

**BY-LAWS**

**OF THE**

**NEW YORK STATE ASSOCIATION OF NEUROPSYCHOLOGY, INC.**

**501 C6**

**Revised, June \_\_, 2008**

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**ARTICLE I**  
***NAME***

The name of the Corporation shall be New York State Association of Neuropsychology, Inc.

**ARTICLE II**  
***PURPOSE***

The New York State Association of Neuropsychology, Inc. ("NYSAN") is a not-for-profit organization created to foster and promote the science and practice of neuropsychology in accordance with the national standards set by the American Psychological Association, American Academy of Clinical Neuropsychology and the National Academy of Neuropsychology. In furtherance of NYSAN's purpose, its activities shall include, but shall not be limited to professional advocacy, education through meetings, conferences and workshops, and collaboration with other professional groups with similar goals and interests.

**ARTICLE III**  
***MEMBERSHIP***

Section 1. Members. Membership shall be open to individuals and organizations having met the requirements for membership established from time to time by the board of directors and having paid the annual membership dues established by the board of directors.

Section 2. Honorary Members. The Board of Directors may establish one or more classes of honorary membership, having such designations as the board may specify. Honorary members shall not be entitled to vote at the meetings of the members and shall not be deemed to be "members" of the corporation for purposes of the New York Not-for-Profit Corporation Law. Honorary memberships may be granted and withdrawn by the Board of Directors in its sole discretion.

Section 3. Application. The board of directors may establish such procedures for membership as the board shall deem appropriate. The board may deny membership to individuals or organizations that fail to comply with such procedures, in the board's sole discretion.

Section 4. Annual Dues. The board of directors may determine from time to time the amount of the initiation fee, if any, and the annual dues payable to the Corporation by each member. Dues shall be payable in advance for each membership year.

Section 5. Suspension and Expulsion. A member may be suspended for a period or expelled for violation of any of the by-laws or rules of the Corporation, or for conduct prejudicial to the best interests of the Corporation as determined by the board of directors in its sole discretion. Without limiting the foregoing, default in the payment of dues by any member shall be grounds for the expulsion of such member. Notice of a member's default in the payment of dues shall be mailed, e-mailed or faxed to such member at his or her address as shown in the records of the Corporation at least fifteen (15) days prior to the effective date of expulsion of such member.

Section 6. Annual Meeting of Members. The annual meeting of the members of the Corporation, for the election or appointment of directors and for the transaction of such other business as may properly come before the meeting, shall be held at such time, date and place, within or outside the state of New York, as the board of directors shall determine, provided, however, that such meeting shall be held prior to March 15<sup>th</sup> of each year. At each annual meeting of the members, the board of directors shall present an annual report as required by Section 519 of the New York Not-for-Profit Corporation Law.

Section 7. Special Meetings of Members. Special meetings of the members, except as otherwise provided by law, may be called to be held at such date, time and place as determined by the board of directors. Such call shall state the purpose or purposes of the proposed meeting.

Business transacted at a special meeting shall be confined to the objects stated in the call and matters germane thereto.

Section 8. Action by Members Without a Meeting. Whenever the members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent setting forth the action so taken, signed by all the members entitled to vote thereon.

Section 9. Procedure at Meetings of the Members. The president of the Corporation shall preside at all meetings of the members. The order of business and all other matters of procedure at every meeting of members may be determined by the presiding officer.

Section 10. Quorum. At every meeting of the members, except as otherwise provided by laws or these by-laws, a quorum must be present for the transaction of business and a quorum shall consist of ten (10%) or more of the members of the Corporation entitled to vote, present either in person or by proxy. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any members.

Section 11. Voting. Whenever any corporate action, including the election of the board of directors, is to be taken by vote of the members, it shall, except as otherwise required by law or by the Certificate of Incorporation be authorized by a majority of the votes cast at such meeting.

Section 12. Notice of Meetings of Members. Written notice of each meeting of the members, stating the place, date and hour of the meeting, and except in the case of the annual meeting, stating the person or persons calling the meeting, shall be given to each member of the Corporation in person or by first class mail not less than 10 and not more than 50 days prior to the date of such meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting was called.

Section 13. Waiver of Notice. Notice of meeting need not be given to any member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of a member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting lack of notice of such meeting, shall constitute a waiver of notice by such member.

## **ARTICLE IV**

### ***DIRECTORS***

Section 1. Management. The Corporation shall be managed by a board of directors. It shall be their duty to carry out the objects and purposes of the Corporation, and to this end, they may exercise all the powers of the Corporation.

