

# By Laws of The International Society for Neurofeedback and Research

Adopted September 6, 2007

## **ARTICLE I: Name**

The name of this organization shall be the International Society for Neurofeedback and Research. Hereinafter it shall be called the Society.

## **ARTICLE II: Purpose**

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

Within the context of the general purpose stated above, the specific purpose of this corporation, meeting the requirements for exemption provided by the Texas Non-Profit Corporation Act, and by Section 501(c) (3) of the Internal Revenue Code of 1986, namely, is to improve human welfare through:

- A. Encouragement and improvement of scientific research, clinical and educational applications in brain wave training and/or treatment.
- B. Integration of neurophysiology and neuronal regulation with other self-regulatory methods.
- C. Improvement of clinical uses of applied neurophysiology through neuronal regulation through high standards of professional practice, peer review, ethics, and education.
- D. Increased knowledge about neurophysiology, neuronal regulation, related neuroscience and related biofeedback to the membership via meetings and educational programs.
- E. Promotion of scientific publications.
- F. Dissemination of information to the public about applied neuronal regulation.
- G. The Society is not to be operated for profit.
- H. The Society may not enact Bylaws inconsistent with the Articles of Incorporation.

## **ARTICLE III: Ethics**

Members of the Society shall be bound by a Code of Ethics adopted by the Society, which shall be controlling in all decisions of the Ethics Committee.

## **ARTICLE IV: Membership**

A. There shall be multiple categories of membership in the Society: The Board shall approve these categories as defined by the Policy and Procedure Manual. The directors on advice from a membership committee may from time to time create classes of membership that support the organization's mission and goals. The categories of voting members shall be defined by the Policy and Procedures Manual.

B. Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to organizations for the mental health projects which would qualify under the provisions of Section 501(c) (3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

C. Resignations. A member may resign at any time. Such resignation shall not relieve the individual from payment of dues for the remaining portion of the member's current dues year, nor give any right to rebate of dues paid or any right to a prorated share of the assets of the Society. No member shall be allowed to resign if an ethics complaint has been filed and is still in process. All resignations shall be made in writing to the Society.

D. Removal. Any member may be removed from membership for cause by the Board 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.

## **ARTICLE V: Dues, Fees and Assessments**

A. Dues and benefits for all members shall be determined by the Board annually, central accounting shall be done with all dues that are paid to the Society.

B. Nonpayment of dues within thirty days of being notified after they become due and payable shall be considered as equivalent to a resignation from the Society unless an ethics complaint has been filed as specified in Article IV.

C. All fees, charges or assessments for attendance at workshops, seminars or symposiums shall be determined by the Board as needed to cover the costs of such meetings.

## **ARTICLE VI: Board of Directors**

A. The Board of Directors (herein referred to as the Board) shall be elected through a mail or on-line, ballot by the membership prior to the annual meeting for two (2) years and consist of the Officers of the Society and three (3) members of the Society at Large. Provision is made for representation on the Board for international members within the Society, as specified in Article VI (G). Each Board member may be re-elected for no more than three (3) consecutive terms of office in the same position. The exception to this rule is the President-Elect. The President-Elect is elected to serve one year as President-Elect, the following as President and the final year as Past-President.

B. Regular meetings of the Board shall be held at least monthly at times specified by the Board. These meetings will take place as a telephone conference call. Board members will be contacted electronically with a meeting agenda, which will constitute official notification of each meeting. A quorum at any Board meeting shall consist of a majority of the Board's membership.

C. Excepted forms of communication are written, electronic mail, telephone or fax, and must be sent one week prior to any additionally scheduled telephone conference meetings of the Board and shall constitute official notification for that telephone conference of the Board. Proper minutes shall be kept and Robert's Rules of Order parliamentary procedure shall be followed in a telephone conference meeting of the Board. Prior notice of the agenda, though desirable, shall not be required for such a conference call. All actions taken shall be treated as an action of a regularly called Board meeting. The minutes of a telephone conference Board meeting shall be present for the next meeting of the Board.

D. In the case of disability or resignation of a Board member, the Board shall fill the vacancy for the remainder of the term. Terms of office for all members of the board are two (2) years.

E. 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.

F. Each member of the Board shall have one vote.

G. International members of the Society are encouraged to run for any position on the Board. An international Member-at-Large position will be reserved for a non-USA international member only.

