

ARTICLES OF INCORPORATION¹²

Sports Neuropsychology Society, Inc.

ARTICLE I

The name of this corporation is: the "Sports Neuropsychology Society, Inc."¹¹ (hereafter "the "Sports Neuropsychology Society¹¹," "Society" or "corporation").

ARTICLE II

Sports Neuropsychology Society (SNS) is a professional member organization *and is organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code. To further these purposes, SNS intends* to advance the field of sports neuropsychology, to generate and disseminate knowledge regarding brain-behavior relationships as it applies to sports, and to promote the welfare of athletes at all levels.¹⁷

ARTICLE III

This corporation is not organized for profit and no part of the net earnings of the corporation shall inure to the benefit of any private individual or member except reasonable compensation for services rendered as permitted in Florida Statutes. In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary or by operation of law, no members shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the District Court of Broward County, Florida as provided by law, exclusively for the purposes within those set forth in Article II of this Certificate and for one or more exempt purposes within the meaning of IRC Section 501(c)(3), or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.¹⁷

ARTICLE IV

The duration of this corporation shall be perpetual.

ARTICLE V

The location of the registered office of this corporation is: Florida Tech School of Psychology¹¹
150 W. University Blvd, Melbourne, Florida, 32901-6975.¹⁰

ARTICLE VI

This corporation shall have no capital stock.

ARTICLE VII

The management of the corporation shall be vested in an Executive Board. The number of directors shall be fixed by the Bylaws of the corporation and may be altered by amending the Bylaws, but shall never be less than three. The terms of office of the directors shall be fixed by the Bylaws of the corporation and may be altered by amending the Bylaws.

ARTICLE VIII

The conditions and terms of, and the qualifications for, membership in the corporation shall be provided for in the Bylaws. The Bylaws may provide for various classes of members, and which classes of members shall have such rights and preferences as are set forth in Bylaws.

ARTICLE IX

Members of the corporation shall have no personal liability for corporate obligations.

ARTICLE X

Email transmissions or other electronic polling results are considered valid written expressions of votes; records of electronic voting are maintained by the Secretary.

ARTICLE XI

The Bylaws of the Corporation may be amended by the members, in the manner set forth in the Bylaws.

ARTICLE XII

These Articles may be amended upon approval of a proposed amendment by the Executive Board and by two-thirds of the votes cast by the voting membership of the Society, for which proper notice has been given and a quorum is participating (as defined by 51% of the voting membership of the Society).

ARTICLE XIII

In the Articles and Bylaws and in public relations, the word "Society" may be used in lieu of "Corporation."

BYLAWS¹²

Sports Neuropsychology Society

ARTICLE I – OBJECTIVES¹³

The mission of the Sports Neuropsychology Society (SNS) is to advance the field of sports neuropsychology, to generate and disseminate knowledge regarding brain health, injury, and safety as it applies to sports, and to promote the welfare of athletes at all developmental levels.

In order to fulfill its mission, the Sports Neuropsychology Society has established the objectives listed below.

- To promote, facilitate, and advance sports neuropsychology as a sub-specialty of clinical neuropsychology.
- To guide the competent and ethical practice of sports neuropsychology, including the understanding of social equity, cultural, and linguistic considerations related to diversity in sports.
- To educate the membership, athletes, athletic personnel, stakeholders, and the general public about brain health, brain injury, emotional well-being, and safety in sports.
- To highlight and disseminate scientific research and advances in sports neuropsychology.
- To create continuing education opportunities in sports neuropsychology.
- To encourage and support the training of future sports neuropsychologists.
- To provide expertise, consultation, and advocacy with regard to legal, regulatory, and professional practice matters bearing on sports neuropsychology.

ARTICLE II - MEMBERSHIP

Section 1 - Classes of Membership

A. Classes of Members.

There shall be six (6) classes of members: Fellow, Professional, Associate, Affiliate, Student, and Emeritus.¹⁵ All members of the Society shall be subject to the bylaws of the Society and to any subsequent revisions or amendments.

1. Fellow.

Fellow status shall be reserved to those professional members in good standing for at least five years who have contributed significantly to the science and/or profession of sports neuropsychology. Fellows shall have full voting privileges, may hold elected office, and may be members of committees.

