

**BYLAWS OF PSYCHOMETRIC SOCIETY
(AS AMENDED THROUGH 2013)**

ARTICLE I
Seal

Section 1: The seal of this corporation shall consist of two concentric circles with the words “Psychometric Society—Founded 1935” between the inner and outer circles and the words “Corporate Seal 1962 New Jersey” within the field in the inner circle.

ARTICLE II
Board of Trustees

Section 1: Members. The Board of Trustees shall consist of twelve members and shall include the following persons: The President-Elect, the President, the immediate Past President, the Secretary, the Treasurer and the Chairman of the Editorial Council and six members elected at the Annual Meeting as provided in Article VI. The President of the corporation shall be the Chairman of the Board of Trustees and the Secretary of the corporation shall be the Secretary of the Board of Trustees.

Section 2: Groups of Members of Board of Trustees. The members of the Board of Trustees elected directly by the membership of the corporation shall be divided into three groups of two members each, a group of two members to be elected each year, and whose terms of service shall be for three years. No person may serve two consecutive three-year terms as one of these six members of the Board of Trustees chosen directly by the membership of the corporation.

Section 3: Vacancies. If any member of the Board of Trustees becomes an officer of the corporation, his term as elected Trustee shall immediately expire. If, for this or any other reason, a vacancy shall occur in the Board of Trustees, the Board of Trustees shall, by majority vote of all of the members thereof, elect a Regular Member of the corporation to fill the unexpired portion of any vacant term of office.

Section 4: Annual Meeting. The Board of Trustees shall meet each year before the Annual Meeting of the corporation. A special meeting of the Board of Trustees may be called at any time by the President or by two of the members of the Board by mailing to each member thereof a written notice stating the time, place and purpose of such meeting, such notice to be mailed at least five days before the time of the meeting. In place of five days’ notice by mail, all or any of the Trustees may be given two days’ notice by telegraph or personal delivery.

Section 5: Quorum and Voting. A quorum of the Board of Trustees present at a meeting shall consist of three members, at least one of whom shall be a member chosen from the membership as specified in Section 2 of this Article. Each member present at such meeting shall have only one vote; proxies shall not be recognized at any meeting of the Board.

Section 6: Nominations. At least seven months before the Annual Meeting of the corporation, the Board of Trustees shall nominate from the Regular Members two candidates to replace each of the retiring Trustees mentioned in Section 2 of this Article and shall report the nominees to the

Secretary of the corporation.

Section 7: Duties of Board of Trustees. Subject to the provisions of the Bylaws, the Board of Trustees shall be responsible for the management and conduct of the affairs of the corporation and shall nominate new Regular Members upon the recommendation of the Membership Committee.

ARTICLE III *Officers*

Section 1: Officers. The Officers of the corporation shall be: a President, a President-Elect, the immediate Past President, a Secretary and a Treasurer and these officers shall constitute the Executive Committee.

Section 2: Election and Qualifications. The officers shall be elected by the membership in conjunction with the Annual Meeting of the corporation; they shall be Regular Members of the corporation when nominated and elected and shall hold office for a period of one year and until their respective successors shall be elected and qualify, except that the Secretary and Treasurer shall be elected to terms of three years each, the terms not to expire simultaneously.

Section 3: Vacancies. Any vacancy in any of the offices except President and President-Elect shall be filled for the unexpired term thereof by the Board of Trustees by majority vote of those present at the next meeting of the Board following the occurrence of such vacancy. If the office of President becomes vacant, the President-Elect shall become President immediately. He shall perform the duties of the President and shall continue as Chairman of the Program Committee during the remainder of the unexpired term, and shall continue as President during the following term.

Section 4: Duties of President. It shall be the duty of the President, or in his absence the President-Elect, to preside at all meetings of the Society and of the Board of Trustees, to execute all agreements and documents entered into by the Society, except checks, to exercise general supervision over the affairs of the Society and to perform all duties incident to his office or as required by the Board of Trustees.

