Board (pursuant to Section 4.4.1), or the perceived necessity of the Board not holding a position as an Officer shall be considered an issue under contention. The Board shall vote on the issue with a "clear majority" of at least 2/3—excluding those abstaining—in favor in order to decide the topic under contention. An exception shall be of decisions needing clear majority in response to misconduct or Good Standing in that they shall not consider the vote of the Officer/Director under investigation.

Section 4.3.3 Governance – Majority. Typical governance by the Board and SBN Membership such as elections and propositions not under contention shall be decided upon by a majority vote of at least 2/3.

Section 4.3.4 Governance – Split-Voting. In the event the Board determines to allocate two or more expenditures or endeavors requiring funding, time, or some such resource, and wholly funding either while neglecting the other (as would occur in accordance with issues under contention) would be a detriment to the Society and its core objectives, then both/all shall be funded by means of a vote of the entire Board, where each Board member and Officer voting in favor of their expenditure or endeavor of choice shall determine the percentage of funding allocated to either expenditure or endeavor (one exception being the Annual Meeting of the Society, which shall occur once annually, at one location, and be an undivided endeavor by the Board).

Section 4.3.5 Governance – Leadership. As provided by these Bylaws, the public face of principle leadership of the Society shall be represented by the Board and President. All communications written from the Society, such as the Annual Report and other formal communications that include a letter from the leadership shall include a letter from both the Board and President.

Section 4.4.1 Election of Board Members. The Board shall be comprised by the founding Board members, who shall solicit interest in positions on the Board from the membership body for the next available term. Thereafter, nominations for new Board members will be solicited in the third quarter of the fiscal year, elected in the fourth quarter, and shall assume their position on the Board at the beginning of the following fiscal year.

Section 4.4.2 Election of Officers. The SBN membership shall elect the prospective Officers . Elections shall be held during the Annual Meeting. Officers shall be elected by a majority vote of voting members present at the Annual Meeting, including those who vote by Proxy or by written notice to the Membership Committee up to five days in advance of the Annual Meeting.

Section 4.5 Eligibility for Officers. All Officers must be voting members in good standing and satisfy criteria pursuant to Sections 2.2–2.4.

Section 4.6 Duties of Officers.

- ψ **President:** The President shall elicit and interview with interested and eligible SBN members in order to propose at least two prospective candidates for President Elect to be voted on by the Membership at the Annual Meeting following his/her first full year of his/her term. The first President Elect shall be nominated by the Board at the inception of the Society. Subsequent Presidents shall be elected by the SBN membership at the Annual Meeting of the Society following the first full year of the inaugural President's two-year term. The President shall be the principle executive officer of the Society, and with the Officer's approval, shall supervise and control the business and affairs of the Society. The President shall preside at all meetings of the Membership and Board. The President shall conduct other duties or act in other capacities as prescribed by the Board. The President may vote or choose to abstain in any election or in any proposition, but shall not fail to do so in order to remain in good standing.
- ψ **Past-President:** The Past-President shall advise the acting President in his/her duties to the Society and to the Board (pursuant to Sections 4.7.1 & 4.7.2). The Past-President shall temporarily assume the duties of the President in the absence or disability of the acting President, or in the event of a necessary Transfer of Powers (pursuant to Section 4.7.2), and shall do so under the title of Past-President. In the event the Past-President will need to assume the Office of the President through to the end of the Year of Overlapping Powers, and immediately upon knowing this, the Past-President shall resume the Office of the President, elicit and interview with interested and eligible SBN members to propose two prospective candidates for President Elect to be voted on by the Board as soon as possible. The Past-President shall attend all meetings of the Membership and Board. The Past-President may vote or choose to abstain in any election or proposition, but shall not fail to do so in order to remain in good standing.
- ψ **President Elect:** The President Elect shall assist the acting President in his/her duties to the Society and to the Board (pursuant to Sections 4.7.1 & 4.7.2). The President Elect shall temporarily assume the duties of the President in the absence or disability of the acting President, or in the event of a necessary Transfer of Powers (pursuant to Section 4.7.2). In the event the President Elect shall assume the Office of the President through to the end of the Year of Overlapping Powers, the President Elect shall do so under the title of President Elect until the automatic transition into the Office of the President, after which s/he shall serve the normal term of the President. The President Elect shall attend all meetings of the Membership and Board. The President Elect shall conduct other duties or act in other capacities as prescribed by the President and the Board. The President Elect may vote or choose to abstain in any election or proposition, but shall not fail to do so in order to remain in good standing.
- ψ **Treasurer:** Unless otherwise determined by the Board, the Treasurer shall have the charge and custody of, and be responsible for, all funds and securities of the Society. This Officer shall deposit or cause to be deposited all such funds in such depositories as the Board may direct, shall keep or cause to be kept correct

