

Society of Experimental Social Psychology, Inc.

By-Laws

(revisions accepted January 2019)

Article I. General

Section 1.01. Name of Corporation. The name of this Corporation is "Society Of Experimental Social Psychology, Inc." The Corporation also shall be known by its abbreviation "SESP."

Section 1.02. Registered Office.

- (a) The registered office of the Corporation in the Commonwealth of Pennsylvania shall be at any such address which may be determined from time to time by the Executive Committee.
- (b) The Corporation may, in addition to this office, establish and maintain such an office or offices in such a place or places as the Executive Committee may from time to time appoint or the business of the Corporation may require.

Section 1.03. Fiscal Year.

The fiscal year of the Corporation shall begin on the 1st day of January in each year.

Article II: Purposes

The corporation is organized exclusively for charitable, educational, or scientific purposes within the meaning of and which comply with Section 501(c)(3) of the Internal Revenue Code. It is created to promote and advance the body of knowledge in the field of social psychology. In furtherance of the foregoing activities and purposes, but subject to the restrictions of the Articles of Incorporation, the Corporation may engage in any lawful act or activity for which corporations may be formed under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania.

The Corporation is established to provide a medium for professional interchange by recognized social psychologists. It will hold such meetings as may facilitate this general purpose. The Corporation will concern itself with matters of a scientific character that arise within the field of social psychology. The corporation shall not operate or maintain a college or university or grant degrees or credit leading to a degree; nor shall the Corporation engage in the practice of any profession required to be licensed by the law of the state of its incorporation; nor shall the Corporation engage in counseling services or shall it diagnosis or treat any mental, emotional, nervous, or behavioral disorders.

Article III: Fellows

Section 3.01, Eligibility

Persons who identify themselves as social psychologists, regardless of disciplinary affiliation, may be nominated to become a fellow by any fellow or by self-nomination. Membership in the organization is equivalent to fellow status.

Nominations to become a fellow shall be acted upon by a Membership committee, in accordance with the following special qualifications: evidence of substantial contribution to social psychology as an empirical science; significant publication in recognized journals or in books; self-identification as a social psychologist; at least 5 years post-PhD. All members in good standing of Society of Experimental Social Psychology (unincorporated association), the predecessor to the Corporation, shall automatically be initial fellows of the Corporation, who thereupon shall be eligible for continued admission as fellows of the Corporation in compliance with these By-Laws.

### Section 3.02, Dues

The Executive Committee will establish yearly dues, sufficient to maintain the Society. Any fellow who defaults in payment may be dropped from membership as a fellow. Such a fellow may apply for reinstatement in the Society, subject to approval by the Executive Committee.

Permanent membership status is offered to retired Fellows, who must notify the Executive Officer of the status change. Permanent members pay no dues.

### Article IV: Executive Committee

Functions of the Executive Committee include arranging for meetings and programs; disseminating information pertinent to SESP; developing policies and proposals for consideration of membership applications; appointing committees and subcommittees; collecting dues; maintaining appropriate continuity in the affairs of the Corporation; carrying out plans produced by appropriate deliberations of the Corporation; and such other functions as are enumerated elsewhere in these By-Laws.

All powers of the Corporation shall be vested in the Executive Committee. The Executive Committee shall determine and execute the policies of the Corporation, control all of the Corporation's property and funds and manage all of its business and affairs. The Executive Committee shall make and promulgate rules and regulations for the government of the Corporation and its participants. The Executive Committee shall have without limitation the powers and duties conferred or imposed upon a Board of Directors.

Composition of the Executive Committee shall be based on nomination and election by those persons admitted as fellows of the Corporation. The Executive Committee shall consist of nine fellows, three to be replaced each year, at the conclusion of a three-year term. Each year, after a general call for nominations, the Executive Committee will narrow the slate to six to eight candidates to be voted on by those persons admitted as fellows of the Corporation. The Executive Committee shall have the authority prior to the general call for nominations each year to increase or reduce the number of fellows comprising the Executive Committee, provided such number be not less than nine. In addition to its elected fellows, the Executive Committee will appoint an Executive Officer, who will receive, in the discretion of the Executive Committee, appropriate remuneration for providing oversight of the Corporation's finances and business obligations. The Executive Officer will be appointed to a four-year term, with the possibility of renewal for additional four-year terms as determined by the Executive Committee.