Section 2. Number. The board of directors shall consist of seven (7) members who will each be elected for a three (3) year term. Officers will be elected by the board members for one (1) year terms, except Treasurer who will serve for two (2) years. Board members may run for a second three (3) year term. All directors shall be either members of the Corporation or officers or employees of members. Each director shall be at least eighteen (18) years of age. At each annual meeting of the Members, board members shall be elected to hold office. Each calendar year will be from May 15<sup>th</sup> until May 14<sup>th</sup> of the following calendar year. The number of directors may be increased or decreased by resolution of the board, provided, however, that the number of directors shall not be less than three (3) or more than seven (7), and further provided that no decrease in the number of directors shall act to shorten the term of any director then serving on the board.

Section 3. Vacancies. In the event of the death, resignation, or removal of a director, the vacancy shall be filled by a majority vote by the remaining board of directors. The person so chosen shall hold office until the end of the then current term.

Section 4. Compensation. No director as such shall receive any compensation, either by way of salary, fees for attendance at meetings, or otherwise. No director shall be reimbursed for his expenses, except pursuant to a prior authorization of the board of directors. This section shall not preclude any director from serving the Corporation in any other capacity or from receiving compensation for such services and reimbursement for his related expenses.

Section 5. Meetings. Meetings of the board of directors shall be held at such times and at such places as may be determined by action of the board of directors or, in the absence of such action, by one-third of the directors then in office, pursuant to such notice as is required by these by-laws.

Section 6. Quorum. At all meetings of the board of directors, except as otherwise provided by law, the certificate of incorporation or these by-laws, a quorum shall be required for the transaction of business and shall consist of a majority of the entire board of directors, and the vote of a majority of the directors present shall decide any question that may come before the meeting. A majority of the directors present at any meeting, although less than a quorum, may adjourn the same from time to time, without notice other than announcement at the meeting.

Section 7. Procedure. The order of business and all other matters of procedure at every meeting of directors shall be determined by the presiding officer.

Section 8. Action Without a Meeting. Any action required or permitted to be taken by the board of directors may be taken without notice and without a meeting if all of the directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the board of directors.

Section 9. Notice of Board Meetings. Written notice of each special meeting of the board of directors, stating the place, date and hour thereof, shall be given by the Secretary, or by any

director to each other director, in the manner required by law not less than ten (10) nor more than fifty (50) days before the meeting. Such notice may be given by first class mail, e-mail, facsimile transmission, overnight courier or personal delivery to his or her residence or usual place of business. Notice of each regular meeting of the board of directors shall be given unless the board by resolution has fixed the place, date and hour thereof and declared that notice thereof shall not be required.

Section 10. Notice of Committee Meetings. Unless the board otherwise directs, notice requirements for meetings of committees shall be the same as notice requirements for meetings of the board itself.

Section 11. Waiver of Notice. Notice of a meeting of the board of directors or a committee thereof need not be given to any director who submits a signed waiver of notice, whether before or after the meeting. The attendance of any director at a meeting of the board or a committee thereof without protesting prior hereto or at its commencement the lack of notice to such director, shall constitute a waiver of notice by such director.

Section 12. Committees. The board of directors may appoint such committees as it may deem necessary or desirable and may prescribe the powers and duties of such committees. The board may delegate management authority to a committee, provided such committee's voting members are all directors of the corporation. If any voting member of a committee is not a director of the corporation, such committee's actions shall be advisory only. Notwithstanding the forgoing, no committee shall be given the power to:

- (a) submit a matter to a vote of the members;
- (b) fill a vacancy in the board of directors or any board committee;
- (c) fix compensation for serving on the board of any board committee;

(d) amend, repeal or adopt by-laws; or

(e) amend or repeal any resolution of the board that, by its terms, was specified as not being so amendable or repealable.

Committees may be asked to make recommendations as to any of the foregoing matters to the full board of directors. Unless prohibited by the board, a committee may, by resolution, add additional non-voting members to itself.

Section 13. Quorum and Manner of Acting. Unless otherwise permitted by resolution of the board of directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of the members of the committee present at a meeting where a quorum has been established shall be the act of the committee.

## **ARTICLE V**

### ***OFFICERS***

Section 1. Required Officers. The required officers of the Corporation shall consist of a President, Treasurer, and Secretary. The officers must be members of the board of directors. A person may hold more than one office, except that the offices of President and Secretary shall be held by different people. If one person shall hold more than one office, he or she shall, in signing or attesting any document, indicate the particular capacity in which he or she is so signing or attesting.

