



Society for Research on Adolescence

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By-laws

The following are the By-laws of the Society for Research on Adolescence as of January, 2020

Article I. Name

The name of the corporation is the Society for Research on Adolescence (the “Society” or the “corporation”).

Article II. Purpose

The purposes of this multidisciplinary Society are:

A. to promote the understanding of adolescence through research and dissemination;

B. to provide a forum for faculty, scientists, professionals, and student researchers interested in adolescence; and

C. to do such things and to perform such acts to accomplish its purposes as the Board Members may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the “Code”), with all the powers conferred on not-for-profit corporations under the laws of the State of New York

Article III. Not-For-Profit Corporation

The corporation shall be organized and operated exclusively for charitable, educational, religious, literary or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No Board Member or Member of the corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of any Board Member, Member, director, officer or any private shareholder or individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or

intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

Article IV. Principal Office

The principal office of the Society shall be determined from time to time by the Board of the Society.

Article V. Membership

A. Categories of Membership. The membership of the Society shall consist of Regular Members, New Professional Members, Emeritus Members, and Student Members. Any individual who researches adolescent development shall be eligible for membership. In addition, professionals interested in research on adolescence are eligible for membership.

1. Regular Members are those individuals who have received their terminal degree more than five (5) years ago.
2. New Professional Members are those individuals who have graduated from their respective programs of study within the last five (5) years.
3. Emeritus Members are individuals who have retired but wish to keep an active membership in the Society.
4. Emerging Nations Members are residents of developing nations as defined by the World Bank.
5. Student Members are students enrolled in undergraduate or graduate study.

B. Membership Vote. On all matters calling for action by the Membership of the Society, each Member (Regular, New Professional, Emeritus, and Student Member and Emerging Nations) shall have one vote. No Member may vote by proxy. All issues requiring a vote of the Membership shall be completed at the business meeting of the Biennial Meeting or via electronic and/or mail ballot as deemed appropriate by the Board.

C. Membership Terms. Full Members have no term limits. The terms of New Professional Members may not exceed five (5) years of Membership in this category. Emeritus Members have no term limits. Student Members may serve for terms of 1 year, renewable until they are granted a degree.

Article VI. Board of Directors

A. Powers of the Board of Directors. The business and affairs of the Society shall be managed by the Board of Directors which is the governing body of the Society.

The Board of Directors shall have charge, control and management of the business, property, personnel, affairs and funds of the Society and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the Code not inconsistent with these By-laws, the Certificate of Incorporation or the laws of the State of New York. The Board shall meet as often as necessary to conduct the business of the Society but no less frequently than annually.

B. Board of Directors Members. The Board shall consist of no more than fifteen (15) Board of Directors Members, consisting of the following. The Officers of the Society shall be Executive Committee Members and shall serve for the term of their office.

- The Board of Directors shall include four (4) members-at-large who have been elected by the membership, each of whom shall serve on the Board of Directors for a four (4) year term. The Board of Directors will also include two (2) appointed members-at-large. One will be appointed by the Board of Directors and one will be appointed by the President, both will serve four (4) year terms.
- The Board of Directors shall also include an International Representative elected by the Society's Membership for a four (4) year term. Candidates for International Representative must have permanent resident status outside the United States. The International Representative is responsible for specific duties unique to this position in addition to the obligations of an Board of Directors Member. Non-U.S. citizens may also be elected or appointed as Board of Directors Members-at-large.
- Board of Directors Members-at-large, Director Appointees, and the International Representative can serve no more than two (2) consecutive terms on the Board of Directors.
- The Board of Directors shall also include a voting Student/New Professional and an alternate Student/New Professional representative. The term of the student representative and alternate shall be four (4) year terms, with one being elected every two (2) years to fill the four (4) year position. Elected representatives will serve their first two (2) years as alternate student representative, followed by two (2) years as voting student representative. In this way, the two (2) Student/New Professional representatives will overlap their terms to facilitate continuity of service. The Student/New Professional representative and alternate shall attend council meetings. Student/New Professional representatives shall be permitted to complete the two (2) year term of office even if they finish graduate studies before the term expires.

C. Quorum and Voting Requirements. A majority of the Board Members then in office and a majority of any committee constitutes a quorum for the transaction of business. A quorum for the transaction of official business at a Society's membership meeting shall consist of any number of voting members present.

D. Removal of Board of Directors Members. Members may be removed by majority vote of Board of Directors.

E. Vacancies. The Board of Directors may appoint a Regular Member to fill vacancies that occur mid-term. The appointment requires a majority vote of the Board of Directors.

F. Action Without a Meeting. The Board of Directors and the membership may vote by mail or electronically.

G. Participation in Meeting by Remote Communication. A member of the Board of Directors or of a committee may participate in a meeting by conference call or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

H. Compensation. Members of the Board of Directors shall receive no compensation for their services on the Board of Directors. The preceding shall not, however, prevent the corporation from providing reasonable compensation to an Board of Directors Member for services which are beyond the scope of her or her duties as an Board of Directors Member or from reimbursing any Board of Directors Member for reasonable expenses actually and necessarily incurred in the performance of his or her duties as an Board of Directors Member.

Article VII. Executive Committee (Officers)

The Executive Committee of the Society shall be a President, a President-Elect, a Past President, a Treasurer, and a Vice President of Programming (all of whom are voting members of the Board of Directors). The President shall serve a two (2) year term. The President-Elect shall serve for two (2) years, and shall then serve as President for two (2) more years. Past-Presidents shall serve for two (2) additional years following their tenure as President and chair the Nominating Committee.