2. Professional.

A professional member shall have completed doctoral or post- doctoral academic coursework in the assessment and/or remediation of neuropsychological conditions, and hold a doctoral degree in psychology from an accredited training program. Professional members will have at least 3 years of post-doctoral, professional experience in sports neuropsychology. Professional members shall have full voting privileges, may hold elected office, and may be members of committees.¹

A professional member with a primary clinical focus must meet the criteria below:

- a. Meets the definition of a clinical neuropsychologist, as set by either APA Division 40, National Academy of Neuropsychology, Houston Conference Guidelines, or appropriate equivalent national standards (e.g., in the applicant's country of practice), and
- b. Current clinical practice related to sports neuropsychology, and
- c. Continuing education in the area of sports neuropsychology.

OR

A professional member with a primary research focus must meet the criteria below:

- a. Evidence of doctoral or post-doctoral training in neuropsychology or the neurosciences.
- b. Current research with scholarly, peer-reviewed articles relevant to the area of sports neuropsychology.
- d. Continuing education in the area of sports neuropsychology.

Applicants for Professional Membership will submit two letters of recommendation attesting to the applicant's work in sports neuropsychology, at least one of which must be from a neuropsychologist.

3. Associate

Associate members are required to hold a doctoral degree in psychology and do not meet the clinical/research requirements for membership at the Professional level. This membership category includes post-doctoral fellows in neuropsychology. Associate members do not have voting privileges and may not hold office, but may be members of committees.

Applicants for Associate Membership will submit one letter of recommendation from a neuropsychologist familiar with their background and training.

4. Affiliate

Affiliate membership shall be open to those individuals interested in sports neuropsychology whose training and experience preclude them from other levels of membership. Affiliates do not have voting privileges, may not hold office and can be members of committees.²

5. Student.

Student members shall be limited to individuals attending full-time programs leading to an undergraduate or graduate degree from a regionally accredited college or university. Students do not have voting privileges and may not hold office, but they may be members of committees.

Applicants for Student Membership will submit one letter of recommendation from a neuropsychologist familiar with their background and training.³

Student members must reapply for membership status upon completion of their training program.⁴

6. Emeritus.

Emeritus status shall be reserved for those professional members and fellows who have been an SNS member in good standing for at least 5 years, have reached the age of 65, and have retired from full-time employment. Emeritus members shall have full voting privileges, may hold elected office, and may be members of committees. Emeritus members will receive a 50% off discount from professional membership and will maintain their member benefits.¹⁶

SECTION 4. Voting Rights.

Each voting member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Section 5 - Fees, Dues, and Assessments

1. The dues, assessments, and other fees for each class of membership shall be established annually by the Executive Board.

2. Annual dues shall be established on the basis of the calendar year. The dues for a year shall be payable on the first of November of the previous year and shall be considered delinquent if not paid by March 1 of the current year. Assessments and fees shall be payable at the time or times that the Executive Board shall determine.

Section 6 - Termination of Membership

A member whose required dues, assessments, or other fees for a calendar year are not paid by March 1 of that year shall be considered "delinquent." With appropriate notice, membership benefits and services will be suspended at that time.

The membership in the Society of a delinquent member whose delinquent dues, fees, and assessments for a year are not paid in full by December 31 of that year shall be considered for termination during the next Executive Board meeting.

Once a delinquent member is dropped from the Society membership, they must pay two years' back dues or reapply to be reinstated. Either action must receive the approval of the Executive Board.

ARTICLE III - MEETINGS AND VOTE OF MEMBERS

Section 1 - Annual Meeting

An annual meeting of the Society shall be held each year either in person or virtually¹⁰ at a location and on the date or dates designated by the Executive Board. The primary purpose of the annual meeting is to provide continuing education and to hold a business meeting open to members.¹¹ The purpose of the business meeting shall be to provide discussion of the past year's progress and goals for the forthcoming year.¹⁰ Election of new Executive Board members will be made depending on the tenure cycle. The start of Executive Board terms commences at the conclusion of the annual meeting⁵ or on July 1st of that year if the annual meeting is delayed beyond that date or not held.¹⁰

Section 2 - Special Meetings

Special meetings of the Society may be called by the Executive Board for the times and places it may designate.

