

**Bylaws for**

**The Society for the Psychological Study of Men and Masculinity,  
Division 51 of the American Psychological Association.**

**ARTICLE I. Name and Purposes**

Section 1. Name. The name of this organization shall be The Society for the Psychological Study of Men and Masculinity (SPSMM), a Division of the American Psychological Association.

Section 2. Purposes. It shall be the purposes of SPSMM to promote advances in both scientific and applied psychology that shall be focused on (1) enhancing psychological understanding of male behavior and experience, (2) developing intervention strategies for responding to maladaptive behavior patterns in men, (3) fostering empathic dialogue between the genders, and (4) advocating for public policy and social change initiatives derived from scientific and professional investigation and practice aimed at expanding the options for male role behavior and improving the quality of men's lives. To achieve its purposes, SPSMM shall engage in: the promotion of scientific inquiry; the establishment of publications; the identification of funding support for investigators; the sponsorship of information exchange; the education of the public concerning issues of men and masculinity, and such other activities as agreed upon by the Board of Directors and consistent with the aims of this Society.

**ARTICLE II. Offices**

The principal office of the Society shall be located in the offices of the Society's Secretary. The Society may from time to time have other offices as the Board of Directors may determine.

**ARTICLE III. Members**

Section 1. Classes of members. There shall be four classes of members in the Society: Fellows, Members, Associates, and Affiliates. The requirements for these classes shall be as provided by the Bylaws of the American Psychological Association. The designation of each class and the qualifications and rights of each class shall be as follows.

a. Fellows: Members nominated to become Fellows in the Society must provide evidence to the Fellows Committee of unusual and outstanding contributions to the psychology of men. Fellows of the Division must be Fellows of APA, or elected as Division Fellows according to the process set forth in APA's Bylaws and Association Rules.

b. Members and Associate Members: Members and Associate Members of the American Psychological Association may be admitted to like classes of membership in the Society.

c. Affiliates: Any person interest in participating in the affairs and in supporting the aims and purposes of the Society and not otherwise qualified to be a Fellow, Associate Member, or Member shall be eligible to be elected as an Affiliate of SPSMM.

Section 2. Additional classes. At its discretion, the Board of Directors may create additional classes of membership.

Section 3. Election of Members. An affirmative vote of a majority of the members of the Membership and Recruitment Committee signifying that an applicant has met the designated requirements for membership shall be sufficient for election to membership. All applicants for membership shall file with the Secretary a written application in such form as the Board of Directors shall from time to time determine. All persons who are members of the Society for the Psychological Study of Men and Masculinity at the time of the formation of the Society as APA Division 51 shall automatically be elected to membership in SPSMM, APA Division 51.

Section 4. Voting and Other Rights. Each Fellow, Member, and Associate Member who has been an Associate Member in good standing for at least five years shall be entitled to vote on any matter submitted to a vote of the members. Non-voting Associate Members and Affiliates shall not be entitled to vote. Each Fellow and Member shall be eligible to hold office and to chair Committees. Each Fellow, Member, Associate Member and Affiliate shall be eligible to serve on Committees.

Section 5. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of its members, may suspend or expel a member for cause after an appropriate hearing, and may, by majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article XII of these Bylaws.

Section 6. Resignation. A member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 7. Reinstatement. Upon written request by a former member filed with the Secretary, the Board of Directors may reinstate such former member, who was otherwise qualified as per Sections 1a, b, or c to membership upon any such terms as the Board of Directors deem appropriate.

Section 8. Transfer of Membership. Membership in this Society is not

transferable or assignable.

#### **ARTICLE IV. Meeting of Members**

Section 1. Regular Meetings. An annual meeting of the members shall be held concurrently with the annual convention of the American Psychological Association for the transaction of such business as may come before the meeting. For the purposes of these Bylaws, the annual convention of the American Psychological Association shall be construed to mean two days prior to the convention through two days after it.

Section 2. Special Meetings. Special meetings may be called by a two-thirds vote of the Board of Directors, or not less than one-quarter of the members having voting rights. Special meetings shall be held within a reasonable period of time after receipt of a valid request or on the particular date proposed in the request.

Section 3. Place of Meeting. The Board of Directors may designate any place as the place of the meeting.

