FEDERATION OF ASSOCIATIONS IN BEHAVIORAL AND BRAIN SCIENCES ("FABBS")
BYLAWS

Article I
Non-Profit Purposes

As set forth in its Articles of Incorporation, FABBS is organized as a 501(c)(3) charitable, scientific, educational non-profit organization, with the specific objectives and purposes that include: advancing the behavioral, psychological, cognitive, and brain sciences and promoting the contributions of basic and applied research to the health and well-being of individuals and society; educating stakeholders on the need for and importance of research in these fields; fostering communication between scientists in these fields and various audiences; and promoting and facilitating the scientific research and training process in these disciplines.

In accordance with its 501(c)(3) status:

a. FABBS shall not participate in, or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.
b. FABBS shall comply with limits on time spent attempting to influence legislation.
c. No part of the net earnings of FABBS shall be distributed to its members, directors or trustees, officers, or other private individuals.

Article II
Members

Note: For purposes of compliance with D.C. nonprofit law, FABBS recognizes its member organizations as statutory members under D.C. Code §29-401.02(24), entitled to voting rights and participation as described herein.

Section 1. Qualifications
Membership is open to those organizations that are dedicated to and supportive of the behavioral, psychological, cognitive, and brain sciences and that demonstrate interest in developing knowledge for the betterment of society through the support of these sciences.

Section 2. Admission of Member Organizations
Organizations shall be admitted subject to approval by FABBS's Board of Directors or as authorized by the Executive Director.

Section 3. Categories of Membership
a. Regular — scientific societies
b. Corporate Affiliates — publishers and non-profit organizations
c. Academic Affiliates — academic units
d. Other categories — the Board has the right to establish other categories of membership and

privileges as it deems appropriate.

Section 4. Withdrawal of Membership
Any member organization may resign by notifying the FABBS Executive Director in writing by October 1. Such resignation shall not remove the obligation to pay outstanding dues or fees.

Section 5. Termination of Membership
Member organizations may be terminated for cause as determined by three-fourths vote of the Board. For any cause other than nonpayment of dues, expulsion shall occur only after the member organization has been given 60 days' notice of a complaint and has been given the opportunity to present to the Council a defense against termination.

Article III
Council of Representatives

Section 1. Council of Representatives Defined
The Council of Representatives ("Council") is the assembly of the Presidents - or their designees - of society member organizations and corporate affiliates.

Section 2. Determination of Number of Representatives
Organizations shall receive seats on the Council of Representatives based on the size of their base membership.

a. Those organizations whose base membership is less than 1000 shall be accorded one vote.
b. Those organizations whose base membership is at or above 1000 and below 5000 shall be accorded two votes.
c. Those organizations whose base membership is at or above 5000 shall be accorded three votes.

Section 3. Representative Votes
Each member organization Representative shall have one vote; proxy votes are permitted.

Section 4. Council's Authority
The Council's authority shall include:

a. Voting on dues changes as proposed by the Board;
b. Election of Board members
c. Amendment of Bylaws;
d. Other powers as requested by the Board

Section 5. Council Quorum

a. A majority of voting members of the Council shall constitute a quorum for the transaction of business at any Council meeting.

Section 6. Council Meetings

a. A regular meeting of the Council shall be held at least once during each year. Council meetings and voting may be held electronically in accordance with D.C. Code §29-405.01. Notice may be provided via electronic mail.
b. Notice of regular Council meetings shall be given to the regular member organizations at least

thirty (30) days before the meeting is to be held.

c. Special meetings of the Council may be called by the President or at the written request of regular members representing fifteen percent (15%) of the Council.
d. Notice for special meetings must be made at least two (2) weeks before the meeting and shall state the purpose for which it is called. Other business may be conducted as with regular meetings.

Article IV
Board of Directors

Section 1. Members of the Board of Directors
The Board of Directors ("Board") shall consist of at least seven (7) and no more than thirteen (13) voting members:

a. Eight (8) officers of FABBS, and
b. At least one, but no more than five (5) Members-At-Large;
c. The Executive Director, who shall serve *ex officio* and without vote.

Section 2. Eligibility
To be eligible for election to the Board of Directors, a candidate must be a member in good standing of a member society.

Section 3. Election of Board of Directors
Board Members shall be elected by a plurality vote of the Council and shall take office on January 1.

Section 4. Term of Office
Members-at-Large shall serve for three (3) years, renewable once in succession, and staggered across the Board members. Time spent as an officer shall not count as a part of this term limitation.

Section 5. Board Authority
Subject to the provisions of the laws of the District and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members of Council of FABBS, the activities and affairs of FABBS shall be conducted and all corporate powers shall be exercised by, or through delegation by, the Board of Directors, including the following:

a. Oversight and control of the affairs of FABBS, its committees, and publications
b. Determination of policies or changes therein
c. Pursuit of FABBS's objectives
d. Adoption of rules and regulations for the conduct of business
e. Establishment of such committees as are necessary and appropriate.

Section 6. Compensation
Members of the Board of Directors shall not be compensated for their services. Members may be reimbursed for expenses incurred for attending meetings of the Board and for other authorized expenses resulting from FABBS business.