Section 5: Duties of Secretary. It shall be the duty of the Secretary to keep the records of all meetings of the Society and of the Board of Trustees; to file, hold subject to call, and to arrange for the publication of such records, reports, and proceedings as are authorized by the Certificate of Incorporation and the Bylaws of the Psychometric Society or by vote of the Members or of the Board of Trustees at any duly constituted meeting; to bring to the attention of the Board of Trustees and the Society such matters as he deems necessary; to conduct the official correspondence of the Society and the Board of Trustees; to have custody of such bonds as may be required to be filed by the Treasurer and such other employees as shall be required by the Society to file a bond, holding these bonds subject to the order and direction of the Society; to issue notices of meetings; to sign such checks or other drafts upon the funds of the Society as may be necessary in case of the death or incapacity of the Treasurer, and the Secretary is hereby authorized to sign such checks or drafts in such contingency; and in general to perform all such other duties as are incident to his office or as properly may be required of him by vote of the

Board of Trustees at any duly constituted meeting. In the absence of any specific provision of the Bylaws of the Psychometric Society to the contrary, the Secretary shall have power and authority to represent the Society in the voting or other management of any stock held by the Society in any corporation or company; and in the event that the performance of such acts by the Secretary becomes impossible or inadvisable, by virtue of law or otherwise, the Secretary shall have the power to appoint any Regular Member of the Society to act as duly authorized agent of the Society for the performance of said acts.

Section 6: Duties of Treasurer. It shall be the duty of the Treasurer to have custody of all funds, stocks, and securities and to deposit the same in the name of the Society in such bank or banks as the Society or Board of Trustees may direct, to have custody of all other property of the Society not otherwise expressly provided for by the Certificate of Incorporation and the Bylaws of the Psychometric Society, and to hold the same subject to the order and direction of the Board of Trustees; to collect dues and other debts due the Society by all persons and organizations whatsoever; and to execute or deliver any documents which he shall be directed to execute or deliver on behalf of the Society by the Bylaws, by vote of the Members, or by direction of the Board of Trustees. He shall be responsible for notifying the Board of Trustees whenever, in his judgment, the expenses of the Society are exceeding income to a serious degree. He shall have the authority to sign checks and drafts on behalf of the Society for the disbursement of funds for the duly authorized purposes of the Society as provided by the Certificate of Incorporation and the Bylaws of the Psychometric Society, by vote of the Members of the Society, or by direction from the Board of Trustees. He must be bonded for an amount fixed by the Board of Trustees, the bond to be filed with the Secretary. He shall, at all reasonable times, exhibit his books and accounts to any Member of the Society. He shall keep a full and complete record of all money received and all money paid out, and shall perform such other duties as may be reasonably required of him by vote of the Members of the Society at a duly constituted meeting, or by the Board of Trustees.

Section 7: Special Officers. The Board of Trustees may appoint, from time to time, at any meeting of the Board such Vice Presidents, Business Managers, Assistant Secretaries, Assistant Treasurers and such other officers and agents as it shall deem necessary, who shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board of Trustees. All officers and agents appointed by the Board of Trustees shall hold office until the Annual Meeting of the Board of Trustees immediately preceding the next Annual Meeting of the members of the Society.

ARTICLE IV *Committees*

Section 1: The Committees of the Society shall consist of such standing committees as may be provided in these Bylaws and such special committees as may be established by vote of the Members or the Board of Trustees, or as may be appointed by the President. Unless otherwise provided for in the Certificate of Incorporation or Bylaws or by action of the Members of the Society or the Board of Trustees when they establish a special committee, the Chairman and members of all committees shall be appointed by the President.

Section 2: It shall be the duty of the Executive Committee to make the arrangements necessary

for the Annual Meeting and for any other meetings which the Society may authorize; to bring to the attention of the Board of Trustees any matters not specifically provided for by these Bylaws requiring action by the Board; and to perform such other functions incident to the activity of the Society as may be reasonably required of it. The Executive Committee shall have the power to authorize the making of contracts and to provide for the execution and delivery of such instruments as shall be necessary for carrying out the purposes and functions of the Society.