Section 2. Term. Each officer shall hold office until his or her successor is appointed by the Board of Directors.

Section 3. Additional Officers. The board of directors may appoint such additional officers, having such titles and such duties as the board of directors deems appropriate or convenient.

Section 4. Removal of an Officer. Any officer may be removed at any time by the board of directors. In the event of the resignation, removal or death of any officer, the board of directors shall have the power to fill such vacancy.

Section 5. Duties. The duties and powers of officers of the Corporation shall be as follows:

(a) ***President.*** The President shall preside at the meetings of the Corporation, the board of directors, and of the members. The President shall implement the decisions of the board of directors and shall perform such other duties as are assigned by the board of directors. The president shall execute agreements and other documents, approved by board of directors, on behalf of the Corporation. For so long as the board of directors has not created a separate Executive Director position, the President may, to the extent necessary, appropriate or convenient, refer to himself or herself as the Executive Director of the Corporation.

(b) ***The Secretary.*** The Secretary shall issue notices of meetings of directors when such notices are required by law or these by-laws. The Secretary shall attend all meetings of the board of directors and keep the minutes thereof. The Secretary shall affix the corporate seal to such instruments as require the seal, and shall perform such other duties as are properly assigned by the board of directors.

(c) ***The Treasurer.*** The Treasurer shall have the care and custody of all moneys and securities of the Corporation. The Treasurer shall cause to be entered in records of the Corporation, to be kept for that purpose, full and accurate accounts of all moneys received and paid on account of the Corporation. The Treasurer shall make and sign such reports, statements and documents as may be required by the board of directors or by the laws of the United States, the State of New York or any other State or country, and shall perform

such other duties as usually pertain to such office or as are assigned by the board of directors.

Section 6. Temporary Transfer of Powers and Duties. In case of the absence or illness of any officer of the Corporation, or for any other reason that the board of directors may deem sufficient, the board of directors may delegate and assign, for the time being, the powers and duties of any officer to any other officer or to any director, provided, however, that the powers and duties of the President and the Secretary may not be held simultaneously by the same person.

Section 7. Compensation. No officer as such shall receive any compensation, either by way of salary, fees for attendance at meetings, or otherwise. No officer shall be reimbursed for his expenses, except pursuant to a prior authorization of the board of directors. This section shall not preclude any officer from serving the Corporation in any other capacity or from receiving compensation for such services and reimbursement for his related expenses.

## **ARTICLE VI**

### ***INDEMNIFICATION***

Section 1. Indemnification. The Corporation shall, to the fullest extent permitted by applicable law, as amended from time to time, indemnify each person made, or threatened to be made, a party to any action or proceeding, whether civil, criminal, administrative or investigative (“Proceeding”) by reason of the fact that such person, such person’s testator or intestate, is or was a director or officer of the Corporation, or, while a director or officer, serves or served, at the request of the Corporation, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, penalties, amounts paid in settlement and reasonable expenses (including attorneys’ fees, costs and charges) incurred in connection with such threatened or pending Proceeding, or any appeal therein. Notwithstanding the foregoing, no

indemnification shall be made if a judgment or other final adjudication adverse to such person establishes that (i) his acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or (ii) he personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, and provided that no such indemnification shall be required with respect to any settlement or other nonadjudicated disposition of any threatened or pending Proceeding unless the Corporation has given its prior consent to such settlement or other disposition. The Corporation shall, from time to time, advance or promptly reimburse upon request any director or officer seeking indemnification hereunder the funds necessary for payment of expenses (including attorneys' fees, costs and charges) reasonably incurred in connection with any threatened or pending Proceeding in advance of the final disposition thereof upon receipt of a written undertaking by or on behalf of such person to repay such amount if such person is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced or reimbursed exceed the amount to which such person is entitled.

Nothing herein shall limit or affect any right of any person otherwise than hereunder to indemnification or to advancement of expenses (including attorneys' fees, costs and charges) under any statute, rule, regulation, certificate of incorporation, by-law, resolution of directors or members, insurance policy, contract or otherwise.

The Corporation is authorized to enter into agreements with any of its directors or officers to reflect or confirm the rights and benefits contained in this Article and to extend other additional rights to indemnification and to advancement of expenses to any such person to the fullest extent permitted by applicable law, and to set forth procedures for any such person to obtain advancement of expenses and indemnification, but the existence of any such agreement or the failure to enter

into any such agreement shall not adversely affect or limit the rights of any such person pursuant to this Article or otherwise.