Section 4. Notice of Meetings. Written notice stating the place, day, hour, and the proposed agenda of any regular meetings shall be delivered by mail to each voting member not less than thirty, nor more than ninety days before the date of such meeting. In case of a special meeting, or when required by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice and such notice shall be delivered by mail to each voting member not less than seven days before the date of such meeting. The notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Society, with postage thereon prepaid.

Section 5. Informal Action by Members. Any action required to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting with the consent of a majority of the members.

Section 6. Quorum. No less than one-quarter of the voting members shall constitute a quorum of any meeting. If a quorum is not present at any meeting of members, a majority of members present may adjourn the meeting without further notice.

Section 7. Proxies. Voting by proxy shall not be allowed.

Section 8. Manner of Acting. A majority of the votes entitled to be cast, on a

matter to be voted upon by the members present, at a meeting at which a quorum is present, shall be necessary for the adoption thereof unless a greater proportion is required by these Bylaws. Except in cases where mail ballots are permitted under these Bylaws, voting may be accomplished by closed written ballot or by a roll call of the members, but if a closed written ballot is requested by at least 10% of the membership then a closed written ballot shall be taken.

Section 9. Voting by Mail. Where the Board of Directors or officers are to be elected by members, such election may be conducted by mail, in accordance with Article V, Section 3. On all other matters, voting may be conducted by mail if such a ballot is requested by two or more members of the Board of Directors or requested in writing by fifteen percent of the members of the Society. In such cases, the Secretary shall mail a copy of the matter to be voted on to each eligible member within a reasonable time following the request for a mail ballot accompanied by, at the discretion of the Board of Directors, statements in favor of or and opposed to the motion. Within sixty days after the motion and accompanying statements have been mailed to the members, the Secretary shall mail ballots to members. Ballots shall be returned postmarked within sixty days after they have been sent.

## **ARTICLE V. Board of Directors**

Section 1. General Powers. The Board of Directors shall be elected representatives of the members of the Society. The affairs of the Society shall be managed by its Board of Directors, provided, however, that any single disbursement, proposed for the first time, of an amount greater than 50% of the prior year's dues income must first be approved by a majority of the Society's members by a vote in the form of which shall be at the discretion of the Board of Directors not inconsistent with the methods of voting prescribed in these Bylaws. The Board of Directors shall be authorized to accept gifts on behalf of the Society and may enter into agreements concerning the use of such gifts without further ratification by members of the Society. Any actions taken on behalf of the Society by the Board of Directors in the intervals between meetings of the membership shall not conflict with these Bylaws nor any recorded votes of the membership. The Board of Directors shall be authorized to adopt a set of Policies and Procedures to define the day-to-day operation of the Society, provided that it does not conflict with these Bylaws.

Section 2. Number, Tenure and Organization: The number of members of the Board of Directors shall be nine, plus any Representatives to the APA Council of Representatives to which the Society is entitled as a result of the annual APA apportionment ballot. The Board shall include the five officers of the Society as specified in Article VI, Section 1, four Members-at-Large, and Representative(s) to the APA Council of Representatives. New Board members shall assume office on January 1 of each calendar year unless the Board shall designate some other time. Consecutive service in any one position on the Board of Directors shall be limited to two terms. Incumbents who have served two such terms shall not then be eligible to serve again in the position they are vacating without at least a year's break in service.

Members-at-Large: There shall be four Members-at-Large, who shall be elected by the membership each for a two-year term. The two year terms shall be staggered so that the terms of two Members-at-Large expire each year.

APA Council Representatives: Each year the Society shall elect that number of Representatives to APA Council necessary to fill vacancies created by the ending of terms of incumbent Council Representatives and/or vacancies created by changes brought about by the annual APA apportionment ballot. Consistent with APA Bylaws, any Representative to APA Council must be a Member or Fellow of the Association and are ordinarily elected for a three-year term. The Representatives to APA Council shall perform those duties as specified in APA's Bylaws and Association Rules.

Representatives to APA Council shall be voting members of the Board of Directors. They shall be responsible for informing the Board of Directors of significant actions taken by APA Council.

