

Bylaws

Passed – Nov 10, 2017

Updated – Aug 30, 2019

Article 1 – Name

The name of the organization shall be Flux: The Society for Developmental Cognitive Neuroscience, also to be known as **The Flux Society**.

Article 2 – Purpose

The purpose of the Flux Society shall be to advance the understanding of human brain development by serving as a forum for professional and student scientists, physicians, and educators to:

- exchange information and educate the next generation of developmental cognitive neuroscience researchers;
- make widely available scientific research findings on brain development;
- encourage translational research to clinical populations;
- promote public information by discussing implications on the fields of education, health, juvenile law, parenting, and mental health, and encourage further progress in the field of developmental cognitive neuroscience.

Article 3 – Membership

3.1 Membership Categories

The Society shall consist of three (3) membership categories as follows:

Regular - Any person who undertakes research or is engaged in applied sciences relating to Developmental Cognitive Neuroscience is eligible to be a Regular Member.

Post-Doctoral – Any person who has completed or is working towards completion of their doctoral or medical degree with a goal to achieving a full-time academic or research career related to Developmental Cognitive Neuroscience or related disciplines. Post-doctoral membership is allowed until the person secures a full-time academic or research career or after six (6) consecutive years from the first application of such membership, whichever occurs first. Post-Doctoral Members shall not be eligible for election as an Officer or Director but shall have a right to vote at elections.

Student – Any student enrolled in a degree-granting program offering studies in Developmental Cognitive Neuroscience and related disciplines, at an institution of higher education. Student Membership shall terminate at the end of the first membership year in which the student is able to apply for Regular or Post-Doctoral Membership, which shall be in the calendar year following completing or otherwise leaving the degree granting program. Student Members shall not be eligible for election as an Officer or Director but shall have a right to vote at elections.

3.2 Membership Status

Members in good standing are those who have applied for membership, fully paid the associated member dues, and been have accepted by the Board of Directors.

Each member owes a membership fee to the Society. The amount of the membership fee and the membership period will be determined by the Board of Directors. The Board of Directors also has the authority to provide, at its discretion, complimentary membership to an individual for a designated period.

3.3 Termination of Membership

Membership in any class shall cease upon:

- death;
- termination of membership by the member;
- failure to pay membership dues;
- expulsion.

In case membership is terminated during the membership period and unless decided otherwise by the Board of Directors, the Member must pay the membership fee for the whole membership period.

Article 4 – Board of Directors

4.1 Purpose

The purpose of the Board of Directors is to set the policies of the Society and to be responsible for all affairs related to the Society and its initiatives. All Directors have the right to a single vote on the Board.

4.2 Composition

The Board of Directors will consist of a minimum of 4 and a maximum of 12 people. Scientific areas, diversity, and international geographic distribution will be taken into consideration to ensure a well-represented Board.

The Board of Directors comprises Officers and Directors-at-Large. The Officers are: President; Past President; Vice President; Secretary; Treasurer; and Education Chair. All other Directors serve as At-Large members. Except for the President, Past President and Vice President positions, an individual Director may hold a maximum of two (2) Officer positions.

4.3 Qualifications for Officers

To be eligible for election as an Officer, each candidate must either be a current Officer, or a current Director-at-Large having served for at least two (2) years. Any Director who meets this criterion may serve as an Officer of the Society.

4.4 Election and Term of Office

The four inaugural Directors may serve a term of no more than ten (10) years from the date of incorporation. Except for the inaugural Directors, all Directors shall be elected by majority vote of the membership to hold office on the Board. The election of Directors shall be open to all members in good standing as of the date of the election. A nominations committee comprising the President, Past President and Vice President will encourage, invite and evaluate nominations prior to presenting to the membership, a final slate of candidates for election.

The Officer positions of Vice President, Secretary, Treasurer and Education Chair shall be elected by majority vote of the Directors. The Vice President will hold office for one two-year term before automatically transitioning to President for one two-year term and then Past President for one two-year term.

Except for the inaugural Directors, Directors serving in the Officer positions of Secretary, Treasurer and Education Chair will serve a two-year term, which can be renewed, with a maximum of two additional two-year terms. A former Officer may be considered for election or re-election for an Officer position once they have had a break from an Officer role for a minimum of one (1) year after the anniversary of the expiration of a minimum of two (2) consecutive terms.

The election for an Officer who will vacate office because of the two (2) term limit, or for any other anticipated reason, shall be held in advance of the expiration of the then current Officer's term.

All Members-at-Large will serve a two-year term, which can be renewed, with a maximum of two additional two-year terms.

To ensure continuity, elections for Directors and Officers shall be staggered with different positions being filled in different years. The Board may vote to either extend or shorten certain terms to allow for the staggering of offices.