Standard of Care. Each member of the Executive Committee shall perform his or her duties in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

Limitation of Personal Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as in effect on the date of the adoption of this provision or as such laws are thereafter amended, permit elimination or limitation of the liability of members of the Executive Committee, no member of the Executive Committee shall be personally liable as such for monetary damages for any action taken, or any failure to take any action, as a member of the Executive Committee. Any amendment or repeal of this provision or adoption of any other provision of these Bylaws or the Corporation's Articles of Incorporation which has the effect of increasing such liability shall operate prospectively only and shall not have any effect with respect to any action taken, or failure to act, prior to the adoption of such amendment, repeal or other provision.

## Article V: Officers

### Section 5.01. Officers Generally

- (a) Officers. The Officers of the Corporation shall be elected by the Executive Committee and shall be a President, a Vice President, a Secretary/Treasurer, and a Past-President. The Past President shall serve in an advisory, non-voting capacity.
- (b) Eligibility of Officers. The Officers shall be selected from the membership of the Executive Committee. One of the incoming Executive Committee members shall be elected to serve as Secretary/Treasurer during the first year of his/her term. The following consecutive years, that individual shall serve as Vice President, then President, then Past-President.

### Section 5.02. Standard of Care

An Officer shall perform his or her duties as an Officer in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

### Section 5.03. Term

The Officers of the Corporation shall hold office for a term of one (1) year and until their successors are elected or until their earlier death, resignation or removal, with reelection permitted for one additional year.

### Section 5.04. President

The President shall preside at all meetings; he/she shall see that all orders and resolutions of the Executive Committee are carried into effect, subject, however, to the right of the Executive Committee to delegate any specific powers, except such as may be expressly and exclusively conferred on the President by statute or these Bylaws; he/she shall generally do and perform all acts authorized or

required by statute and these Bylaws to be performed by the President , and those usually performed by a President of a corporation.

#### Section 5.05 Vice President

The Vice President shall exercise functions of the President during the absence or disability of the President. The Vice President shall have such other powers and discharge such other duties as may be assigned to him/her from time to time by the Executive Committee.

#### Section 5.06. Secretary/Treasurer

The Secretary/Treasurer shall attend all meetings and shall act as clerk thereof. The Secretary/Treasurer, in conjunction with the Executive Officer, shall record the minutes of all transactions at each meeting, wherein shall also be a record of all the votes of the Corporation. The Secretary/Treasurer shall give or cause to be given notice of all meetings whereof notice is required by statute or these Bylaws; and shall, in addition thereto, perform such other duties as may be prescribed by the Executive Committee or the President, under whose supervision he/she shall be. The Secretary/Treasurer shall also review all financial activity by the Corporation.

#### Section 5.07. Executive Officer

The Executive Officer of the Corporation shall be the chief operating officer of the Corporation; he/she shall be responsible for the overall administration of the Corporation and shall manage the Corporation's day-to-day operations under the supervision of the Executive Committee. The Executive Officer shall have legal custody of the corporate funds; he/she shall pay out of corporate funds the just debts of the Corporation, taking proper vouchers for such disbursements and maintaining proper records thereof in books belonging to the Corporation; he/she shall render to the President, the Vice President, and the Secretary/Treasurer, upon request and at meetings of the Executive Committee when requested, an account of all his/her transactions, and of the financial condition of the Corporation and perform such other duties as may be incident to the office.

#### Section 5.08 Removal of Officers

Any Officer of the Corporation, the Executive Officer, and any member of the Executive Committee may be removed by the Executive Committee with or without cause. The removal shall be without prejudice to the contract rights, if any, of any person so removed. Election or appointment of an Officer or the Executive Officer shall not of itself create contract rights.

#### Section 5.09. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Executive Committee and if the office is one for which these Bylaws prescribe a term, shall be filled for the unexpired portion of the term. Any officer or member of the Executive Committee may resign at any time by giving written notice of such resignation to the President.

#### Article VI: Meetings

The Executive Committee shall determine the place, time, duration, and character of all meetings. At least one annual meeting of a scientific nature will be held.

Article VII: Relation to Other Bodies

SESP is an autonomous society, not affiliated with any other body. SESP may at any time plan joint meetings with any other appropriate body, subject to the approval of the Executive Committee.

Article VIII: Communication

Such means of informing fellows about matters of interest to SESP shall be employed as may be considered desirable and necessary by the Executive Committee or by the President acting for the Executive Committee.

Article IX: Amendments

These By-Laws may be amended by a proposal from the Executive Committee or from a petition signed by not less than ten percent of those persons admitted as fellows of the Corporation and then approved by vote of those persons admitted as fellows of the Corporation. Such vote shall be construed either as two-thirds of the fellows voting at a meeting of SESP, provided written or electronic notice is provided no less than sixty days in advance of the meeting; or as two-thirds of the fellows responding to a mail or email ballot, provided thirty days are allotted between the date of mailing the ballot and the date of the poll's closing.