Section 3: The Program Committee shall consist of four ex-officio members--the President-Elect, President, immediate Past President, and Secretary--and two Regular Members appointed by the President, for terms of up to two years each. The terms of the Regular Members shall begin with appointment by the President, and end when that President finishes his/her term as immediate Past President. In addition to these eight members, the President may appoint, for a term of up to one year each, any adjunct Program Committee members needed to support the successful operation of scientific programs and meetings sponsored by the Society. The term of service for each adjunct committee member shall begin with appointment by the President, and end when the President becomes immediate Past President. The Chair of the Program Committee shall be the President, or a Program Committee member designated by the President, during the term of the President. The duties of the Program Committee are set forth in Article IX.

Section 4: The Election Committee shall consist of the President, who will serve as chair, the Secretary and the Office Manager. It shall be the duty of the Election Committee to conduct and supervise the Office Manager elections of the Society in accordance with the provisions of Article VI of these Bylaws.

Section 5: There shall be a Membership Chairman, who shall serve three years. Upon the expiration of the term of the Membership Chairman, the President shall appoint a new Membership Chairman. It shall be the duty of the Membership Chairman to invite persons qualified in the sense defined in the Certificate of Incorporation and the Bylaws to apply for membership, to provide the necessary forms to applicants, to examine the qualifications of applicants and to recommend qualified persons for membership to the Board of Trustees. The Membership Chairman may appoint other Regular Members of the Society to the Membership Committee at his direction.

ARTICLE V *Members and Dues*

Section 1: Classes and Qualifications. There will be two classes of members— Regular, Student. Regular members shall include three categories: Single, Family and Emeritus. The Family category is reserved for a couple both of whom are members of the Society. Emeritus is reserved for retired members of the Society. These distinctions are made to provide discounted membership fees, the amount of which will be set by the Board of Trustees.

a) Any person or couple who is/are interested in, and desirous of, promoting the development of psychology as a quantitative rational science and who, by training and experience, gives/give evidence of ability to contribute either directly or indirectly to the objectives of the Society, is/are eligible for regular membership, and shall become such upon election and payment of the dues prescribed.

b) Any student in any recognized college or university who is studying and preparing for professional development in line with the objectives of the Society, shall be eligible for student membership. Student members may apply to become Regular Members by the procedure established for the election of regular members.

Section 2: Election of Members. Regular Members and Student Members shall be elected by a majority vote of the Members present at a regular Annual Meeting of the Society upon recommendation by the Membership Committee and nominated by the Board of Trustees upon recommendation of the Membership Chairman.

Section 3: Privileges. Regular Members and Student Members shall be entitled to receive such materials, and to participate in such scientific meetings, as the Society may direct; and to vote in elections of Officers of the Society. Only Regular Members shall be entitled to hold elective office in the Society. The rights and privileges of membership may be exercised by Regular Members and Student Members only if all annual dues have been paid from the time of election to membership to and through the current year.

Section 4: Termination. A membership may be terminated at any time by (a) resignation, (b) failure to pay dues for two successive years or (c) a majority vote of the membership at any Annual Meeting upon recommendation by majority vote of the Board of Trustees after investigation and hearing before the Board of Trustees at which the member may defend his rights to membership, the sole test of which shall be the benefit to the Society which will accrue from the retention or expulsion of such member. No membership may be terminated without written notice of proposed termination being given to such member in the manner prescribed by the Board of Trustees.

Section 5: Dues. Dues shall be as prescribed by the Board of Trustees for each class of member and subject to the limitations in the purposes of the Society as expressed in the Certificate of Incorporation. A portion of the dues, as determined by the Board of Trustees, may be applied by the Society to procure for each member a professional journal dedicated to the professional education and information of the members and the publication of professional writings within the purposes of the Certificate of Incorporation of the Society.

ARTICLE VI

Election of Officers and Board of Trustees

Section 1: President. The President shall be elected as the President-Elect and shall take office as President one month after the Annual Meeting of the year next after the year in which he was elected except that if the office of President becomes vacant for any reason, the President-Elect shall become President immediately.

