

**Bylaws of the  
Society for Affective Science (the "Society")**

**Part 1 — Definitions and Interpretation**

1. In these Bylaws:  
"Act" means the *Societies Act* of the Commonwealth of Massachusetts as amended from time to time.  
"Board" means the directors of the Society.  
"Officers" means the directors serving in executive positions on the Board.  
"Bylaws" means these Bylaws as altered from time to time.  
"Agent(s)" means any individual or organization contracted by the Society to provide designated services
2. The definitions in the Act apply to these Bylaws.
3. If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations prevail.

**Part 2 — Membership**

1. Society Membership is open to individuals from academia, health care, private practice, governmental agencies, non-profit organizations, and for-profit enterprises, engaged in the investigation of scientific study of emotion and related phenomena (e.g., moods, stress, attitudes, valuation, motivation). Members represent a wide range of disciplines and practice, including the sciences, social sciences, medicine and health care, education, and government. The Society retains the right to refuse membership to applicants for any or no reason.
2. The Society will provide membership in the following membership categories:
  - a. **Regular Member** - Any professional person working in academia, health care, governmental agencies, or non-profit organizations.
  - b. **Professional/Non-Academic Member** - Any professional person working in private practice, for-profit organizations or commercial entities.
  - c. **Trainee Member** – Any person who is undertaking advanced education, training, or professional development including post-baccalaureate training, graduate-level education in an accredited graduate degree-granting program at an educational institution of higher learning, postdoctoral training, or medical residency.
  - d. **Undergraduate Student Member** - Any student currently enrolled in an accredited undergraduate degree-granting program at an educational institution of higher learning. Undergraduate Student Membership shall terminate at the end of the first membership year in which the student is no longer enrolled as an undergraduate.
  - e. **Low- and Lower-Middle-Income Country Member** - Any professional person working in academia, health care, private practice, governmental agencies, or non-profit or for-profit organizations or any Graduate Student, Undergraduate Student or Trainee currently enrolled in an accredited undergraduate or graduate degree granting program at an educational institution of higher learning and who reside and work or study in a low or lower-middle income country as defined by the [World Bank](#).
  - f. **Retired Member** - Any professional person who previously worked in academia, health care, governmental agencies, or non-profit organizations.
3. Every member in good standing is entitled to a single vote on actions put forth by the Board to the members for vote, including elections.
4. Every member must uphold the Constitution of the Society, comply with the Bylaws and adhere to the Society's Code of Conduct. Failure to adhere to the Constitution, Bylaws or Code of Conduct may result in the revocation of their membership.
5. The amount of the membership dues, and the term of membership, are determined by the Board.
6. A member is not in good standing if the member fails to pay the member's current membership dues. The member is not in good standing for so long as those dues remain unpaid.
7. A voting member who is not in good standing
  - a. may not vote at a general or annual member meeting, and
  - b. may not vote in an election, and
  - c. is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.
8. A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

### **Part 3 — Member Meetings**

1. All member meetings of the Society are General Member Meetings (GMM) and can be called from time-to-time. At least one GMM is to take place each year and this GMM is called the Annual Member Meeting (AMM). The Board will determine the date, time, and location of all GMM's. Meetings can be held in-person or online. AMM's must take place within 18 months of the previous AMM. There is no limit to the frequency of, nor the minimum time allowed between other GMM's.
2. The order of business at a GMM is as follows:
  - a. elect an individual to chair the meeting, if necessary.
  - b. determine that there is a quorum.
  - c. approve the agenda.
  - d. approve the minutes from the last GMM.
  - e. deal with unfinished business from the last GMM.
  - f. if the meeting is an AMM,
    - i. receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
    - ii. receive any other reports of directors' activities and decisions since the previous annual general meeting,
    - iii. announce new directors, and
    - iv. appoint an auditor, if any.
  - g. terminate the meeting.
3. Other than the AMM, any member in good standing, with the support of 20 members in good standing can request a GMM. Such request must be sent to the Secretary and state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
4. The following individual is entitled to preside as the chair of a GMM:
  - a. the President, or
  - b. the President-Elect, if the President is unable to preside as the chair, or
  - c. one of the other Directors in attendance at the meeting if both the President and President-Elect are unable to preside as the chair.
5. The quorum for the transaction of business at a GMM is 10% of members in good standing, at the meeting.
6. If, within 30 minutes from the time set for holding a GMM, a quorum of voting members is not in attendance,
  - a. in the case of a meeting convened on the requisition of members, the meeting is terminated, and
  - b. in any other case, the meeting stands adjourned to the same day in the next week, at the same time and, if applicable, place, and if, at the continuation of the adjourned meeting, a quorum is not in attendance within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are in attendance constitute a quorum for that meeting.
7. If, at any time during a GMM, there ceases to be a quorum of voting members in attendance, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.
8. It is not necessary to give notice of a continuation of an adjourned GMM or of the business to be transacted at a continuation of an adjourned GMM except that, when a GMM is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.
9. At a GMM, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
10. At a GMM, voting outcomes are determined by a majority of the votes cast by members in good standing.
11. The chair of a GMM must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
12. Voting by proxy is not permitted.