For the purposes of this Article, the Corporation shall be deemed to have requested a person to serve an employee benefit plan where the performance by such person of his duties to the Corporation also imposes duties on, or otherwise involves services by, such person to the plan or participants or beneficiaries of the plan, and excise taxes assessed on a person with respect to an employee benefit plan pursuant to applicable law shall be considered indemnifiable expenses.

If a request to be indemnified or for the advancement of expenses pursuant to this Article is not paid in full by the Corporation within 30 days after a written claim has been received by the Corporation, the person seeking indemnification or advancement of expenses may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and, if successful in whole or in part, the person seeking indemnification or advancement of expenses shall be entitled also to be paid the expenses of prosecuting such claim. In any such judicial proceeding, the Corporation shall have the burden of proving by the preponderance of the evidence that the person seeking indemnification or advancement of expenses is not entitled to indemnification or advance hereunder. Neither the failure of the Corporation (including its board of directors or independent legal counsel) to have made a determination that the person seeking indemnification or advancement of expenses is entitled to indemnification or advancement of expenses in the circumstances nor an actual determination by the Corporation (including its board of directors or independent legal counsel) that the person seeking indemnification or advancement of expenses is not so entitled shall be a defense to an action or create a presumption that the person seeking indemnification or advancement of expenses is not so entitled.

Nothing in this Article shall restrict the power and the authority of the Corporation to indemnify or advance expenses to, make indemnification agreements and arrangements with, or maintain insurance on behalf of, any employee or agent of the Corporation or any person (whether or not a director, officer, employee or agent of the Corporation) who serves at the request of the Corporation in any capacity with any other Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

If this Article or any part hereof shall be held unenforceable in any respect by a Court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article shall remain fully enforceable.

## **ARTICLE VII**

### ***GENERAL***

Section 1. Corporate Seal. The board of directors may, from time to time, adopt a seal having such form as they deem appropriate as and for the corporate seal of the Corporation.

Section 2. Fiscal Year. The fiscal year of the Corporation shall commence on January 1<sup>st</sup> and end December 31<sup>st</sup> unless otherwise provided by the board of directors.

Section 3. Amendments. These by-laws may be added to, amended or repealed by the board of directors. If any by-law regulating an impending election of directors is adopted, amended or repealed by the board of directors, there shall be set forth in the notice of the next meeting of the members for the election of directors, the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

Section 4. Gender. Whenever in these by-laws, a masculine gender is used, it is to be constructed as including a feminine gender.

Date: February 11, 2011

#### Addendum to NYSAN Bylaws

During the course of several NYSAN board meetings between September 2010 and February 2011, the following changes to our bylaws were adopted by unanimous vote:

1. In collaboration with NYNG intended to achieve NYSAN's goals of providing educational programs, NYSAN will offer NYSAN-NYNG joint membership at a reduced fee. Joint members must meet the same membership criteria as any NYSAN member.
2. To facilitate NYSAN-NYNG joint membership, NYSAN will shift its membership year to January 1- December 31 (previously May 15-May14.)
3. NYSAN will revise its fiscal year: it will now be from January to January.
4. NYSAN officers and board member terms will be held by calendar year, from January to January.
5. The timing of NYSAN's Annual Meeting of Members will be changed from March to September of each year.



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Dominic Carone, PhD, ABPP-CN  
NYSAN President

Date: June 2, 2014

#### Addendum to NYSAN Bylaws

The NYSAN Board discussed and ultimately voted unanimously to make the following changes to our bylaws.

1. The previous bylaw addendum (2/11/2011) to offer a NYSAN-NYNG joint membership at a reduced fee was repealed. Unfortunately the logistics of this joint membership effort proved problematic and resulted in delays and reduced quality of membership service.

2. Given the greatly expanded activities of NYSAN and the associated work load the NYSAN Board resolved to expand the maximum number of directors on the Board from 7 to 9.

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Chris Morrison, PhD, ABPP-CN  
NYSAN President

Date: October 13, 2016

Addendum to NYSAN Bylaws

RE: Role of Past-President

The NYSAN Board discussed and ultimately voted unanimously to make the following changes to our bylaws regarding the role of past president.

1. The Past-President of NYSAN shall be the most recently retired President of the Organization and shall serve as a voting member on the Board of Directors.
2. The Past-President shall serve in this capacity for one election year cycle.

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David Layman, PhD, ABPP  
NYSAN President