Section 2: Nominations. At least five months before the Annual Meeting, the Secretary shall mail to all Members (a) a call for nominations and a nominating ballot for President-Elect, (b) a report of the candidates nominated by the Board of Trustees to replace the retiring Trustees; (c) a report of the candidates nominated by the Editorial Council to replace the retiring member of members of that Council; (d) a reprint of Section 3 of this Article; (e) a specification of the date by which the ballots must be received by the Chairman of the Election Committee, which date must be no

earlier than 30 days from the date on which the call for nominations is to be mailed by the Secretary; and (f) an envelope addressed to the Chairman of the Election Committee. The nominating ballot shall contain five numbered lines for nominations for President-Elect, the instructions to list not more than five names in order of preference. The Election Committee shall count the nomination ballots received before the aforementioned expiration date and shall report the names of not fewer than two no more than five nominees for President-Elect receiving the largest number of votes weighted in the order of preference indicated on the ballots. The Secretary may modify this list of nominees by adding or deleting names, subject to final approval of the Board of Trustees. Absent such approval, the original list provided by the Election Committee shall be used.

Section 3: Additional Nominations. Nominations for Trustee in addition to those nominated by the Board of Trustees and nominations for the Editorial Council in addition to those nominated by that Council, may be made by signed petition from ten or more Members of the Society. Such signed petitions must reach the Secretary at least 90 days before the next Annual Meeting.

Section 4: Voting. At least 75 days before the Annual Meeting, the Secretary shall mail to all Members an election ballot for President-Elect, members of the Board of Trustees, and members of the Editorial Council. This ballot shall contain: (a) the names of the two to five nominees for President-Elect reported by the Election Committee as provided for above; (b) the names of nominees for the Board of Trustees, with notations indicating which were nominated by the Board of Trustees and which if any were nominated by petition; (c) the names of nominees for the Editorial Council, with notations indicating which were nominated by the Editorial Council and which if any were nominated by petition; (d) instructions, to rank the nominees for each office in order of preference; (e) a statement of the date by which the ballots must be received by the Chairman of the Election Committee, which date is to be set to allow at least 30 days from the date on which the ballots are to be mailed; (f) an envelope addressed to the Chairman of the Election Committee. The nominees for each office of this ballot shall be listed alphabetically. The above notwithstanding, the Secretary may, subject to the approval of the Board of Trustees, use some other method(s) in addition to or instead of postal mail, to communicate about and conduct elections.

Section 5: Results. Not earlier than 31 days after mailing the election ballots nor later than 30 days before the next Annual Meeting, the Election Committee shall count the election ballots, using the Hare preferential method for each office, and transmit the results to the Secretary for report to the members at the Annual Meeting.

Section 6: Secretary and Treasurer. The Secretary and Treasurer shall be elected by a majority vote of the Members present at an Annual Meeting upon nomination by the Board of Trustees.

ARTICLE VII *Meetings of the Society*

Section 1: The Annual Meeting of the Society shall take place prior to October 1 in each year upon which date and in such locale as may be fixed by majority vote of the Board of Trustees. This vote shall be made two years in advance, at a Board of Trustees meeting immediately preceding the Annual Meeting. Announcement of the date and place of the

Annual Meeting shall be made at the Annual Meeting of the Society following this vote. Notwithstanding the foregoing, the Annual Meeting may be held upon such date and at such place as may be determined by the majority vote of the Board of Trustees. The meeting shall be promulgated by emailed/mailed announcement to each member not less than nine months prior to the date thereof.

Section 2: Annual Meetings of the Society may be proposed by any member of the Society. Proposals for a meeting must be submitted to the Board of Trustees at least 2 months prior to the Board of Trustees vote described in Section 1 of this Article.

ARTICLE VIII *Editorial Council*

Section 1: Functions. The Editorial Council shall have charge of the editorial, but not financial or business, policies of the Society and shall have responsibility for reviewing and supervising the editorial and professional content of any publication which the Society utilizes for the professional education and information of the members and for the publication of professional writings within the purposes of the Society as defined in Article II of the Certificate of Incorporation as amended in 1964.

Section 2: Membership. The Editorial Council shall consist of six members elected by the Members in accordance with these Bylaws as well as staff officers thereof, appointed and removable by a majority vote of the members of the Editorial Council who are elected by the Society. Consulting editors may also be appointed and removed in the same manner as members of the editorial staff, but shall not be members of the Editorial Council.

Section 3: Restriction of Powers. The Editorial Council shall have no power to contract, in the name of the Society or otherwise, or to commit the Society to pay or receive any sum whatsoever for any purpose, all of which powers, within the limits of the Certificate of Incorporation, are reserved to the Board of Trustees.