Executive Committee: There shall be an Executive Committee of the Board of Directors. The Executive Committee shall be composed of the Officers of the Society (President, President-elect, Past-President, Secretary, Treasurer). The Executive Committee shall conduct such affairs of the Society between meetings of the Board of Directors as may be needed, and may act on matters it deems urgent provided that it does not exceed annual budget allocations or set new policy. Should the Executive Committee declare an emergency requiring immediate action, a mail or telephone ballot may be taken on such emergency matters from the full Board of Directors.

Section 3. Elections. Members of the Board of Directors of the Society shall be elected by a majority of the voting members of the Society voting by mail ballot sent by APA. The ballot shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of APA, with postage thereon prepaid. Each ballot shall contain at least two nominees for any vacancy. Members shall be informed of the results in a timely manner.

Nominations for elected positions on the Board of Directors shall be solicited from the membership by the Committee on Nominations and Elections for any office for which there is to be a vacancy in that year. All members nominated to stand for election by at least 20% of the members of the Society shall be presented to the members for election in the manner provided for herein. Should fewer than two members be nominated for any office by this process, the Committee on Nominations and Elections shall nominate the necessary number of candidates. All Officers and members of the Society for the Psychological Study of Men and Masculinity serving at the time of the adoption of these Bylaws shall remain in office until their regular terms expire.

Section 4. Regular Meetings. One regular meeting of the Board of Directors shall be held without other notice than this Bylaw. At the call of the President, the Secretary shall inform Board members of the precise date of the meeting, to be held immediately preceding the Society's Annual members meeting. The Board of Directors

may provide by resolution the time and place for holding of additional regular meetings of the Board of Directors without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the members of the Board or 15% of the members of the Society. Requests for such meeting shall be made in writing to the President, and such meetings shall be held within a reasonable period of time after receipt of request or on the particular date specified in the request. The President shall decide the place of the special meeting or may hold the special meeting by means of a conference telephone call or by any means of communication by which all persons participating in the meeting are able to communicate with one another.

Section 6. Notice. Notice of any regular meetings of the Board of Directors shall be given to the members of the Society at least 30 days prior to such meetings in the manner prescribed in Article IV, Section 4. Notice of any special meetings shall be given to the members of the Society at a time and in a manner reasonably calculated to inform members of such meetings. Notice to members of the Board of any special meeting of the Board of Directors shall be given at least thirty days previous thereto by written notice delivered personally or sent by mail to each Board member at his/her address as shown by the records of the Society or twenty days previous thereto by oral notice delivered by telephone. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telephone, such notice must be communicated personally. Any Board member may waive notice of any meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice for such meeting, except where a Board member 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 nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice of waiver of notice of such meeting, unless specifically required by these Bylaws. Meetings of the Board of Directors shall be open to any member of the Society provided that, upon a majority vote of the Board, an executive session may be called.

Section 7. Quorum. The presence of a majority of the members of the Board eligible to vote shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Board members eligible to vote are present at said meeting, those present may adjourn the meeting from time to time without further notice until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called.

Section 8. Proxies. Proxy voting at any meeting of the Board of Directors shall not be permitted.

Section 9. Manner of Acting. The act of a majority of the Directors who are eligible to vote and are present at a meeting at which the quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by these

Bylaws.

Section 10. Vacancies. Any vacancy occurring in the elected members of the Board of Directors because of death, resignation, disqualification or otherwise, may be filled by appointment by the Board of Directors for the unexpired portion of the term. Resignations shall be in writing and addressed to the President.

Section 11. Removal. The Board of Directors, by affirmative vote of two-thirds of all its members, may remove a member of the Board for cause after an appropriate hearing.

Section 12. Compensation. Members of the Board of Directors as such shall not receive any compensation for their services, but by resolution of the Board, reasonable expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board or of the members, but nothing herein contained shall be construed to preclude any Board member from serving the Society in any other capacity and receiving reasonable compensation therefor.

Section 13. Informal Action by Board of Directors. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members of the Board of Directors.

Section 14. Parliamentary Authority. Except as otherwise specified in these Bylaws, the parliamentary authority for the Society shall be the latest edition of Keesey's Modern Parliamentary Procedure.