## **ARTICLE VII: Powers and Duties of Officers**

The officers of the Society shall be: the President, the immediate Past President, the President-Elect, the Secretary, the Treasurer, the Sergeant at Arms, and three (3) Members at Large (one Member at Large position reserved for a non-USA international member only), all with one vote. Board members are expected to attend every monthly telephone-conferencing meeting. Attendance policy shall be defined in the Procedures and Policies Manual.

A. The President. The President-Elect who has just completed his/her term of office as a member in good standing automatically serves in the succeeding year as the President for one year. The President shall represent the entire membership and the best interests of the Society. The President shall be the spokesperson for the Society, but may assign this authority. The President shall serve as the presiding officer of the Society, and as Chairperson of the Board of Directors. The President shall support and defend policies and programs adopted by the Board of Directors and membership. The President shall be an ex-officio member of all committees of the Society except as otherwise provided. The President shall have additional duties which are not inconsistent with the Bylaws as may be assigned by the Board of Directors.

B. The President-Elect shall be a member in good standing of the Society who is elected by the membership. He/she shall take office as President-elect at the close of the annual meeting year following the year his/her election results are announced. He/she shall serve as the presiding officer of the Society in the absence of the President. The President-elect shall become familiar with the presidential duties and shall perform such duties as are delegated by the President and/or Board of Directors. The President-elect shall act in the President's absence or disability. The President-elect shall help formulate Society policy and shall assist the President upon request. The President-elect automatically succeeds to the office of President. If the office of President becomes vacant, the President-elect shall serve as President. He/she shall serve as President for the term to which the President was elected. In the event that the President-elect shall not be able to serve, a President-elect shall be nominated by the nominating committee and a special election held. The new President-elect will take office immediately. In the event that both the President and the President-elect shall be unable to serve, the Board shall elect one of its members to serve as acting President of the Society until the next regular election, when a new President and President-elect shall be elected. The new Board President shall take office immediately. The President-elect shall be a member of the Committee on Structure.

C. The immediate Past President shall serve on the Board for the year immediately following his/her presidency, and shall have such duties as the Board or the President may designate. The Past-President shall be chair person of the Committee on Structure.

D. The Treasurer shall be a member in good standing of the Society and shall be elected to a two (2) year term by the membership. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Society's properties and financial transactions. The Treasurer shall send or cause to be given to the members and directors, such financial statements and reports as are required by law, by these Bylaws or by the Board's request. The books of account shall be open to

inspection to any member of the Board at all reasonable times. The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of, the Society with such depositories as the Board may designate. The Executive Committee should approve moving all monies such as transfers of CDs once matured. The Treasurer shall disburse the Society's funds as the Board may order and is required to seek approval before spending large sums of money as determined by the Policy and Procedures Manual. As Chief Financial Officer he/she shall render to the President or the Board, when requested, an accounting of all financial transactions and of the financial condition of the Society, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe. The Treasurer shall be chair person on the Finance Committee.

E. The Secretary shall be a member in good standing of the Society elected for two (2) years. The Secretary shall keep or cause to be kept, at the Society's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board, committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place of the meeting, whether the meeting was annual, regular, or special and, if special, how authorized, the notice given, the names of those present at Board and committee meetings and the number of members present at members' meetings. The Secretary shall keep or cause to be kept at the Society's principal office or at a place determined by Board resolution, a record of the Society's members, showing each member's name, address, affiliation and date of becoming a member. The Secretary shall give, or cause to be given, notice of all meetings of members of the Board. He/she shall have such powers and perform such duties as the Board or the Bylaws may prescribe.

F. The Sergeant At Arms shall be a member in good standing of the Society elected for two (2) years. He/she, under the direction of the presiding officer, helps maintain order and decorum at meetings. The Sergeant At Arms shall play a role in board and member meetings in executing these duties. In any meeting of the membership, he/she may appoint members of the Society to assist in carrying out his/her duties. The Sergeant at Arms shall be knowledgeable about Robert's Rules of Order. He/she shall be a member of the Committee on Structure.

G. The Members At Large shall be three (3) members in good standing of which one position, that of International Member At Large is reserved for an international member. They are elected for one (2) year terms. They shall have such duties as the President or Board may direct. They shall also serve as the conduit between the Board and membership of the Society. They shall also remind the board of the stated values and mission. The members at large shall serve on the membership committee.

H. Removal of a Board Member. 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 the Board believes evidence is present that the best interests of the Society are not being served.

