

BY-LAWS OF SOCIETY FOR THE QUANTITATIVE ANALYSES OF BEHAVIOR

ARTICLE I: NAME OF ORGANIZATION

The name of the corporation is SOCIETY FOR THE QUANTITATIVE ANALYSES OF BEHAVIOR. The Society for the Quantitative Analyses of Behavior shall hereafter be referred to as the Society.

ARTICLE II: CORPORATE PURPOSE

Section 1. Nonprofit Purpose. The Society is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose. The Society presents symposia and publishes material that brings a quantitative analysis to bear on the understanding of behavior. The symposia provided by the Society focus on the development and use of mathematical formulations to: characterize one or more dimensions of an obtained data set, derive predictions to be compared with data, and generate novel data analyses.

ARTICLE III: MEMBERSHIP

Section 1. Eligibility for Membership. Application for voting membership shall be open to any non-student individual that supports the purpose statement in Article II, Section 2. Membership is granted after completion and receipt of a membership application and annual dues.

Section 2. Annual Dues. The amount required for annual dues shall be set at each annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

Section 3. Rights of Members. Each member shall be eligible to appoint one voting representative to cast the member's vote in association elections.

Section 4. Resignation and Termination. Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

Section 5. Non-voting Membership. The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE IV: MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the Society shall, when possible, coincide with the annual conference; the specific date, time and location of which will be designated by the President. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 2. Special Meetings. Special meetings may be called by the President, the Executive Director, the Officers, or a simple majority of the Board of Directors. A petition signed by five percent (5%) of voting members may also call a special meeting. Meetings conducted by telephone, mail, and electronic mail are also permissible. Votes made during meetings conducted by telephone or mail will be confirmed in writing.

Section 3. Notice of Meetings. Printed notice of each meeting shall be given to each voting member, by mail or electronic mail, not less than two weeks prior to the meeting.

Section 4. Quorum. A quorum for a meeting of the members shall consist of at least 10 members.

Section 5. Voting. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE V: BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Society shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Society.

Section 2. Number, Tenure, Requirements, and Qualifications.

1. The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than five nor more than nine including the following officers: the President, the President-Elect, the Secretary, the Treasurer, the Executive Director.
2. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors are duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article. The President and President-Elect shall serve for a period of three (3) years. The Secretary and Treasurer shall serve for a period of four (4) years. The Executive Director shall serve at the will and pleasure of the Board. Other Directors not named as an Officer shall serve for a period of four (4) years. Years of service shall be counted based on service during annual meetings of the Board of Directors.
3. Directors can serve no more than two (2) successive terms, with the exception of the President and President-Elect who cannot serve successive terms.
4. No two members of the Board of Directors related by blood or marriage/domestic

partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

5. Each member of the Board of Directors shall be a member of the Society whose membership dues are paid in full and shall hold office as submitted by the nominations committee. President-Elect, Executive Director, and Treasurer may attend the SQAB conference without paying the conference registration fee.

Section 3. Regular and Annual Meetings. An annual meeting of the Board of Directors shall be held at a time and day in the month of May of each calendar year and at a location designated by the Executive Committee of the Board of Directors. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods, or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum. The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 7. Forfeiture. Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by April 1st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 12 of this Article in these by-laws.

Section 8. Vacancies. All vacancies in the Board of Directors, whether from resignation,

by death, or other cause, may be filled by electing a replacement Director to fill the remaining years of the four-year term. This vacancy shall be filled by a vote of the remaining Directors or a majority of the remaining Directors attending a special meeting called for that purpose either in-person or conducted via telephone, mail, or electronic mail.

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 10. Confidentiality. Directors shall not discuss or disclose information about the Society or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Society's purposes, or can reasonably be expected to benefit the Society. Directors shall use discretion and good business judgment in discussing the affairs of the Society with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Society, including but not limited to accounts on deposit in financial institutions.

Section 11. Parliamentary Procedure. Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 12. Removal. Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Society would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 12 of this Article.

ARTICLE VI: DUTIES OF THE OFFICERS

Section 1. Duties of the President. The President shall be the Chief Executive Officer of the Society. S/he shall be a member of the Board of Directors and shall preside at all of its meetings. Furthermore, s/he shall prepare and submit to the Board of Directors plans and suggestions for the work of the Society. S/he shall be an "ex-officio" member of all committees. S/he shall have such other powers and shall perform such duties as the Board of Directors shall delegate to him/her.