## **ARTICLE VI Officers**

Section 1. Officers. The officers of the Society shall be a President, President-elect, Past President, Treasurer and a Secretary. No two offices shall be held by the same person.

Section 2. Election and Term of Office. The officers of the Society shall be elected by written ballot by voting members of the Society consistent with the provision of Article V, Section 3. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified. Newly elected officers shall assume office on the first day of the calendar year following the year of their election unless the Board shall designate some other time. Officers of the Society for the Psychological Study of

Men and Masculinity serving at the time of the adoption of these Bylaws shall remain in office until their regular terms expire.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired term as provided in Article V, Section 10.

Section 4. Removal. The Board of Directors, by affirmative vote of two-thirds of all its members, may remove any officer for cause after an appropriate hearing.

Section 5. President. The President shall be a Member or Fellow of the Society who has just completed his/her term of office as President-elect, and shall serve for one year. The President shall be the chairperson of the Board of Directors and the principal executive officer of the Society and shall in general supervise and control all of the business and affairs of the Society. He/She shall not vote except when needed to break a tie. He/She shall preside at all meetings of the Board of Directors and meetings of the members, or if absent, shall previously designate a member of the Board of Directors to fulfill his/her responsibilities in the event that the President-elect is also absent. He/she may sign any contract, or other instruments which the Board of Directors has authorized to be executed. He/She shall, with the advice and consent of the Board of Directors, appoint the Chairs of the Publications Committee, the Program Committee, the Membership and Recruitment Committee, the Finance Committee, and the Fellows Committee; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. President-elect. the President-elect shall be a Member or Fellow of the Society, elected for a term of one year. The President-elect shall be a member of the Board of Directors with vote and shall perform the duties that are usual and customary for a vice-president. In the absence of the President or his/her inability or refusal to act, the President-elect shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The President-elect shall also serve as Chair of the Nominations and Elections Committee.

Section 7. Past President. The Past President shall be the most recently retired president and shall serve for one year as a member of the Board of Directors with vote. The Past President shall also serve as Chair of the Awards Committee.

Section 8. Treasurer. The Treasurer shall be a Member or Fellow of the Society, and shall serve for two years. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/She shall have charge and custody of and be responsible for all funds and securities of the Society; receive and give receipts for moneys due and payable to the Society from any source whatsoever; and

deposit all such moneys in the name of the Society in such banks, trust companies and other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws. He/She shall oversee the keeping of adequate books of account; shall aid the President and the Board of Directors in the preparation of a proposed annual budget; shall make an annual financial report to the membership; and in general perform all duties incident to the Office of Treasurer and such other duties from time to time may be assigned to him/her by the President or the Board of Directors.

Section 9. Secretary. The Secretary shall be a Member or Fellow of the Society, and shall serve for two years. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Society's records; keep a register of the post office address of each member which shall be furnished to the Secretary by such members; assist the President in preparing an agenda for meetings; process applications for membership; and in general perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

Section 10. Compensation. Officers as such shall not receive any compensation for their services, but by resolution of the Board of Directors, reasonable expenses, if any, may be allowed for attendance at each regular or special meeting of the Board or the members; but nothing herein contained shall be construed to prevent any Officer from serving the Society in any other capacity and receiving reasonable compensation therefor.

## **ARTICLE VII. Committees**

Section 1. Committees of the Board of Directors. The Board of Directors, by resolution adopted by a majority of the Board, may delegate such powers to committees as it deems proper, except that no committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Board member or officer of the Society; adopting a plan of merger or adopting a plan of consolidation with another Society; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Society; authorizing the voluntary dissolution of the Society or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Society; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee or task group. The delegation of authority to a Committee shall not operate to relieve the Board of Directors, or any individual, of any responsibility imposed upon it or him/her by law.

Section 2. Publications Committee. The Publications Committee shall consist of the Committee Chairperson, three other members, and Editors on the Society's publications (as Ex-officio members without vote). The Chairperson shall be appointed

by the President with the advice and consent of the Board of Directors. The members shall be nominated by the Chairperson and appointed by the Board of Directors. They shall serve for terms of three years and shall be eligible to succeed themselves for one additional term, with one member retiring and being replaced each year. Initial appointment for one member shall be for one year, for one other member for two years and for one other member for three years, with such designation at the discretion of the Board of Directors. It shall be the duty of the Publications Committee to recommend publications policies and ventures to the Board of Directors and to supervise the publication of such newsletters, articles, books, media series or other publications efforts as the Board shall choose to sponsor.