## **ARTICLE VIII: Meetings of Members**

A. There shall be an annual meeting of the Society at a time and place to be determined by the Board. At this meeting, newly elected officers and directors shall be announced and any other business may be transacted subject to these Bylaws.

B. A special meeting of the members for any lawful purpose may be called at any time by the Board or the President, or five percent or more of the members. A special meeting shall be called by written request, specifying the general nature of the business proposed for transaction and submitted to the President or Secretary of the Society. The officer receiving the request shall cause notice of the meeting to be given promptly to the members entitled to vote in accordance with these Bylaws, stating the time and place of the meeting at least thirty-five days, but not more than ninety days, after receipt of the request. If notice is not given within 31 days after receipt of the request, the person or persons requesting the meeting may give the notice. No business other than the business, the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting. The Society has no financial responsibility for the costs incurred by the attendees of the special meetings. Any business of this special meeting must be ratified by 51% of the general membership.

C. The manner of giving notice of any meetings of the members shall be in writing and shall be given at least thirty days before the meeting. The notice shall be given in writing, by mail or electronically, and/or posting on the list serve, and posting on the ISNR web site.

D. A quorum at any members' meeting shall consist of 51% percent of the voting membership based on the membership list kept by the Secretary. If the quorum of 51% is not present then 10% of general membership may pass any resolution that would need to further be ratified and approved by 51% of the membership before being accepted.

E. Eligibility to vote is subject to the provisions of the Texas Non-Profit Corporation Act. Members entitled to vote in any meeting of the members shall be in good standing as of the date of the notice of the meeting at which the vote is to be taken. Votes may be taken by voice or ballot, except that election of officers and members of the Board shall be by mailed, or on-line, ballot.

F. Written, or on-line, ballots to ratify member resolutions created in the special meeting requires 51% of the eligible members voting, except for election of officers and Board members in which case a simple majority rules of the active voters. The time by which the ballot must be received in order to be counted is one week prior to the annual/general meeting in which the vote is tallied.

## **ARTICLE IX: Finances**

A. The first fiscal year of the Society shall be set by the Board and remain so thereafter.

B. All officers and agents of the Society responsible for the receipt, custody and disbursement of funds may be required to give bond for the faithful discharge of their duties in such sums and with such sureties as the Board may determine.

C. All checks, drafts and other orders for the payment of money shall be signed by person(s) so designated by the President.

D. A treasurer's report will be made at each monthly board meeting.

E. Financial records will be made available to the Board for review at the request of the Board.

F. There will be a Finance Committee.

## **ARTICLE X: Nominations**

A. The Nominations Committee, operating independently of the Board of Directors, shall prepare a ballot of candidates for vacant Board positions and notify the Board when the

slate of candidates is complete, and shall record the contents of the slate in the minutes of the meeting.

B. The Nominations Committee shall nominate at least one candidate for each vacancy on the Board of Directors and shall mail ballots to the membership (or cause an on-line ballot to be prepared) not less than thirty-five days before the annual meeting. Ballots to be counted must be postmarked (or received electronically in the case of the on-line ballot) at least ten days before the annual meeting at which the election of officers is to be announced.

C. Members will be encouraged through the newsletter or electronically through the website, email and/or listserv, to submit names of possible candidates for office to the Nominations Committee. Upon approval by a two-thirds vote of the Board, a name submitted in this manner may be added to the ballot until June 1st by the Board, provided that the candidate meets all other requirements for eligibility to run for a specific office.

D. The Nominations Committee shall verify the eligibility of candidates and ascertain all candidates are willing to stand for office and meet all requirements to serve. A candidate for President-Elect must have served in an elected position on the Board for a minimum of one previous year of office.

## **ARTICLE XI: Elections**

A. The ballot of candidates shall be mailed or prepared on-line at least thirty-five days prior to the opening day of the Society's annual meeting. Ballots to be counted must be postmarked (or received electronically in the case of the on-line ballot) at least ten days before the annual meeting at which the election of officers is to be announced.

B. Ballots are valid if postmarked (or cast on-line) by the date specified on the ballot, and signed or electronically verified as required. A count shall be made by the Board at the pre-conference board meeting. Tie votes shall be resolved by a vote of the simple majority of the Board. This section shall apply to all elections unless otherwise specified in these Bylaws.