Section 2. Duties of the Executive Director. The Executive Director shall have active management of the Society and shall direct the carrying into effect of all orders and resolutions of the Board of Directors. S/he serves at the will and pleasure of the Board of

Directors. S/he shall collect and disburse the funds of the Society and manage the Society website. S/he shall have the power to remove and appoint subordinate employees and shall be an “ex-officio” member of all committees. S/he shall attend all meetings of the Board of Directors. S/he shall have such other powers and shall perform such duties as the Board of Directors shall delegate to him. S/he may also hold other offices.

Section 3. Duties of the President-Elect. The President-Elect shall serve as the program chair of the annual symposia. During the absence or incapacity of the President, s/he shall have the same authority as the President. S/he shall have other powers and perform such other duties as the Board of Directors may delegate to him/her by resolution.

Section 4. Duties of the Secretary. The Secretary shall be the administrative officer of the Society and shall be subject to the authorities of the Board of Directors and of the President, and shall perform the duties usually incident to the office, including (but not limited to) regular correspondence with the Society membership (e.g., listserv). S/he shall sign all instruments or documents in the name of the Society when authorized so to do by the Board of Directors or the President. S/he shall record all votes taken and author a brief summary of issues discussed at meetings. S/he shall submit meeting minutes within 14 days of each meeting for distribution, Board approval (via mail or electronic mail vote), and to be filed as a permanent record.

Section 5. Duties of the Treasurer. The Treasurer shall oversee the care and custody of the general funds of the Society. S/he shall report to the Board of Directors the collection of moneys to which the Society is entitled, the investment of funds, the conformity of expenditures to appropriations, the system of bookkeeping, and shall present the books for audit and at such times as required by the Commonwealth of Massachusetts. If necessary, s/he shall report the business methods used by the Executive Director.

Section 6. Duties of the Membership Coordinator and Student Council Representative. The Membership Coordinator shall oversee the care and custody of membership and conference registration records, under the supervision and advisement of the Secretary. S/he shall organize student volunteers to assist with registration at the annual conference, working under the advisement and authority of the Treasurer and Executive Director. The Student Representative shall represent the undergraduate and graduate student body and its interests at Board meetings. Both the Membership Coordinator and Student Representative shall attend meetings of the Board. However, as both the Membership Coordinator and Student Representative are elected by a separate student group, neither shall have voting rights during Board meetings. The Membership Coordinator and Student Representative are both considered Officers of the Society and serve at the will and pleasure of the Board; neither Membership Coordinator nor Student Representative are considered Directors of the Society.

Section 7. Duties of the Resident Agent. Pursuant to the articles of incorporation, the Board shall appoint a Resident Agent in the Commonwealth of Massachusetts to receive notices and official mailings from the government and courts. The Resident Agent may concurrently serve in other Board capacities as either a Director or Officer; however, the

Resident Agent position is neither an Officer nor a Director in its own right. The Resident Agent shall serve at the will and pleasure of the Board and shall have no Board voting privileges.

ARTICLE VII: AMENDMENT OF BY-LAWS

Section 1. Articles of Incorporation. The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by electronic mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article V of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws. The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ARTICLE VIII

Upon dissolution of the Society, none of its property shall be distributed to any of the members, and all such property shall be transferred to the Society for the Experimental Analysis of Behavior, if then extant; otherwise, to such other organization or organizations as the Board of Directors shall determine to have purposes and activities most nearly consonant with those of the Society; provided that such other organization or organizations shall be exempt under Section 501(c)(3) of the Internal Revenue Code or corresponding provision of the Internal Revenue Laws.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this Society, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the six preceding pages, as the Bylaws of this Society.

ADOPTED AND APPROVED by the Board of Directors on this XX day of June, 2018.

Christopher A. Podlesnik, President

ATTEST: Adam Fox, Secretary

Board Members:

Chris Podlesnik, Board Director & President

Suzanne Mitchell, Board Director, Program Chair & President-Elect

Brian Greer, Executive Director

Adam Fox, Board Director & Secretary

Carla Lagorio, Board Director & Treasurer

Jason Bourret, Board Director

Suzanne Mitchell, Board Director

Mark Reilly, Board Director

Federico Sanabria, Board Director