

Society for the Neurobiology of Language Bylaws

Article 1. Name.

The name of the Association is Society for the Neurobiology of Language.

Article 2. Purpose.

The purpose of the Association shall be to advance the understanding of the anatomical and functional organization of language in the human brain. To this end, the Association shall bring together scientists of various backgrounds who are engaged in investigations relevant to the neurobiology of language and engage in other activities to facilitate communication among these scientists and promote education in neural organization for language.

Article 3. Membership

Section 1. Membership shall be open to persons from all disciplines engaged in or supporting research on the Neurobiology of Language. Procedures for membership application and approval are to be established by Council.

Section 2. **Dues.** Council may set annual dues according to the needs of the Association.

Article 4. Meeting

Section 1. **Annual Meeting.** The Association shall meet annually at a place, date, and hour designated by the Council. An Annual Business Meeting shall be held during the Annual Meeting.

Section 2. **Conduct of Business.** Business of the Association shall be transacted at the Annual Business Meeting. Conduct of the meeting shall adhere to Roberts' Rules of Order.

Section 3. **Quorum.** A quorum for transaction of business shall be not fewer than 25 Members of the Association.

Section 4. **Voting and Representation.** Each eligible Member who is present shall be entitled to one vote at all meetings of the membership of the Association.

Article 5. Council

Section 1. **Council.** The Association's affairs shall be conducted through the Council. The Council shall have 12 Councilors, including the following positions: Chair Elect, Chair, and Past Chair; Treasurer Elect, Treasurer, and Past Treasurer; Secretary Elect, Secretary, and Past Secretary; and Meeting Liaison Elect, Meeting Liaison, and Past Meeting Liaison. Each Councilor shall be entitled to one vote.

Section 2. **Quorum.** A quorum of Council shall consist of 7 members.

Section 3. **Meetings.** Council shall meet at the Annual Meeting and at other times and places as it deems necessary. Additional meetings of the Council may be called by the Chair at a place, date, and hour that is approved by a majority of the Council. Council may transact business by conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Notice of the Annual Meeting and of any special meeting of the Council shall be given at least five days previously thereto by written notice to each Councilor at his or her address as it appears in the records of the Association. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by facsimile or email, such notice shall be deemed delivered when the facsimile or email is sent. If sent by overnight courier, such notice shall be deemed to be delivered when delivered to the overnight courier. If sent via electronic mail, such notice shall be deemed to be delivered when the notice is transmitted.

Section 4. **Election of Councilors.** Councilors are elected for a three-year term and are not eligible for re-election for three years after serving one term. Each year, four councilors shall be elected, one each as Chair Elect, Treasurer Elect, Secretary Elect, and Meeting Liaison Elect, from a slate of candidates prepared by the Nominating Committee. Newly elected Councilors shall assume office at the beginning of the Annual Meeting.

Section 5. **Nomination of Councilors.** Slates of candidates for Councilor positions will be prepared by the Nominating Committee. The Committee shall invite nominations from Members, add its own candidates, and prepare a slate of 2 to 3 candidates for each open councilor position (Chair Elect, Treasurer Elect, Secretary Elect, and Meeting Liaison Elect) for each annual election. In their selection of candidates, the Nominating Committee shall take into consideration balance across scientific disciplines, nationality, and gender. Additional candidates for Councilor positions can also be nominated and placed on the ballot by petition of 2% of the membership.

Section 6. **Vacancies.** All vacancies in Councilor positions shall be filled on an interim basis by the Council Chair. At the next annual election, the vacancy shall be filled for the remaining tenure of the vacated position by the candidate for Councilor receiving the fourth-most votes in the Council election.

Section 7. **Voting.** Councilors shall be elected by a simple plurality of votes on valid ballots received in an election held prior to the Annual Meeting. Election of the Councilors may be conducted by mail, email, or other electronic means. The specific procedures and deadlines for the annual election of new Councilors shall be established by Council. Voting members may vote for three candidates, including write-in candidates.

Article 6. **Officers**

Section 1. **Council Chair.** The Chair of the Council shall preside over meetings of the Council. The Past Chair and Chair-elect shall assist the Chair and substitute for the Chair when necessary, with the Past Chair taking precedence over the Chair-Elect in substituting for the Chair.

Section 2. **Secretary.** The Secretary will be responsible for the minutes of all meetings of the Council and be responsible for communications to Members and Meeting Participants.

Section 3. **Treasurer.** The Treasurer shall be responsible for all moneys and valuable effects in the name and to the credit of the Association, and for full and accurate accounting of receipts and disbursements in books belonging to the Association. The Treasurer shall have signatory powers and shall disburse funds of the Society as may be ordered by Council. The Treasurer shall render to the Chair and Council at its regular meetings, or when the Council so requires, an account of the financial transactions and status of the Association. The Treasurer shall be the chair of the Finance Committee.

Section 4. **Meeting Liaison.** The Meeting Liaison will facilitate communication between the Council and the local organizers for each Annual Meeting.

Article 7. **Committees**

Section 1. **Formation.** Council may appoint committees to act for Council for special purposes, designating their duties and powers in the resolution of appointment. Such resolution must be adopted by a majority of Councilors in office. Council may also appoint or designate members of the Association to serve as members of standing committees as deemed appropriate. This action must also be adopted by a majority of Councilors.