C. A complete file of all ballots, tallies, and documents of Board actions shall be maintained in the Headquarters office for a period of at least one year.

D. Announcement of election results shall be made by the President at the Society's annual business meeting.

## **ARTICLE XII: Referendum**

Upon petition of five percent of the voting members in good standing, a request for a mail, or on-line, vote of the members of the Society upon any matter, not involving an amendment to the Bylaws, may be addressed to the Board. If the matter is not inconsistent with these Bylaws, the Board shall present it to the membership for a mail, or on-line, ballot. The ballot shall contain a statement of the arguments for and against the new provisions. The issue will be decided by a majority of those voting.

## **Article XIII: Committees**

A. Standing Committee Structure

- 1 Standing committees perform continuing tasks of the Society.
- 2 Standing committees shall report at least annually to the Board.
- 3 Standing committees and members may be appointed to serve one (1) year.

B. Standing Committees

1. Executive Committee shall be responsible for day-to-day operational decisions and to function on behalf of the board in emergencies and in interim situations. It should include the president, the past-president, the president elect and the treasurer. The Executive Committee shall invite participation by other board members as needed. The Executive Committee shall report summaries of actions between board meetings to the board. Minutes must be kept at each Executive Committee meeting. ISNR is authorized in its bylaws to form an Executive Committee to function on behalf of its Board of Directors in emergencies and/or interim situations. The Executive Committee is authorized to exercise all the powers given to the Board except the right to make changes to the bylaws. However, Society bylaws limit the power of the Executive Committee to circumvent the responsibility and authority placed on the Board of Directors. All appointments to this committee are for one (1) year. Functions of the Executive Committee include, but are not limited to, the review and/or preparation of Board meeting agendas to ensure all matters coming before the Board are relevant and appropriate. Other responsibilities include the interpretation of Board policies to the staff and the membership, the overseeing of policy implementation, and the referring of questions to other committees or to the full Board. All Executive Committee activities shall be reported at each Board meeting.

2. The Conference Committee shall plan and coordinate the annual conference. All appointments to this committee are for one (1) year.

3. The Ethics Committee shall investigate complaints of unethical conduct of members. It is also responsible for establishing and recommending revisions of the Society's Code of Ethics to the Board.

4. The Nominations Committee shall serve for one (1) year unless otherwise provided for in the Bylaws and shall prepare a list of qualified candidates for the Society's elections. The members of this committee shall be the current President, the President-Elect as chairperson and the Past-President.

5. Committee on Structure. The Past-President serves as Chairperson. Other members are the President, President-elect, and Treasurer of the Society. The committee recommends to the Board

- a) The annual charge for each standing and ad hoc committee,
- b) The chairperson and members of each standing and ad hoc committee, and
- c) The formation or dissolution of ad hoc committees.

6. Committee for Public Information: The Public Information Committee shall consist of at least (3) three members in good standing appointed by the President. They shall plan and coordinate education and information about neurofeedback and its benefits to professionals and the public.

7. Committee on Finance shall facilitate fiscal management, provide a balanced budget, report on schedule of quarterly and annual reports, report on savings, investments, insurance and long run goals. This committee works closely with the Executive Committee to determine the resources needed to support the organization's programs. This committee will work closely with the Personnel Committee to project future staffing patterns, and with the Public Relations Committee to ensure proper interpretation of program changes to ISNR's public. Other responsibilities shall include valuation and recommendation as to the independent certified public accountants who will perform the audit or review (within budgeted allocations). Committee members shall periodically, and at least annually, evaluate the organization's sources of revenues, its income, investments, its assets, and liabilities position, making policy change recommendations to the Policy

and Executive Committee and the board when appropriate. The finance committee should be responsible for IRS compliance.

#### C. Ad Hoc Committee Structure

- 1 Creation and dissolution of ad hoc committees must be approved by the Board.
- 2 Ad hoc committees perform specific tasks.
- 3 Ad hoc committees shall report on a timely basis to the Board.
- 4 Ad hoc committees shall cease when the final report is submitted.

### **ARTICLE XIV: Non-Inurement**

No part of any income, revenue or grant to the Society, shall inure to the material or pecuniary benefit of members, officers or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered in furtherance of one or more of its purposes.

