

# BYLAWS OF THE SOUTHEASTERN BIOFEEDBACK AND CLINICAL NEUROSCIENCE ASSOCIATION

## 1. Organization

- 1.1. The name of this organization shall be: Southeastern Biofeedback and Clinical Neuroscience Association. Hereinafter it shall be called “the Society.”
- 1.2. Nonprofit Organization. The Society shall be organized and was given ARTICLES OF INCORPORATION – NON-PROFIT CORPORATION by the Department of the Secretary of State (NC) on January 13, 2013 (approved by the BOD— January, 2013)
- 1.3. Governing Instruments. The Society shall be governed by its bylaws, as amended from time to time.
- 1.4. This Society shall be affiliated with the Association for Applied Psychophysiology and Biofeedback (AAPB).
- 1.5. The Society shall file a statement with NC Secretary of State by the President who is the designated agent for the purpose of giving public notice of the existence and address of the Society.

## 2. Purpose

- 2.1 Charitable, Educational, and Scientific Purposes. The Society is a voluntary association of individuals, the purpose of which, are exclusively charitable, educational, and scientific within the meaning of section 501 [c] (3) of the Internal Revenue Code.
- 2.2 The objectives of the Society shall be to improve human welfare through the:
  1. Encouragement and improvement of 1) scientific research, 2) clinical applications and 3) Educational applications in biofeedback and applied psychophysiology.
  2. Integration of applied psychophysiology, biofeedback and other self-regulatory methods.
  3. Improvement of clinical uses of applied psychophysiology, biofeedback and other self-regulatory methods through high standards of professional practice, peer review, ethics and education.
  4. Increased knowledge about applied psychophysiology and biofeedback to the membership via meetings, educational programs, and publications.

5. Dissemination of information to the public about applied psychophysiology and biofeedback.
6. Assistance to other health professionals and the public in obtaining referrals to appropriate biofeedback practitioners through our website presence.
7. The Society is organized for the purpose of carrying on educational and scientific objectives and is not to be operated for profit.

### **3. Ethics and Professional Conduct**

Members of the Society shall be bound by a Code of Ethics established by the Association for Applied Psychophysiology and Biofeedback Ethics Committee and adopted by the Society. This Code shall be controlling in all decisions of the Ethics Committee.

### **4. Membership**

4.1. Membership in the Society shall be comprised of the following:

1. Regular Members: Persons interested in the scientific and professional advancement of biofeedback who hold an advanced degree, or equivalent entry level degree for the specific discipline in which the individual practices, teaches or does research.
2. Student Members: Full-time students of accredited academic institutions with interests in biofeedback who do not have an entry-level degree or who are graduate students may become student members. Student members have all rights and privileges except to vote and hold office.
3. Affiliate Members: Affiliate members are those who have an interest in biofeedback and related disciplines but are not directly engaged in the field of behavioral medicine, applied psychophysiology, or biofeedback and/or do not possess a college degree from an accredited institution and/or are involved in a peripheral capacity (ex., an aide or technician who provides support services, computer specialist who designs software of equipment, etc.) or who are retired.
4. Lifetime Members: The Board of Directors (BOD) may bestow life membership upon exceptionally meritorious occasions upon an individual within the membership of the Society if the BOD deems fit to recognize and reward for outstanding service to the Society. The holder of Life Membership status shall not be subject to payment of local dues for the remainder of his/her lifetime. The holder of such membership shall be subject to local assessments charged other members for participation in the Society

activities and events. Election to Life Membership shall be by two-thirds (2/3) affirmative vote of a quorum of the BOD.

4.2. Approval: All prospective members of the Society must be approved for membership by the Membership Committee, in accordance with the policies adopted by the Board of Directors.

4.3. Removal: The Board may remove any member from membership for cause by two-thirds vote. For any cause other than nonpayment of dues, removal shall occur only after due process procedures of the Society's Ethics Committee have been followed.

## **5. Dues, Fees and Assessments**

5.1. Dues and benefits for all categories of membership shall be determined by the Board annually.

5.2. Nonpayment of dues shall be considered as equivalent to a resignation from the Society. Reinstatement shall be through the payment of current dues.

5.3. Notice of dues and their collection shall be the duty of the Treasurer.

5.4. All fees and assessments shall be determined by the Board as needed.

## **6. Board of Directors (BOD)**

6.1. The BOD shall be the governing body of this Society, consisting of the Officers of the Society and no more than four Board members at large.

6.2. The members at large of the BOD and Board Officers shall be elected by the membership. The terms of the offices for the Board shall be for two years with no more than 3 consecutive terms. By quorum vote, the BOD may fill vacancies in its membership between annual sessions.

6.3. Regular meetings of the Board shall be held at least semi-annually, at times and places specified by the Board.

6.4. A quorum at any Board meeting shall consist of one more than half of the Board membership.

6.5. Members of the BOD, or any committee designated by the BOD, may participate in meetings face to face and/or by means of telephone conference or similar means of communication technology. All persons participating in such meetings shall constitute presence in person at the meeting.

- 6.6. In the case of disability or resignation of a Board member, the Board shall fill the vacancy for the remainder of the Society's year. A membership election for the remainder of the vacant Board term will be held at the next regularly scheduled Society election.
- 6.7. The Board shall have the authority to take such actions as are necessary for the conduct of the Society's affairs in accordance with these Bylaws.
- 6.8. Action taken by mail, e-mail or telephone ballot of the Board members shall be a valid action of the Board and shall be reported at the next regular meeting of the Board.
- 6.9. Every act or decision done or made by a majority of the members of the BOD shall be regarded as the act of the entire BOD.