Section 3. Program Committee. The Program Committee shall consist of the Committee Chairperson and three other members. The Chairperson shall be appointed by the President with the advice and consent of the Board of Directors. The members shall be nominated by the Chairperson and appointed by the Board of Directors. They shall serve for terms of three years and shall be eligible to succeed themselves for one additional term, with two members retiring and being replaced each year. Initial appointment for one member shall be one year, for one other member for two years, and for one other member for three years, with such designation at the discretion of the Board of Directors. It shall be the duty of the Program Committee to develop and to sponsor the holding of scientific and professional lectures, symposia, paper and poster sessions, workshops and such other vehicles for scholarly exchange as shall serve to enhance the dissemination of information about men and masculinity among scientists and professionals working in the field and among members of the lay public.

Section 4. Membership and Recruitment Committee. The Membership and Recruitment Committee shall consist of the Committee Chairperson and three other members. The Chairperson shall be appointed by the President with the advice and consent of the Board of Directors. The members shall be nominated by the Chairperson and appointed by the Board of Directors. They shall serve for terms of three years and shall be eligible to succeed themselves for one additional term, with one member retiring and being replaced each year. Initial appointment for one member shall be for one year, for one other member for two years, and for the other member for three years, with such designation at the discretion of the Board of Directors. It shall be the duty of the Membership and Recruitment Committee to engage in activities designed to identify candidates for membership in SPSMM and to encourage such candidates to join the Society, to carry out a credentials evaluation of those applying for membership so that new members may be placed in an appropriate membership category, to ratify the induction of such persons, and to report to the Board at each meeting of the Board the names of the new members the Committee has processed.

Section 5. Finance Committee. The Finance Committee shall consist of the Committee Chairperson and three other members. The Chairperson shall be appointed by the President with the advice and consent of the Board of Directors. The Treasurer shall serve as a member of the Finance Committee ex officio and without vote. The members shall be nominated by the Chairperson and appointed by the President with the agreement of a majority of the Board of Directors. They shall serve for terms of three years and shall be eligible to succeed themselves for one additional term, with one member retiring and being replaced each year. Initial appointment for one member shall be for one year, for one other member for two years, and for the other member for three

years, with such designation at the discretion of the Board of Directors. It shall be the duty of the Finance Committee to advise the Board of Directors about fiscal policy, to serve as a monitoring group on behalf of the membership to assure the membership that the Board is engaged in prudent fiscal management, and to aid the Treasurer in the preparation of an annual proposed budget for the Board's consideration.

Section 6. Nominations and Elections Committee. The Nominations and Elections Committee shall consist of the President-elect (who shall act as Chair), and three other members of the Society nominated by the Chairperson and appointed by the Board of Directors for a one year term. No one serving on the Nominations and Elections Committee may run for office that year. The Nominations and Elections Committee shall conduct nominations and elections in accordance with APA policy and Article V, Section 3 of these Bylaws.

Section 7. Awards Committee. The Awards Committee is chaired by the immediate Past President and includes three other members of the Society nominated by the Chairperson and appointed by the Board of Directors, for a one year term. The Awards Committee shall recommend to the Board such awards that further the aims and purposes of the Society, and shall nominate a slate of award recipients to the Board on an annual basis.

Section 8. Fellows Committee. The Fellows Committee shall consist of the Committee Chairperson and three other members, all of whom must be Fellows of APA. The Chairperson shall be appointed by the President with the advice and consent of the Board of Directors. The members shall be nominated by the Chairperson and appointed by the Board of Directors. They shall serve for terms of three years and shall be eligible to succeed themselves for one additional term, with one member retiring and being replaced each year. Initial appointment for one member shall be for one year, for one other member for two years, and for the other member for three years, with such designation at the discretion of the Board of Directors. The Fellows Committee shall recruit, review and recommend to the Board of Directors nominations for Fellow status in the Society in accordance with APA policy.