### **ARTICLE XV: Indemnification**

The liability of a Director of the Society for monetary damages for breach of fiduciary duty as a Director (including each and every such liability to the members of the Society, to the Society, or to any one or more of them) shall be eliminated to the fullest extent permitted by law in each and every case where such liability may be eliminated in any respect. An employee or agent of the Society is entitled to mandatory indemnification and is entitled to apply for court ordered indemnification to the same extent as provided by law for a Director or Officer of the Society. The foregoing sentence does not limit the right of the Society to indemnify and advance expenses to an officer, employee or agent of the Society, who is not a Director, to a greater extent than it may indemnify or advance expenses on behalf of a Director.

### **ARTICLE XVI: Parliamentary Authority**

Robert's Rules of Order shall serve as the Parliamentary reference to govern the proceedings for any or all matters of the Society or its divisions or sub-groups unless provided otherwise in the Society's documents or the law. The authority and guide to be used for Robert's Rules of Order shall be Sturgis, Alice (1988). The Standard Code of Parliamentary Procedure (current edition), Revised by the American Institute of Parliamentarians. New York: McGraw-Hill.

### **ARTICLE XVII: Operating Procedures**

The Board may adopt operating procedures, which may not be in conflict with these Bylaws, to govern its procedures. Such rules may be adopted or repealed by a two-thirds vote of the Board. Proposed operating procedures must be presented in writing to the Board not less than two weeks prior to its meeting.

### **ARTICLE XVIII: Amendments**

A. The Bylaws of the Society may be amended by a two-thirds vote of the eligible members voting. Amendments to the Bylaws will be conducted by mail, or on-line, ballot. The ballots will indicate the time by which the ballot must be received in order to be counted.

B. Amendments may be proposed by the Board or by petition signed by ten percent or more of the members of the Society. Amendments will go into effect, as drafted, following the result of the two-thirds vote. A vote shall require a written, or on-line, ballot and proper written or electronic notice to the society's membership. Votes postmarked within thirty days of mailing will be counted by the Secretary and kept for one year.

## **ARTICLE XIX: OFFICIAL PUBLICATIONS OF THE SOCIETY**

The Society will publish a journal, which shall be the official publication of the Society. The mission statement of the Journal shall be as follows:

- i The purpose of this journal is to provide an integrated multi-disciplinary perspective on clinically relevant research, treatment, and public policy for neurotherapy.
- ii The journal will review important findings in clinical neurotherapy and in electroencephalography as a clinical tool to assess baselines and outcomes of neurotherapy.
- iii The journal represents the scholarly commitment of the field and reflects the highest standards of investigation, clinical practice, education, and evaluation of patient care.
- iv The journal will seek out material that integrates the diverse aspects of the field of neurotherapy: the basic science, the clinical aspects, the philosophy, the training and certification issues, and treatment evaluation.
- v The journal will draw on expertise inside and outside the International Society for Neuronal Regulation to provide relevant findings from the diversity of disciplines that are involved in the study of neurotherapy and to offer interpretive commentary to the readers.

A. The Editor of the Society's journal shall serve a term of two (2) years appointed by the President with the approval of the Board of Directors and may be re-appointed to the office. The journal Editor shall be an ex-officio member of the Board of Directors without vote.

- 1 The duties of the Editor will be to manage and oversee publication of the Society's journal, with the help of the Society's Executive Director as needed. The Editor shall oversee and supervise the Executive Director's duties. The Editor shall appoint the Editorial Board of the journal with the approval of the Board of Directors and shall keep the Board of Directors apprised of the state of the journal. The Board of Directors may, at its discretion, create additional publications.
- 2 In the extended absence, incapacity, resignation, or death of the Editor, the duties shall be assumed by the President with the approval of the majority of the Board of Directors.

B. The Society will also publish a newsletter, which shall be the official communication to the membership. Any notice in the newsletter shall be considered full notice to all members of the Society for any purpose. The Editor of the Society's newsletter shall serve a term of two (2) years appointed by the President with the approval of the Board of Directors and may be re-appointed to the office. The Editor of the Society's newsletter shall be an ex-officio member of the Board of Directors, without vote.

- 1 The duties of the Editor will be to manage and oversee publication of the Society's newsletter with the help of the ISNR staff as needed.

- 2 In the extended absence, incapacity, resignation, or death of the Editor, the duties shall be assumed by the President or their designee with the approval of the majority of the Board of Directors.

## **Article XX: CHAPTERS OF THE SOCIETY**

The board may develop affiliations with other organizations for mutual benefit of all organizations. Any such relationships must be defined and approved by the board.