Section 3 - Notice

Notice of each in-person¹⁰ annual meeting of the Society shall be given to all Society members not less than 90 days prior to the date on which the meeting is to begin. Notice of special meetings of the Society or virtual annual meetings¹⁰ shall be provided at least 30 days prior to the date on which the meeting is to begin.

Section 4 - Quorum

Except as otherwise required by statute or by the Articles of Incorporation, a simple majority of members present at the meeting will constitute a quorum. *Amendment up for vote as of 5/7/18

Section 5 - Vote

If a quorum is present, a majority vote of the voting members present shall be required to constitute an action by the voting members on any matter, unless otherwise provided by applicable law, the Articles of Incorporation, or these Bylaws. If necessary, members may vote via electronic balloting. Any issue that involves electronic voting will be communicated either electronically or by mail to members at least 30 days prior to the conclusion and tabulation of voting on that issue. Voting may be conducted using email or other electronic means designed for the purpose of voting (i.e., web-based voting programs).

Section 6 - Parliamentary Authority and Rules of Order

The deliberations of the Society, its Executive Board, and all committees shall be governed by the rules contained in the then current edition of Roberts Rules of Order Revised in all cases in which they are not inconsistent with the Articles of Incorporation, Bylaws, Standing Rules, customary practices, and procedures of the Society.

ARTICLE IV - EXECUTIVE BOARD

Section 1 - Authority

The Executive Board shall manage all the business and affairs of the Society. The Executive Board shall have all powers and responsibilities conferred upon the Executive Board of a nonprofit corporation by the state of Florida, as now or hereafter amended, except as those powers or responsibilities may be limited by the Articles of Incorporation or these Bylaws. The Executive Board shall have the final responsibility and authority for all actions and policies that are recommended or adopted by any and all standing and ad hoc committees, sections, representatives to professional and governmental organizations, agents, and employees; and no action or policy shall be the action or policy of the Society unless and until it is adopted, ratified, or approved by the Executive Board.

Section 2. The Executive Board

The Executive Board shall consist of eight members: Past-President, President, President-Elect, Secretary, Treasurer, and 3 Members at Large.⁶

Section 3. - Members of the Board

The officers of the Society shall be a Past-President, a President, a President-Elect, a Secretary, a Treasurer, and 3 Members at Large. No individual may serve on the Board for more than two consecutive terms in the same office, or more than three consecutive terms.⁶

SECTION 4. President.

The President shall be the principal executive officer. The President shall serve for two years as President-elect and two years as President¹¹ subject to the control of the Executive Board, shall provide general oversight of the business and affairs of the Society during the two year presidential term.¹¹ The President shall, when present, preside at all meetings of the membership and of the Executive Board. The President may sign, with the Secretary or any other proper officer of the Society authorized by the Executive Board, any deeds, mortgages, bonds, contracts, or other instruments which the Executive Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Board or by these Bylaws to some other officer or agent of the Society, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Board from time to time. The President will serve for a term of two years. The President may only serve a single two year term.⁷

Past-President.

Following a two-year term as President, the elected individual will succeed to the office of Past-President for a two-year term.⁸

SECTION 5. President-Elect.

The President-Elect in the absence of the President shall preside at all meetings of the Society and act as Chair of the Executive Board. In general, the President-Elect shall perform other such duties as requested of them by the Executive Board or the President. Following a two-year term as President-Elect, the elected individual will succeed to the office of President for a two-year term.

SECTION 6. Secretary. The Secretary is elected for a term of three (3) years. The Secretary shall:

- A. Keep the minutes of the Society and of the Executive Board meetings;
- B. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- C. Be responsible for the Society records and of the seal of the Society;
- D. In general, perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned to them by the President or by the Executive Board.

SECTION 7. Treasurer and Treasurer-Elect¹¹. The Treasurer is elected for a term of three (3) years. A Treasurer-Elect will be elected at the end of the incumbent's second to last year in office, creating a one-year overlap to allow for effective transition from treasurer to treasurer-

elect. The Treasurer-Elect will be given access to all documents and files attendant upon the role of the Treasurer, but will have no assigned duties, fiduciary or otherwise, except as requested of her/him by the Executive Board or the President if the incumbent Treasurer is unable to perform the normal duties of Treasurer.¹¹

The Treasurer:

- A. Is responsible for all funds and securities of the Society.
- B. Has charge of all funds and shall pay all expenses of the Society with the approval and authority of the Executive Board;
- C. Is custodian of any deeds, stocks, or other securities which the Society may acquire and shall deposit these in banks or shall otherwise deal with them as the Executive Board may direct;
- D. Has authority to sign checks and drafts on behalf of the Society for authorized purposes as provided for by the Bylaws or as authorized by the Executive Board. All checks issued by the Society shall be approved by the Treasurer and may be signed by such other authorized individuals as may be voted upon by the Executive Board;
- E. Keeps a full and complete record of all the financial transactions of the Society and shall exhibit the financial books to the Executive Board and submit an annual report to the members;
- F. Submits a proposed budget annually to the Executive Board for their approval and approval of the members at the annual meeting; and
- G. In general performs all of the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Executive Board.

SECTION 8. Member-at-Large.

In general the Members-at-Large shall perform such duties as from time to time may be assigned by the President or by the Executive Board. The Member-at-Large shall receive the reports from committee chairs and convey them to the Executive Board at regularly scheduled meetings and perform other duties as assigned by the President or Executive Board.¹⁰ Member-at-Large shall serve for a term of two years.

SECTION 9. Manner of Acting.

The act of the majority of the members of the Board⁹ present at a meeting at which a quorum is present shall be the act of the Executive Board.

SECTION 10. Vacancies.

Any vacancy occurring in the Executive Board may be filled by the affirmative vote of a majority of the remaining board members. A member of the Board elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

Section 11. – Removal of a Board Member

Any member of the Executive Board may be removed from their office, with cause, by a three-fourths vote of the entire Society.

Section 12 - Nominations

Prior to each annual meeting during which elections are to be held, the Executive Board shall nominate members of the Society for each vacancy that occurs on the Executive Board. Society members shall be notified of the names of all nominees at least sixty days prior to the annual meeting. However, in the event the annual meeting is delayed or cancelled, nominees will be notified by April 30th.¹⁰ In the event of death or withdrawal from candidacy of any of these nominees, the Executive Board shall designate a substitute nominee at any time before the election and shall announce that designation before the election. In addition, nominations for positions on the Executive Board may be made by mail, regular or electronic, before a date announced with the nominations. Such nominations require the signed support of at least five voting members of the Society.

ARTICLE VI - MISCELLANEOUS

Section 1 - Fiscal Year

The fiscal year of the Society shall be from July 1 to June 30.¹⁴

Section 2 - Notice and Waiver of Notice

Notice is deemed given by a member of the Society or to a member of the Executive Board of the Society when it is in writing and mailed or delivered to the Society or the Board member at the principal executive office of the Society. In all other cases, notice is deemed given to a person when it is communicated to the person orally in person or by telephone, or is in writing and telegraphed, mailed (electronic or land mail), or delivered to the person at the person's last known address. Whenever any notice is required to be given by law, the Articles of Incorporation, or these Bylaws, a waiver of the notice may be executed in writing by the person or persons entitled to the notice, whether before, during, or after the time stated therein, and the waiver shall constitute the equivalent of receiving the notice.

Section 3 - Indemnification

To the full extent permitted by any applicable law, any person who is or was a member of the Executive Board, officer, employee, or agent of the Society shall be indemnified by the Society against any and all liability and reasonable expense incurred by reason for the person being or having been a member of the Executive Board, officer, employee, or agent of the Society, or by reason for any action taken or not taken in the course and scope of the person's service to the Society, in the event that such person was, or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, wherever brought, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the corporation. Such person shall be entitled to reimbursement by the Society of reasonable expenses in advance of the final disposition of a proceeding in accordance with, and to the full extent permitted by, any applicable law.

The rights of indemnification provided in this section shall not limit, but shall be in addition to, any other rights to which such director, officer, employee, or agent may otherwise be entitled by contract, law, or statute, or otherwise; and in the event of such person's death, such rights shall extended to such person's heirs, legal representatives, or successors. The foregoing rights shall be available whether or not such person continues to be a director, officer, employee, or agent at the time of incurring or becoming subject to such liability and expenses, and whether or not the claim asserted against such person is based upon matters which antedate the adoption of this section.

The Society and officers shall be fully protected in making any determination under this section, or in making or refusing to make any payment under this section, in reliance upon the advice of counsel.