Article VIII. Nominations, Elections, and Appointments

A. Election and Appointments. The President-Elect, Treasurer, Elected Members-at-large of the Board of Directors, International Representative to Board of Directors, Student/New Professional and Alternate Student/New Professional Representative shall be elected by the Members of the Society via electronic and/or mail ballot using a simple ranking system. The person(s) receiving the highest ranking is elected. The Vice President of Programming will be selected by the Board of Directors after soliciting nominations from the membership.

B. Officers and Directors. New officers and Directors shall begin their terms at the end of the General Membership Meeting of the Society held in the year in which they are elected. Officers and Directors who are appointed to office to fill a vacancy in the Board of Directors Membership shall assume their offices immediately upon appointment [and shall serve for the remainder of the vacating Officer or Director].

C. Nominations Committee. The Nominations Committee, chaired by the Immediate Past President, shall solicit suggestions for nominations electronically or by mail from the Membership for the offices of President-Elect, Treasurer, elected Board of Directors Members-at-large, and Student/New Professional Representatives to the Board of Directors. The Nominations Committee shall select the final slate of candidates. This selection shall be guided by the suggestions of the Membership and any policy guidelines as may be set down by the Board of Directors. Selections should reflect the diversity of interests and backgrounds of the Membership and the goals of the Society. In every third election, the ballot for President will be limited to individuals whose primary discipline is not in psychology. The Nominations Committee shall ascertain the willingness of the nominees to serve, if elected. The election ballot shall contain the names of at least two (2) nominees for each position, as well as spaces for write-in candidates. The Nominations Committee shall submit the slate of candidates to the Executive Office of the Society who will conduct the election electronically or by mail in accord with any policy guidelines as may be set down by the Board of Directors.

D. Appointed Board of Directors Members-at-Large. A new appointed Board of Directors Member-at-Large shall be appointed every four (4) years. This shall be done in conjunction with the election of other Board of Directors Members prior to the General Membership Meeting of the Society held that year. This appointment shall be made by a vote of the Board of Directors Members. The Board of Directors shall seek to appoint a person to this position in order to provide representation to diverse groups within the Membership that have not achieved representation on the Board of Directors through this or recent prior elections. The appointed Board of Directors member-at-large shall assume office at the end of the General Membership Meeting. In addition, the current President will appoint an Board of Directors Member-at-Large to serve a four (4) year term. The member-at-large will assume office at the end of the General Membership Meeting.

E. President Recommendation. Unless otherwise specified in these articles, the President may recommend the appointment of individuals to specific posts. Such appointments are subject to approval of the Board of Directors.

Article IX. Meetings

A. Regular Meetings. The Society shall meet at least biennially to conduct its business and affairs in furtherance of its purposes. During the meeting, Officers and Directors shall report to the Society and respond to questions from the Membership.

B. Special Meetings. Special business meetings of the Society shall be held at any time upon call of Board of Directors or upon the call of one-fifth (1/5) of the voting Members of the Society. The Board of Directors shall determine the time and place of such meetings.

C. Notice. Written notice of all regular or special meetings of the Society shall be distributed electronically or mailed to each Member of the Society no fewer than thirty (30) days before such meetings. All notices for a special meeting shall state the purpose of the meeting and the business to be conducted.

D. Board of Directors Meetings. The Board of Directors of the Society shall meet at least once a year at the time of the Biennial meeting of the Society or at other appropriate times. The President, Executive Officers, and the Chairs of all standing committees shall report in writing to the Board of Directors annually.

Article X. Committees

A. Appointment of Committees. The President, in consultation with the Board of Directors, may establish such standing and ad-hoc committees from time to time as it shall deem appropriate and shall define the powers and responsibilities of such committees. In keeping with the goals of the Society to encourage diversity in interests and backgrounds of the Membership and governing officials, ad hoc and standing committees should make every attempt to include Members of different backgrounds and experiences. All committees of the Society should include a student member.

B. Standing Committees. The Standing Committees of the Society shall be the Finance Committee, the Program Committee, the Membership Committee, the Publications Committee, the Nominations Committee, the Inclusion, Equity, and Social Justice Committee, and the Awards Committee. The President, in consultation with the Board of Directors shall appoint the chairperson of all standing committees, including appointments to fill any vacancy.

C. Ad-hoc Committees. The President, in consultation with the Board of Directors, may appoint such ad-hoc committees as are needed from time to time to facilitate the functions of the Society.

D. Committee Chairs. The President and Vice President of Programming shall appoint, in consultation with the Board of Directors, the Chairperson for each committee, including, as necessary, to fill a vacancy in the position. The committee Chairpersons shall serve for a term of two (2) years. The Chair of the Nominating Committee will be the Immediate Past President.

Article XII. Dues

The Board of Directors, by majority vote, shall determine annual dues and assessments of any special dues. The Board of Directors shall notify the Membership of the Society of any changes in dues or assessments in timely fashion.

Article XIII. Amendments

These By-laws may be amended by a majority vote of the Membership in attendance of an in person business meeting or respond to an electronic and/or mail ballot. It is necessary that each proposed amendment has been first either presented and

read at the preceding business meeting or published on the website or in the newsletter of the Society at least two (2) months prior to final vote.

Amendments may be proposed by the Board of Directors or by a petition of at least ten percent (10%) of the voting Membership of the Society.

Article XIV. Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes or shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Code, the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the Executive Office of the corporation 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.