and complete accounts and records of all financial transactions of the Society and of the Board. Financial accounts and financial transaction recordings shall be presented to the Membership at the Annual Meetings, and made available within a reasonable amount of time to the Board or any voting SBN member who may make such request during the time between Annual Meetings. The Treasurer shall conduct other duties or act in other capacities as prescribed by the Board. The Treasurer may vote or choose to abstain in any election or proposition, but shall not fail to do so in order to remain in good standing.

- Ψ **Secretary:** Unless otherwise determined by the Board, the Secretary shall monitor the voting habits of all voting members for Good Standing, keep minutes of all meetings of the Board, such as Executive Meetings and the Annual Meeting, and shall process all automatic membership renewals. This Officer shall have intimate knowledge of these Bylaws in order to help the Board and the Society operate in accordance with the rules, the schedule of meetings, duties, and stipulations therein described. This Officer shall maintain the official and most-updated copy of the Bylaws and make available such a copy within a reasonable amount of time to the Board or any voting SBN member who may request for such a copy during the time between Annual Meetings. The Secretary shall conduct other duties or act in other capacities as prescribed by the Board. This Officer shall attend the Annual Meeting and all Executive Board Meetings. The Secretary may vote or choose to abstain in any election or proposition, but shall not fail to do so in order to remain in good standing.
- Ψ **Student Representative:** This Office shall be filled in every subsequent term by a Student member.. The Student Representative may be a member of other committees, and is expected to raise propositions before the Board for a vote when in the interest of SBN Student members. The Student Representative shall elicit and interview with interested, eligible SBN Student members in order to propose at least two prospective candidates for Student Representative Elect to be voted on by the Membership at the Annual Meeting following his/her first full year of his/her term. The Student Representative shall have a single vote in Society-wide elections and propositions. The Student Representative may vote or choose to abstain in any election or proposition, but shall not fail to do so in order to remain in good standing. If needed, The Student Representative can temporarily transfer any or all of his/her full rights and responsibilities to the Student Representative Elect during the Year of Overlapping Powers. This Officer shall attend the Annual Meeting and all Executive Board Meetings. The Student Representative shall conduct other duties or act in other capacities as prescribed by the Board from time to time.
- Ψ **Student Representative Elect:** This Office shall be filled in every subsequent term by a Student member. \ This Officer shall attend the Annual Meeting and all Executive Board Meetings. The Student Representative shall have a single vote in Society-wide elections and propositions. The Student Representative may vote or choose to abstain in any election or proposition, but shall not fail to do so in order to remain in good standing.
- Ψ **Members-at-Large:** The Members-at-Large shall assist the Board and the President in the ongoing operations and transactions of the Society. These Officers are intended to manage and supervise the operations of SBN Committees, propose Committee Chairs for election, and notify the Board of all propositions for vote among the committees. These Officers shall attend the Annual Meeting, may attend any Executive Board Meeting, and may attend any Committee Meeting. These Officers may vote or choose to abstain in any election or proposition, but shall not fail to do so in order to remain in good standing.