4.5 Board Vacancy

If a Director resigns or cannot continue serving the Society to their full term, the Board will undertake a new election within ninety (90) days of the date of departure. The new Director's initial term will represent the unexpired portion of the term of the departing Director.

4.6 Board Meetings

The Board will generally meet quarterly, with at least one meeting being face-to-face during the International Congress. Unless otherwise arranged, all other meetings shall be conducted via electronic means.

Board votes during face-to-face or online board meetings shall be by a show of hands / yes-no response, unless a private vote is requested. For Board votes outside scheduled meetings or for private votes, voting may be by electronic means such as email, pursuant to procedures approved by the Board of Directors.

4.7 Quorum

Quorum is achieved when 50% of the Board of Directors are present in person or by electronic means. If the board comprises an uneven number of Directors, quorum is achieved based on a rounding up of the 50% number.

4.8 Participation

Directors are expected to participate in all Board meetings, as well as to attend the International Congresses while serving in office. It is acknowledged that events might preclude participation on occasion. However, a Director who is absent from a substantial number of meetings in a term, or does not participate in official Board duties, will be removed from consideration for re-election and/or will be replaced.

4.9 Director's Compensation

Directors will serve in their roles on a volunteer basis without expectation of compensation. In limited instances, Directors may receive reimbursement for reasonable expenses incurred in the execution of their duties. The Board must approve such reimbursements in advance.

4.10 Director's Benefits

If special arrangements are available, or the Board passes a designated resolution, Directors may receive priority for desirable hotel room assignments at the Society's International Congresses and/or may receive discounted registration fees to attend the Society's International Congress. Should these benefits be available for distribution, differential allocations may be prescribed for Officers and Members at Large.

Article 5. Director Duties

5.1 President

Operating as the Chief Executive of the Society, the President shall, subject to the control of the Board of Directors, supervise and control the affairs of the Society and the activities of the officers. The President shall:

- Perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or by terms which may be prescribed from time to time by the Board of Directors;
- Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all Board of Directors' meetings, and the Annual Business Meeting;
- Make committee appointments;

- Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the Society, execute such deeds, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors;
- Be responsible for supervision of the general organization and management of the International Congresses, including its destination, venues / facilities, and special activities;
- Be responsible for communication with the Board and membership, including oversight of the Flux website;
- Participate or designate Society representation at other professional organizations, as well as in other leadership forums;
- Maintain and amend legal aspects and documents of Society policies, operations and structures;
- Manage and oversee the relationship with the Society's Association and Congress Management partner.

5.2 Vice President

The Vice President works closely with the President in developing plans and strategies of significance for the on-going success of the Society. The Vice President shall:

- Assist in the development of Board Meeting agendas;
- Identify and assist in the development of collaborations with strategic partners;
- Oversee the relationship with the Society's official journal, including the coordination of special issues;
- Serve as Acting President when the President is unavailable.

5.3 Past President

The Past President works closely with the President and Vice President in providing historical perspective to the Board and on-going success of the Society. The Past President shall:

- Provide advice and perspective to the Board of Directors regarding past practices and other matters to assist the Board in governing the Association;
- Support the president and the Vice President on an as-needed basis;
- Perform the duties of the President in the absence or disability of the President and Vice President;
- Chair the nominations committee for Board elections.

5.4 Treasurer

The Treasurer supervises the Society's finances and provides advisory recommendations to the President, with fiducial responsibility residing with the President. In conjunction with the President, the Treasurer has signatory powers for the Society. The Treasurer shall:

- Liaise with the Society's Association and Congress Management partner on all financial matters related to the Society and its' Congresses;
- Liaise with the Society's accountant in the preparation and filing of required tax returns;
- Review and approve Society expenses;
- Provide direction and approval on annual budget development;
- Disburse funds of the Society as may be deemed necessary by the Board of Directors;
- Provide financial reports to the Board of Directors as required;
- Present a financial report at the Annual Business Meeting.

5.5 Secretary

The Secretary is responsible for supervising management of the Society's administrative functions. The Secretary shall:

- Ensure that all notices are given in accordance with the provisions of these Bylaws, or as required by law;
- Supervise the recording, distribution, and maintenance of the minutes of Board Meetings and other official discussions;
- Oversee elections and announce the outcome to the membership;
- Maintain a record of the Society's official documents including the Articles of Incorporation, Bylaws and notices and minutes of all regular and special Board and Annual Business Meetings.

5.6 Education Chair

The Education Chair is responsible for liaising with the Scientific Program Chair in the development of content and program components of the International Congress relevant to Education. The Education Chair shall:

- Facilitate Board decisions on education related conference components as recommended by the Conference Chair including relevant speakers and session topics/themes;
- Oversee the identification, selection and confirmation of candidates and winners of education related awards programs;
- Identify opportunities to partner with outside agencies and partners in the development, integration and delivery of unique educational program components into the International Congress;
- Liaise with confirmed outside agencies and partners in steering the on-going relationship.