### **Part 4 – Board**

1. The Society must have no fewer than 4 and no more than 15 Directors with the intention to maintain diversity including, but not limited to, career stage, geography, and core academic disciplines.

2. The Board includes Officer positions of President, Past-President, President-Elect, Secretary, and Treasurer. Board Members not serving as an Officer are considered Directors-at-Large. One Director-at-Large is the Trainee Representative, 3 are the current Chairs or Past Chairs of the Diversity, Equity, and Inclusion Committee, the Membership and Outreach Committee, and the Fundraising Committee and 2 are the current Chairs of the Program Committee. The remaining, elected Directors-at-Large are considered Directors without portfolio.
3. Officers and Directors-at-Large without portfolio will be elected to the Board by a majority vote of the votes cast by members in good standing.
4. Members from any membership category may serve as a Director.
5. Officers and Directors all have voting privileges on Board actions. The exception is the Treasurer-Elect who is a non-voting, ex-officio member of the Board.
6. Elections for open positions on the Board should complete at least one month prior to the start of a new term. A term begins on the 1<sup>st</sup> day of the month immediately following the Society's annual conference, unless the conference is held later than April 30<sup>th</sup>, at which point a new term starts on May 1<sup>st</sup>.
7. The President-Elect will serve for a 1-year term, then continue as President for a 1-year term, and Past-President for a 1-year term.
8. The Secretary will serve a 2-year term, which can be renewed for an additional 1-year term in that role.
9. The Treasurer-Elect will serve for a 1-year term, then continue as Treasurer for a 3-year term, which can be renewed for one additional 1-year term in that role.
10. Directors-at-Large without portfolio will serve a 3-year term.
11. Directors-at-Large serving as Chairs/Past Chairs to the Diversity, Equity, and Inclusion Committee, the Membership and Outreach Committee, and the Fundraising Committee will serve a 3-year term.
12. Directors-at-Large serving as the Program Committee Chairs and Student Representative will serve a 1-year term.
13. Directors-at-Large appointed to the Board by virtue of their role with the Diversity, Equity, and Inclusion, the Membership and Outreach, the Fundraising, or the Program Committees, or the Trainee Representative may stand for election for any elected position after serving their term as an appointed Director.
14. The Board may, at any time, appoint a member as a Director to fill a vacancy that arises on the Board because of the resignation, removal, death or incapacity of a Director during the Director's term of office. Recent election results may be used to consider this appointment.
15. Directors may be removed from their duties by simple majority vote of the Board if evidence is present that the best interests of the Society are not being served. Reasons for removal may include more than two unexcused absences from Board meetings, failure to meet Board responsibilities, disruptive behavior, unprofessional treatment of colleagues, conflicts of interest with Board service, and violation of the Society's Code of Conduct.
16. A member appointed by the Board to fill a vacancy ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

## **Part 5 — Board Meetings**

1. Regular Board meetings must be scheduled each year as determined by the President. There must be no fewer than 6 scheduled meetings per year. Additional Board meetings may be called by the President or by any four other Directors.
2. At least seven days' notice of a Board meeting must be given unless all the Directors agree to a shorter notice period.
3. The accidental omission to give notice of a Board meeting to a Director or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.
4. The Directors may regulate their meetings and proceedings as they see fit.
5. The quorum for the transaction of business at a Board meeting is a simple majority of the total number of active Directors.
6. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question.