Section 4.7.1 Year of Overlapping Powers. During this period, the Past-President, President Elect, and Student Representative Elect will act in the best interest of the Society and its core objectives, and act in accord with their respective counterparts to the best of their ability and with respect to their own values and beliefs. The roles of the Past-President, President Elect, and Student Representative Elect are intended to be supporting roles to their respective counterparts, and as such shall primarily support the endeavors, interests, and responsibilities of the President and the Student Representative to the best of their abilities.

Section 4.7.2 Year of Overlapping Powers – Transfer of Powers. In the event of a Transfer of Powers from the President or the Student Representative ("Transferer") to their respective counterpart, the Past-President, President Elect, or Student Representative Elect ("Transferee"), all initiatives underway during the supported by a vote of the Board or SBN Membership shall be maintained and continued by the Transferee. If a Transferee intends to change other initiatives or operations during the Year of Overlapping Powers that would alter the operation of business for the Society, the change shall be approved in accordance with Section 4.4.2.

Section 4.8 Compensation. The Officers of the Board shall serve without compensation for their services in such capacity unless compensation is expressly authorized in accordance with Section 4.4.2.

Section 4.9 Reimbursement. When approved Board, Officers shall be reimbursed for reasonable expenses and costs associated with the governing of the Society or performance of their duties as Officer.

Section 4.10 Clerical Support. Upon approval by the Board, the Secretary/Treasurer may hire a clerical assistant if necessary for financial accounting and record keeping or the effective operation of the Society as pertains to their Offices.

Section 4.11 Conflicts of Interest. No member of the Board or Officer shall conduct themselves in a manner bringing a potential conflict with the interests of their Office or the Society.

Section 4.12 Termination. Members of the Board and Officers may resign their duties at any time during their term (pursuant to Sections 2.4 and 2.8.1–2.8.2). Board members and Officers may be asked for their resignation by another Board member or Officer at any time (pursuant to Sections 2.4 and 2.8.1–2.8.2). Termination, or forced resignation, shall be conducted in accord with Sections 2.4 and 2.8.1–2.8.2.

ARTICLE V MEETINGS OF THE SOCIETY

Section 5.1 Annual Business Meeting. Officers shall schedule and orchestrate the SBN Annual Business Meeting ("Annual Meeting"). During the Annual Meeting, at a minimum, those legitimate matters pertaining to the Society shall be addressed. The scheduling of the Annual Meeting will likely coincide with the week of the International Neuropsychological Society (INS) in February.

Section 5.2 Executive Board Meeting. Any meeting conducted for the business of the Society having a majority of Officers in attendance shall constitute an Executive Board Meeting. All Officers shall be made aware of any anticipated Board Meeting, and shall attend barring any extenuating circumstance or conflicting operations essential to the ongoing business of the Society. Any vote occurring during a Board Meeting shall constitute a full and immediate decision of the Board. One or more Officers may participate in and be counted for at any meetings by means of conference telephone, online video call, or any similar means of communication.. A majority of those preset in the Board Meeting may adjourn the meeting at any time. Including the Annual Meeting, the Board shall conduct no less than three meetings per year.

Section 5.3 Conduct of Meetings. The President shall preside over all meetings of the Board. The Secretary shall keep a minute book of the Board meetings and shall record therein all in attendance, all resolutions adopted by the Board, a record of all transactions and proceedings occurring at such meetings, and a record for Good Standing of those Officers, Board members, and Fellows failing to vote. The decorum of all SBN meetings shall be conducted with cordiality among attendees and with respect to the orders of business, and matters brought to the floor in turn by those who have the powers to make propositions to the Board and Membership. Standard parliamentary (Robert's Rules) procedures may be followed.

Section 5.4 Committee Meetings. All SBN committees shall, upon organization and at the Annual Meeting yearly thereafter, submit their schedule of meetings to the Members-At-Large for recording and to have the Board notified. The Membership Committee shall meet at least twice per year to conduct the business pursuant to Sections 2.5–2.6.2 & 2.9.

Section 5.5 Action without a Meeting. Any action by the Board required or permitted to be taken at any meeting may be taken without a meeting if all Officers shall individually or collectively consent in writing to such action. A document adorning such written consent shall be filed with the minutes of the proceedings of the Board by the Secretary. This provision shall only apply to the actions of the Board.