Section 4: Terms of Membership. The term of office of each member of the Editorial Council shall be six years from one month following the Annual Meeting at which such member was elected except that at the first election under these Bylaws, one member shall be elected for a term of one year, one for two years, one for three years, one for four years, one for five years, one for six years. Thereafter, there shall be one regular vacancy each year. A member shall be eligible to succeed himself. A member elected to fill the term of a vacated office upon the Editorial Council shall serve until the normal expiration of the term of the vacancy which such member has been elected to fill.

Section 5: Vacancy. In the event of a vacancy in the Editorial Council, the members thereof, by majority vote, which may be conducted by mail, shall appoint a successor who shall be a Regular Member of the Society, to serve until the expiration of the term of office then vacant.

Section 6: Nominations. At least seven months before the Annual Meeting of the Corporation, the Editorial Council shall nominate from the Regular Members two candidates to replace each

retiring member of the Editorial Council mentioned in Section 4 of this Article and shall report the nominees to the Secretary of the Corporation.

Section 7: Chairman. The Chairman shall be elected by the Council at its first meeting after each Annual Meeting of the Society. He shall hold the office for one year and shall be eligible to succeed himself, as long as he is a member of the Council. He shall preside over and coordinate the activities of the Editorial Council and make reports to the Board of Trustees, or officers, of the Society, which reports may be made orally.

ARTICLE IX
Scientific Programs

Section 1: The scientific programs of the Society shall be conducted and supervised by the Program Committee. This Committee shall have full power in the selection and rejection of symposia and papers, for all scientific programs, provided that:

Section 2: When meetings are held jointly with other societies the program as a whole shall be subject to the approval of such societies.

Section 3: The Program Committee may request distinguished persons to present invited addresses at scientific meeting of the Society. If such persons are to be compensated, the terms of such compensation must be approved by the Board of Trustees prior to the issuance of the invitations.

ARTICLE X
Fiscal Year and Audit of Books

Section 1: The Board of Trustees shall have power to fix the fiscal year of the Society and to change it from time to time.

Section 2: The financial records of the Society shall be audited at least once a year, in such manner as may be determined by the Board of Trustees, and the result of such audit shall be promptly reported to the Board of Trustees.

ARTICLE XI
Notices and the Waiver Thereof

Section 1: Any Trustees or members entitled to notices may waive the same in writing or orally provided that the oral waiver shall be noted in the minute book of the corporation and the written waiver inserted therein.

ARTICLE XII
Dissolution and Disposition of Assets

Section 1: The Society may be dissolved in the manner provided by the laws of the State of New Jersey.

Section 2: In the event of any dissolution of the corporation, it is required, by Article 7 of the

Certificate of Incorporation as amended in 1964, that the net assets of the Society shall be considered as a trust fund and distributed in the charitable, educational, scientific or literary interest therein described. In further restriction of the power to distribute the net assets of the Society upon dissolution, the Board of Trustees shall have no power to distribute any such assets except to a beneficiary which shall have established tax exempt status as an organization described in Section 501 (c) 3 of the Internal Revenue Code of 1954 or its successor section in any Internal Revenue Code subsequently enacted.

ARTICLE XIII
Amendments

Section 1: The Certificate of Incorporation may be amended only in the manner provided by the laws of the State of New Jersey. These Bylaws may be amended by a vote of two-thirds of the Members present at any Annual Meeting provided that the notice of such Annual Meeting shall have set forth the substance of the proposed change or by a two-thirds vote of all Members responding and voting, within a period of one month, upon an emailed ballot which is accompanied by the complete text of any such amendments, provided that:

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Section 2: The proposed amendment shall have been previously approved by a three-fourths vote of the entire membership of the Board of Trustees.

Section 3: Notwithstanding the foregoing, no amendment of these Bylaws may be made, other than strictly in accordance with the laws of the State of New Jersey, which might permit the Society to be operated for other than purposes in the public interest as contemplated by Section 501 (c) 3 of the Internal Revenue Code of 1954 or its successor section in any Internal Revenue Code subsequently enacted.