5.7 Directors-at-Large

Directors-at-Large serve on the Board to provide additional context to Board discussions and decisions and to support the work of the Board and the Congress. Directors-at-Large shall:

- Participate fully in all Board meetings;
- Assist Officers with their duties as requested;
- Assist in the evaluation and selection of submissions for the scientific program;
- Serve in roles, such as Session Moderators, Award Reviewers et. al. in the preparation and delivery of the Congress
- Serve on committees or assist on special initiatives and projects as requested.

5.8 Ex-Officio Members

The Board recognizes these additional positions as non-voting, ex-officio members of the Board:

- **Scientific Program Chair** – Reporting to the Education Chair, the Scientific Program Chair chairs the Scientific Planning Committee and develops the scientific content for the Annual Congress.
- **Local Host Chair** – Reporting to the President, the Local Host Chair secures conference funding primarily from local/regional sources, coordinates with the Scientific Program Chair in developing a Local Host Chair symposium as part of the Congress and provides insight to the Conference Manager on “local flavor” for the congress.
- **Society Management Administrator** – Reporting to the President, the Society Management Administrator oversees the management and operation of the Society
- **Conference Management Administrator** – Reporting to the Society Management Administrator and working with the Scientific Program Chair and Local Host Chair, the Conference Management Administrator oversees the overall management and deliver of the Congress.

Article 6 – Annual Business Meeting

The Society will hold an Annual Business Meeting (ABM) normally, in conjunction with its International Congress. The announcement of the ABM will take place no later than thirty (30) days prior to the meeting. In the event an International Congress does not take place in each year, the ABM will be held in an online environment accessible to all members in good standing.

During the ABM the Board will present relevant updates to the members related to the current and future plans, operations and finances of the Society, and Board election results. The ABM will be chaired by the President, or in the absence of the President, a chairperson appointed by the President from the remaining Officers.

The ABM is open for all members in good standing, and to other individuals who are invited by the Board or whose attendance is approved by the Board. Quorum will be a minimum of 5% of the current number of voting members.

Every member in good standing has one vote at the ABM. Members must be in attendance to participate. Proxy voting is not allowed. All decisions are taken by majority votes. In the event of a tie, the President can cast the deciding vote.

Article 7 – Congress

The Society will host an International Congress on a frequency and at locations as determined by the Board. The functioning and management of such Congresses will be outlined in a Congress Operations Manual, updated as needed.

Article 8 – Committees

The Board, by resolution by a majority of the entire Board, has the power to establish and disband committees as required from time to time. Newly establishing committees must be invested with appropriate terms of reference and as needed, the end date when the committee completes its reference. It is expected that each committee will include the participation of at least one Director.

Article 9 – Execution of Instruments, Deposits, and Funds

9.1 Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Society 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.

Unless so authorized, no Officer, agent or employee shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount, except in the ordinary course of business.

9.2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Society shall be signed by two (2) of the following Officers: President; Vice-President; or Treasurer.

9.3 Deposits

All Society funds shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Officers may select.

9.4 Gifts

The Board of Directors may accept on behalf of the Society any contribution, gift, bequest or devise for the nonprofit purposes of this Society.

Article 10 – Distributions

Neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of this Society shall ever be distributed to or divided among members, directors or trustees, officers or other private persons; provided further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the Federal Internal Revenue Code, as now enacted or hereafter amended.

Article 11 – Dissolution

In the event of termination, dissolution, or winding up of this Society in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to (and only to) one or more organizations described in Section 501(c)(3) of the Federal Internal Revenue Code, as now enacted or hereafter amended, as selected by the Board of Directors, and such distributions shall not inure to the benefit of any officer, Director, member, agent, or employee of the Corporation.

Article 12 – Amendments

The Articles of Incorporation and these Bylaws may be added to, amended or repealed by a majority vote of the entire sitting Board at any regular meeting or at any special meeting called for that purpose. The board will also consider written proposals from the membership for adding, amending or repealing any Articles within the Articles of Incorporation or these Bylaws. The written proposal must be signed by not less than ten percent (10%) of the voting membership at the time of presentation of such proposal.

Article 13 – Fiscal Year

The Society's fiscal year for accounting purposes shall be from January 1 to December 31.

Article 14 – Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Article 15 – Adoption of Bylaws

The foregoing Bylaws being ratified and adopted by a regular meeting of the Board held on the 10th day of November 2017, the same being so ratified and adopted by the unanimous consent of the Board.

Revisions to the foregoing Bylaws being ratified and adopted by a regular meeting of the Board held on August 30, 2019, the same being so ratified and adopted by the unanimous consent of the Board.