## **Part 6 — Officer Duties**

1. Meetings of the Officers may be scheduled as determined by the President.
2. The President is the chair of the Board, and with other Officers, is responsible for supervising the other Directors, Staff, and Agent(s) of the Society, in the execution of their duties.
3. The President-Elect is the vice-chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act.
4. The Secretary is responsible for doing, or making the necessary arrangements for, the following:
  - a. issuing notices of GMM and Board Meetings.
  - b. taking minutes of GMM and Board Meetings.
  - c. keeping the records of the Society in accordance with the Act.
  - d. conducting the correspondence of the Board.
  - e. filing the annual report of the Society and making any other filings with the registrar under the Act.
  - f. overseeing these duties when some or all these duties are assigned to an agent(s) working on behalf of the Board
5. In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary at the meeting.
6. The Treasurer is responsible for doing, or making the necessary arrangements for, the following:
  - a. receiving and banking monies collected from the members or other sources.
  - b. keeping accounting records in respect of the Society's financial transactions.
  - c. developing an annual budget, in conjunction with the President.
  - d. preparing the Society's financial statements.
  - e. making the Society's filings respecting taxes.
  - f. overseeing these duties when some or all these duties are assigned to an agent(s) working on behalf of the Board

## **Part 7 — Directors-at-Large Duties**

Directors-at-Large are expected to attend and participate in Board Meetings and to accept duties to chair committees, represent members, undertake or support special initiatives, and serve as moderators or session leaders at the Society's conferences.

## **Part 8 – Director's Compensation and Benefits**

1. Directors will serve in their roles on a voluntary basis without expectation of compensation. In limited circumstances Directors may receive reimbursement for reasonable expenses incurred in the exercise of their duties. The Board must approve such reimbursements in advance.
2. If special arrangements are available, or the Board passes a designated resolution, Directors may receive discounted registration fees and/or support to attend the Society's Conference(s). Should these benefits be available for distribution, differential allocations may be prescribed for Officers and Directors-at-Large.

## **Part 9 — Committees**

1. The Board may establish, and dissolve permanent and ad hoc committees as needed to support the Society's regular and special activities.
2. Committees are to be established with a complete Terms of Reference to describe their remit and to guide the committee in their duties.
3. At each annual member meeting, a resolution appointing an audit committee must be presented.

## **Part 10 — Signing Authority and Financial Controls**

1. A contract or other record to be signed by the Society must be signed on behalf of the Society
  - a. by the Treasurer, together with the President,
  - b. if the Treasurer is unable to provide a signature, by the President together with one other Officer,
  - c. if the Treasurer and President are both unable to provide signatures, by any two other Officers, or

- d. in any case, by one or more individuals or Agent(s) authorized by the Board to sign the record on behalf of the Society.
2. Expenditures for the Society's initiatives are directed by the Officers per the annual budget approved by the Board. Expenditure shall be made by the Officers, or their designated Agent(s) pursuant to the passing of an annual budget. Directors are to account to the Board for all expenditure and liabilities.
3. At least 30 days before the end of the current fiscal year the Board shall approve a budget for the next fiscal year. The Society's fiscal year end is December 31.
4. The financial statements of the Society must be prepared as comparative financial statements relating separately to
  - a. the current period, and
  - b. the preceding period, if any, in relation to which financial statements for the Society were prepared.

#### **Part 11 — Parliamentary Procedures**

Robert's Rules of Order shall serve as the Parliamentary reference to govern the proceedings for any or all matters of the Society unless provided otherwise in the Society's documents or the law.

#### **Part 12 — Non-Inurement**

No part of the net earnings of this organization 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 set forth herein. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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 this document, 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.

#### **Part 13 — Dissolution**

Upon the dissolution of this corporation, assets remaining 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 by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **Part 14 – Amendments**

The Bylaws of the Society may be amended by a two-thirds vote of the Board voting at a Board Meeting where notice of proposed bylaw amendments has been scheduled and communicated to the Board.

Amendments may be proposed by the Board or by petition signed by ten percent or more of the full members of the Society.

These bylaws have been ratified by the Board on 13/01/2025