Section 9. Other Committees. The Board of Directors may from time and time constitute such other committees, task forces, work groups and liaisons as it deems necessary for the conduct of other Society business.

Section 10. Term of Office. Each member of a committee shall continue as such until the term of office, as designated by the Board of Directors, has been completed and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof, or unless otherwise provided by these Bylaws.

Section 11. Chairperson. Committee Chairs are appointed by the President with

the advice and consent of the Board of Directors, and serve at the pleasure of the President. Each Chairperson's term of office expires at the end of the President's term, and Chairpersons must be reappointed or replaced by the next President. The Chair of any committee shall vote only in the case of a tie.

Section 12. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee

Section 13. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors, provided, however, that all committee meetings shall be open to the membership of the Society except at such times when a Committee Chair, upon a majority vote of the members of the committee, may declare an executive session.

## **ARTICLE VIII. Contracts, Checks, Deposits and Funds**

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payments of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by the Treasurer or, in the event of his/her incapacity, by the President of the Society. Disbursements shall be made in such manner as shall from time to time be determined by resolution of the Board of Directors or authorized under the approved budget and which are not inconsistent with these Bylaws nor with the recorded actions of the membership, provided, however, that the Treasurer, with the concurrence of the Board of Directors, may reallocate unexpended funds from one category of the approved budget to another, so long as the total expenses for the year are not exceeded. Disbursements of any amount for items not contained in the approved budget may be approved by a majority of the Board of Directors provided, however, that such expenditures shall not require an increase in dues nor result in expenditures greater than the total approved by the membership at the Annual meeting for the year in which the expenditures are to be made. Any other disbursements which would exceed the total expenditures in the approved budget shall require a majority vote of the membership at any regular or special meeting or by a majority vote of the membership voting by mail ballot.

Section 3. Deposits. All funds of the Society shall be deposited from time to time to the credit of the Society at such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Society any contribution, gift, bequest or device for the general purposes or for any special purpose of the Society, as provided for in Article V, Section 1 of these Bylaws.

Section 5. Funds. The Board of Directors shall seek to obtain such other funds as necessary to fulfill the goals of the Society in accordance with its charitable, educational, and scientific purposes.

#### **ARTICLE IX. Certificates of Membership**

Section 1. Certificates of Membership. The Board of Director may provide for the issuance of certificates evidencing membership in the Society, which shall be in such form as may be determined by the Board of Directors.

Section 2. Issuance of Certificates. When a person has been elected to membership and has paid any assessment that may then be required, a certificate of membership may be issued in his/her name and delivered to him/her by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article.

#### **ARTICLE X. Books and Records**

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its membership. Board of Directors and Committees having any of the authority of the Board of Directors shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All public, non-confidential books and records of the Society may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

## **ARTICLE XI. Fiscal Year**

The fiscal year of the Society shall correspond to the calendar year.

## **ARTICLE XII. Assessments**

Section 1. Annual Assessment. The Board of Directors may determine from time to time the amount of the annual assessment payable to the Society by members. In the event that additional revenues are required during a fiscal year, the Board of Directors may request ratification for a special assessment from a majority of members voting by mail ballot.

Section 2. Payment of Assessment. The Assessment shall be payable in advance on the first day of the membership year, unless changed by the Board of Directors. A member shall pay the assessment for the entire membership year in which membership starts.

Section 3. Default and Termination of Membership. When any member shall be in default in payment of the assessment for a period of twelve months from the beginning of the fiscal year or period for which such assessments became payable, his/her membership may thereupon be terminated by the Board of Directors in the manner provided Article III of these Bylaws.

## **ARTICLE XIII. Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Bylaws of the Society, a waiver thereof in writing signed by person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XIV. Amendment to Bylaws**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds vote of the members responding by mail ballot. Amendments

may be proposed by a majority of the Board of Directors or by a petition submitted to the Secretary and signed by 20% of the members of the Society in good standing. All amendments must be consistent with APA Bylaws. Mail ballots on Bylaws amendments shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the record of the Society, with postage thereon prepaid. Such ballots shall be returned within thirty days of that date. If approved, the amendments would take effect on the date specified on the ballot.