The Society may, to the full extent permitted by applicable law, purchase and maintain insurance on behalf of any person who is or was a member of the Executive Board, an officer, or employee of this corporation or a member of a committee of this corporation, against any liability asserted against such person in any such capacity.

If any provision of this section shall for any reason be determined to be invalid, the remaining provisions hereof shall not be affected but shall remain in full force and effect.

Section 4 - Governing Law

These Bylaws and the policies of the Sports Neuropsychology Society, and any disputes involving the Society's Bylaws and policies, shall be construed according to, and governed by, the laws of the State of Florida.

ARTICLE VII - AMENDMENTS

These Bylaws may be amended, altered, or repealed at any meeting, annual or special, by the vote of at least two-thirds of the voting members present and voting, provided that any proposed

amendment 1) has been submitted in writing to the Executive Board by at least thirty (30) members with voting rights or 10 percent (10%) of the members with voting rights, whichever is less, or has been approved by the Executive Board, and 2) notice thereof has been sent by email to each voting member at least one (1) month prior to the meeting at which it will be acted upon. A special vote by ballot may substitute for a meeting provided the same requirements are met.

These Bylaws shall be subject to a complete review and re-approval every five years.

Standing Rules of the

SPORTS NEUROPSYCHOLOGY SOCIETY

I. CREATION OF STANDING COMMITTEES OF THE SOCIETY

Standing Committees of the Society may be created or disbanded by a majority vote of the Executive Board. These Standing Committees provide the ongoing functions vital to the Society on a long-term basis.

The scope of responsibility of each Standing Committee shall be established by the President on the advice of the Executive Board.

The Chair¹¹ of a Standing Committee shall be appointed for a term of three years by the current President with the consent and approval of the Executive Board. Committee Chairs¹¹, except for the Nominations Committee, may be reappointed by the current President, but with a customary limit of six years of services (two-3 year terms) unless extended by recommendation of the President and Executive Board approval.

The Chair of a Standing Committee shall be appointed for a term of three years by the current President with the consent and approval of the Executive Board. Committee Chairs, except for the Nominations Committee, may be reappointed by the current President, but with a customary limit of six years of service (two 3-year terms) unless extended by recommendation of the President and Executive Board approval. The Nominations Committee is chaired by the most recent Past-President and thus the term of Chair is for two years.¹⁷

Members of Standing Committees shall be subject to re-approval following the expiration of their term. Members of Standing Committees shall serve for a maximum of six years (three 2-year terms), and terms of membership shall be staggered so that normally no more than one-third of the committee members have terms ending in the same year.

II. CREATION OF AD HOC COMMITTEES OF THE SOCIETY

Ad hoc committees may be appointed as the need arises by the President to carry out a specified task that is not the assigned function of an existing Standing Committee of the Society. The committee's charge and date of expected report should be specified by the President. The Chair¹¹ and members of all ad hoc committees shall be appointed at the discretion of the President with approval of the Executive Board.

Ad hoc committees shall submit to the President reports as deemed appropriate by the President. The Chair¹¹ of each ad hoc committee shall be responsible for submitting all reports of the committee.

III. COMMITTEE LONGEVITY

Standing Committees will continue to exist indefinitely at the discretion of the Executive Board. When, in the judgment of the Executive Board, a Standing Committee is no longer necessary, it may discharge a committee by a majority vote.

Ad hoc committees are discharged automatically 1) upon the acceptance of their final report by the Executive Board or 2) upon completion of the current President's term of office. The President may discharge ad hoc committees at any time. Ad hoc committees may become standing committees upon majority vote of the Executive Board.¹¹

IV. ANNUAL AND SPECIAL REPORTS OF STANDING COMMITTEES, SPECIAL COMMITTEES, AND REPRESENTATIVES TO ORGANIZATIONS

Standing Committees, Ad Hoc Committees, and Executive Board appointed^{10,11} representatives to other professional¹¹ organizations shall submit to the Executive Board an annual report and special reports at other times as deemed appropriate by the committee or representatives or as requested by the Executive Board.

The Chair¹¹ of each committee and the representative to each organization shall be responsible for submitting all reports. All reports shall be in writing.

VI. AMENDMENTS AND REVISIONS

These Standing Rules may be amended or revised by the Executive Board of the Society.