## **7. Powers and Duties of Officers**

- 7.1. The officers of the Society shall be: the President, the Vice President, the Secretary, and the Treasurer, each with one vote. They shall hold office until their elected successors take office.
- 7.2. The President shall
- be a member of the Society who is elected by the membership,
  - represent the entire membership and the best interest of the Society,
  - be the official spokesperson for the Society, but may assign this authority,
  - serve as the presiding officer of the Society,
  - support and defend policies and programs adopted by the BOD and membership,
  - be registered agent filing with NC Secretary of State, and
  - have additional duties, which are consistent with the Bylaws as may be assigned by the BOD.
- 7.3. The Vice President (VP) shall
- be a member of the Society who is elected by the membership,
  - serve as presiding officer of the Society in the absence of the President,
  - become familiar with presidential duties and shall perform such duties as are delegated by the President and/or the BOD,
  - act in the President's absence or disability, and
  - serve as President for the unexpired term if the office of President becomes vacant.

In the event that both the President and VP shall be unable to serve, the Board shall elect one of its members to serve as President of the Society until the next regular election, when a new President and VP shall be elected. The new President shall take office immediately.

7.4. The Treasurer shall

- be a member of the Society who is elected by the membership, and
  - deliver to the Board an itemized report for each quarter of the fiscal year.
- The BOD may request more frequent reports and may request an external audit of Society finances at any time.

7.5. The Secretary shall

- be a member of the Society and elected by the membership,
- take and read minutes at both the annual SBCNA meeting and Board meetings, and
- distribute minutes to the BOD and to SBCNA members in a timely fashion as defined by the Board.

7.6. Any Officer or Board member may be removed from office before the expiration of his/her term by a three-fourths vote of the Board if evidence is present that the best interests of the Society are not being served.

## **8. Meetings**

There shall be at least one business meeting open to the membership of the Society annually at a time and place or meeting form of technology to be determined by the Board.

## **9. Finances:**

9.1. The fiscal year of the Society is January 1 to December 31.

9.2. All checks, drafts and other orders for the payment of money shall be signed by such agents of the Society and in such manner as shall be determined by the Board. Currently, the President and the Treasurer of the Board of Directors share signing privileges on the SBCNA account. In special circumstances, the Board of Directors may designate another officer for signing privileges.

## **10. Nominations**

10.1. Nominations can occur by recommendation or self nomination.

10.2. The Membership Committee shall prepare a ballot of nominees for vacant Board positions, President, Vice President, Secretary, and Treasurer. It will ascertain that all persons are willing to serve if elected.

10.3. The election ballot shall be presented to the General membership and put to a vote. The incoming officers will take office in January.

## 11. Committees

- 11.1. Standing committees (also called operating committees) are committees that an organization uses on a continual basis. Standing committees are responsible for doing the bulk of the BOD's work by performing continuing tasks of the Society and reporting quarterly to the BOD and at least annually to the membership.

Standing committees may not be disbanded without a change in the Bylaws unless otherwise provided in the Bylaws.

The Society's Standing Committees are as follows.

1. The Executive Committee acts for the Society between meetings of the Board. It shall report all its actions at the next regular meeting of the Board. The committee shall be comprised of the President, Vice President, Secretary, Treasurer, and one Board member at large to be elected by the Board members who are not officers.
  2. The Membership Committee reviews and recommends membership criteria and policy. It shall also serve as a review committee for individual membership issues and recommend action or refer to appropriate committee for action. This Committee determines the benefits available to members. The committee identifies expected vacancies on the Board, advertises the openings to the membership and oversees elections. The committee shall keep close connections with the membership and work with Board to identify and develop programs that meet the changing needs of the membership. The evaluation of program delivery can also be assigned to the Membership Committee. The Secretary and the Treasurer shall keep all records pertaining to members. A current member list shall be maintained on the website.
  3. The Ethics Committee promotes and maintains the Code of Ethics, is responsible for recommending revisions of the Society's Code of Ethics, and investigates complaints of unethical conduct of members.
  4. The Education Committee develops educational programs for the clinicians, other professionals, and the public at large, including conferences, webinars, seminars, etc.
- 11.2. Special Committees may be appointed by the approval of the Executive Committee for specific purposes. The chairpersons of such special committees shall report to, but may not sit on the Executive Committee, unless already a member. The term of a special committee shall coincide with that of the Executive Board of the Society under which it was appointed.

The Conference Planning Committee plans an annual conference for membership, other professionals, students, and the public at large.

11.3. Other types of Special Committees include the following.

1. AdHoc is formed for a limited period of time to address a specific need. (ex: amend by-laws, develop a strategic plan, review and revise Board Manual, investigate the reasons BRASS became dormant, etc.)
2. Task Force is designed to bring people together to solve a problem short in duration and specific in focus.

11.4. Each Committee shall appoint a chairperson who is responsible for reporting a summary of activities in writing and communicating the committee's findings and or recommendations to the BOD at each quarterly meeting. .

## **12. Amendments**

The Bylaws of the Society may be amended by a two-thirds vote of the eligible members voting. Amendments to the Bylaws may be proposed by members of the Society and submitted in writing to the President and may then be presented to the general membership. Alternately, the Executive Committee may prepare a ballot containing the proposal and send it to all members.

## **13. Procedures**

Procedure of the Society in the conduct of all meetings shall be determined by the current revision of Roberts Rules of Order unless otherwise specified herein.

## **14. Dissolution**

Any plan of dissolution and distribution of assets to be adopted by the Board and/or members shall provide that, after paying or providing for the payment of its liabilities, and to do all other acts appropriate to liquidate its business, the remaining assets of the Society shall be distributed in the following manner: All remaining cash shall be distributed to another non-profit Biofeedback organization, to be determined at the time of dissolution.

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**Policy History:      Approved by the Board-- Approved by the Membership  
2013**