Section 2. **Standing Committees.** Standing Committees shall include but are not limited to the following Committees: Meetings, Finance, Nominating, and Program. All committees shall submit to the Council Chair, in advance of the Annual Meeting, a written report of their activities and proposals.

(a) **Meetings Committee.** The Meetings Committee will consist of the Meeting Liaison, the Council Chair, the current local organizer for the upcoming Annual Meeting, and the local organizers for the previous and next Annual Meetings. The Meeting Liaison shall serve as Meetings Committee Chair. The Meetings Committee will be responsible for facilitating preparations and communications for the Annual Meeting. They will also be responsible for evaluating proposals for the sites of future meetings and forwarding recommendations for future sites to the Council.

(b) **Finance Committee.** The Finance Committee shall consist of the current Treasurer, the past Treasurer, and Treasurer-elect. The Treasurer shall serve as Finance Committee Chair. The Finance Committee shall advise Council respecting the annual budget, the handling of reserve funds, investments and depositories, and other financial matters.

(c) **Nominating Committee.** The Nominating Committee shall consist of the Chair, Past Chair, and Chair-elect of the Nominating Committee. The Nominating Committee will select the slate of candidates for Council positions each year.

(d) **Program Committee.** The Program Committee shall consist of the Council Chair and Chair-elect, the Meetings Liaison, the Chair of the Local Organizing Committee, and additional members as proposed by previous committees and approved by Council. The Program Committee shall be responsible for oversight of the scientific program for the Annual Meeting. The Chair of the Program Committee shall be selected by Council.

Article 8. **Fiscal Year**

Section 1. **Period.** The fiscal year of the Association shall be the calendar year commencing on the 1st day of January and ending on the 31st day of December of the same year.

Section 2. **Treasurer's Report.** A report of the fiscal state of the Association shall be made by the Treasurer at the Annual Meeting and whenever requested by Council.

Article 9. **Organization and Financing of Annual Meeting**

Section 1. **Annual Meeting Proposals.** Proposals for Annual Meeting sites shall include designation of a Local Organizing Committee, to be approved by Council. Responsibility for choosing the location and the Chair of the Local Organizing Committee resides with the Council. Responsibility for logistical organization of each Annual Meeting resides with the Local Organizing Committee. Changes in the composition of the Local Organizing Committee are subject to approval by Council.

Section 2. **Budget.** Upon request of Council, the Local Organizing Committee shall submit a budget of projected income and expenses for approval by Council.

Section 3. **Allocation of funds.** Allocation of Association funds to cover expenses for the Annual Meeting shall be approved by Council. The Association shall assume responsibility for all approved financial obligations. Any financial obligations incurred by the Local Organizing Committee that are not approved by Council are not the responsibility of the Association.

Section 4. **Income.** All income in excess of approved expenses shall be the property of the Association.

Section 5. **Accounting.** After the Annual Meeting, the Local Organizing Committee shall render to Council for approval an account of all funds disbursed and funds received related to the Annual Meeting in an audited report. The Treasurer may also request a financial report from the Local Organizing Committee at other times at his or her discretion.

Article 10. **Amendments.**

Amendments to the Bylaws may be proposed on resolution by majority of Council, or by a written proposal signed by not less than ten percent (10%) of the voting membership. Such amendments shall be discussed at the Annual Business Meeting and then subjected to referendum by the entire voting membership. The Bylaws may be amended by a simple majority of votes.

Article 11. **Ratification of the Bylaws and Initial Formation of the Society for the Neurobiology of Language.**

Section 1. **Ratification of Bylaws.** These Bylaws shall be distributed to all registered participants at the Second Annual Conference on the Neurobiology of Language, to be held November 11-12, 2010, in San Diego, California, USA. A Business Meeting shall be held at that meeting, presided over by the Chair of the Interim Council, at which time the Bylaws will be discussed and voted upon. All registered participants of the Conference who are in attendance at the Business Meeting

shall have one vote. A majority of participants in attendance at the Business Meeting shall be required in order to ratify and adopt these Bylaws. Counting of ballots and determination of the election outcome will be the responsibility of an interim *ad hoc* Voting Subcommittee, consisting of the Nominating Committee and the Interim Council.

Section 2. Initial Formation of the Organization. If these Bylaws are adopted, election of Councilors shall follow the San Diego Conference by a web-based system. Eight new members of Council shall be elected from a slate of 16-24 candidates prepared by the Interim Council's Nominating Committee. All registered meeting participants will be invited to vote for one candidate each for Chair, Chair-Elect, Secretary, Secretary-Elect, Treasurer, Treasurer-Elect, and Meeting Liaison and Meeting Liaison Elect. New Councilors shall be elected by plurality vote. The Chair, Secretary, Treasurer, and Meeting Liaison shall become the Past Chair, Past Secretary, Past Treasurer, and Past Meeting Liaison and shall thus serve as members of the new Council for one year to provide continuity and guidance. The slate of candidates to be prepared by the Interim Council Nominating Committee may not include the Chair, Secretary, or Treasurer of the Interim Council or any member of the Nominating Committee.