ARTICLE VI COMMITTEES

Section 6.1.1 Standing Committees. The Members-at-Large shall solicit interest in election for the position of "Chair" or Co-Chairs to lead each Standing Committee. Committee Chairs and Subcommittee Chairs shall serve for a term of two years. Co-Chairs shall have equal powers in their committees and shall be referenced in these Bylaws collectively by their position as Chair, and may represent their position as Chair without the pre-fix "Co-". Committee Chairs will determine if membership and further leadership is needed for the smooth and cohesive operation of their respective committee, if so, the Board may approve a number of Committee Members and/or Subcommittee Chairs with/without Subcommittee Members, all of which will be under the Committee Chair's supervision. Any action beyond those deemed the duty of a committee decided upon by such committee shall be raised to the attention of the Members-at-Large, who shall determine either an outcome or to propose the issue to the Board for final approval. All Committee/Subcommittee matters raised during the year requiring a vote shall be brought before the floor of the next scheduled Committee/Subcommittee meeting. Only Committee members, Board members, and Officers may vote on these issues; the exceptions are when the concern is brought before the floor of the Annual Meeting for the Membership. Creating a new Standing Committee other than those enacted by the provisions of these Bylaws shall require an Amendment of the Bylaws (pursuant to Section 7.2). The Society shall have the following two committees from inception to dissolution: Membership Committee and Communications Committee.

Section 6.1.2 Standing Committees – Membership Committee. Operation and conduct of the Society's Membership Committee shall be in accordance with Sections 2.5–2.6.2, 2.9, & 5.4. This committee shall conduct thorough and appropriate investigations to determine the eligibility of prospective SBN members. It is the duty of this committee to grant membership to whom membership is deserved, and to deny such when appropriate and for specified just cause. Just cause for denial shall be recorded and filed with the minutes of the proceedings of the Membership Committee. This committee shall conduct thorough and appropriate investigations to determine the eligibility of Fellow status nominations, and propose to the Board for approval of such members by the next scheduled meeting of the Board. This committee shall have the duty to investigate allegations of misconduct among the Membership.

Section 6.1.3 Standing Committees – Communications Committee. With oversight and approval from the Board, this committee shall create and disseminate official Society announcements, public communique, and publications of the Society including the Annual Report. This committee shall have the duty of maintaining the SBN website, social media, and listserv. The Communications Committee shall also support the development and communications needed for the SBN Student Association, and may have a Committee Member appointed to develop and maintain the association's webpage and/or social media page.

Section 6.1.4 Standing Committees – Social Justice and Advocacy Committee. With oversight and approval from the Board, this committee shall develop and disseminate information and briefs that pertain to the advancement of diversity, equity, inclusion, and social justice within neuropsychological practice, training, and research, as it pertains to Black populations. This committee shall also engage and initiate communications with stakeholders, political entities, and governance of other organizations to promote avenues of advocacy and allyship.

Section 6.1.5 Standing Committees – Mentorship, Education, and Training Committee (MET). With oversight and approval from the Board, this committee seeks to empower and foster the training and professional development of SBN’s membership by providing information and programming that supports evidence-based approaches to mentoring and training in the field of neuropsychology. This committee is tasked with developing and organizing continuing education (CE) seminars, panels, and educational events for the membership. The MET Committee shall also oversee the Society’s mentorship program.

ARTICLE VII ADOPTION OF BYLAWS & AMENDMENTS

Section 7.1 Adoption of Bylaws. Upon initial conception of the Society by adoption of these Bylaws, a copy of these Bylaws shall be printed or bound, dated and certified by the Secretary. Copies shall be made available to any voting SBN member pursuant to Section 2.3..

Section 7.2 Amendments. An amendment to these Bylaws may be proposed by any voting member of the Society during the Annual Meeting. Ratification shall require either 2/3 vote of SBN Membership (including Members present when proposed and those unable to attend who may vote by email or postal mail) or a majority vote of the Board in accordance with Section 4.3.3.