Section 7. Regular Meetings
A regular meeting of the Board shall be held at least once each fiscal year at such time and at such place as the Board may prescribe, including by conference call or online video meeting.
Notice of regular and special meetings shall comply with D.C. Code §29-406.22 and be provided at least two days in advance, unless otherwise stated.

Section 8. Notice of Meetings
Notice of regular meetings shall be given to Board members not less than fifteen (15) days before the meeting is to be held.

Section 9. Special Meetings
The Board of Directors shall meet or confer as needed at times and places to be established by the Board. A meeting of the Board may be called by the President as the business of the organization may require, or may be called at the request of three (3) members of the Board of Directors.

Section 10. Quorum for Meetings
A majority of the voting members of the Board members in office shall constitute a quorum.

Section 11. Majority Action as Board Action
Actions of the Board of Directors shall require the approval of a majority of Directors present at a meeting at which quorum is established, unless a greater vote is required by law, the Articles of Incorporation, or these Bylaws.

The Board shall report all significant actions—such as changes to policy, finances, strategic initiatives, or governance matters—to the Council. These reports shall be delivered electronically or presented at the next Council meeting and made available to Council members no later than thirty (30) days after the board action.

Section 12. Removal from Board
The Council, in its discretion, may remove any elected member of the Board of Directors for cause by a three-quarters vote of a quorum of the Council. Any member at risk of removal shall have been given sixty (60) days to respond to the Council in writing prior to removal.

Section 13. Non-liability of Board of Directors
The Board shall not be personally liable for the debts, liabilities, or other obligations of FABBS.

Section 14. Indemnification by Corporation of Directors and Officers
FABBS Directors shall be appropriately indemnified by FABBS in alignment with the laws of this District.

Section 15. Insurance for Corporate Agents
FABBS shall purchase and maintain insurance to fund its indemnification obligation, and may purchase additional insurance upon Resolution of the Board on behalf of any agent of FABBS (including a director, officer, employee or other agent of FABBS) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not FABBS would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

Section 16. Board Vacancies
Officer and Board vacancies may be filled through appointment by the Board of Directors. An eligible appointed officer or Member-At-Large shall serve until the next scheduled election, at which time he or she is eligible to be elected to the appointed office. A term in any office that is less than a full term will not count toward term limits described in these Bylaws.

Article VI
Officers

Section 1. Officers
The officers of FABBS shall be a President, President-Elect and/or Past-President, Vice President, Vice President-Elect and/or Past-Vice President, Secretary, and Treasurer.

Section 2. Officer Terms

a. The President-Elect shall serve for one year. The President-Elect shall automatically succeed to the office of President for two years followed by one year as Past President for a total of four years.
b. The Vice President-Elect shall serve for one year. The Vice President-Elect shall automatically succeed to the office of Vice President for two years followed by one year as Past-Vice President for a total of four years.
c. The Secretary shall serve for two years, is eligible for re-election to one successive two-year term, and is thereafter eligible upon being out of that office for a year.
d. The Treasurer shall serve for two years, is eligible for re-election to one successive two-year term and is thereafter eligible upon being out of that office for a year.

Section 3. Duties of Officers

a. The President shall preside at all meetings of the Council and the Board of Directors. The President shall make appointments of committee chairpersons and vacated offices with the approval of the Board of Directors.
b. The President-Elect and Past President shall perform duties as assigned by the President; the President-Elect shall perform the duties of the President in the event of the President's inability to serve.
c. The Vice President shall have such duties as the President may designate.
d. The Vice President-Elect and Past-Vice President shall have such duties as the Vice President may designate. The Past-Vice President shall act in the absence of the Vice President and the Vice President-Elect. The Vice President-Elect shall perform the duties of the Vice President in the event of the Vice President's inability to serve.
e. The Secretary shall oversee a process for the handling of FABBS's records, proper and legal mailing of meeting notices to members, proper recording of proceedings and minutes of Board of Directors and of the Council, and the conduct and oversight of elections for officers and Members-At-Large of the Board of Directors.
f. The Treasurer shall oversee a process for the handling of FABBS' funds, collection of all member dues and assessments, accounting procedures for the handling of FABBS funds, review of proposed

annual operating budget, and for the keeping of funds in such banks or investment vehicles as may be approved by the Board of Directors. The Treasurer shall deliver an annual financial report at the annual meeting of Council.

g. Duties of the officers may be delegated to appropriate staff.

Article VII
Committees

Section 1. Committees
By approval of a majority of the whole Board, the Directors may create committees composed of only Board members (Board Committees) or committees that include non-Board members (Advisory, or Non-Board Committees), with each committee having at least three members. Committees make recommendations to the Board for approval. The activities of committees shall be reported to the Board and, when indicated by the Bylaws, voted on by the Council.

Section 2. Nominations Committee
The Nominations Committee shall consist of at least three (3) members who are appointed by the President. Members of the Nomination Committee shall serve for one year. The chair of the Nominations Committee shall be the Vice President of the Board of Directors. The Nominations Committee shall issue a call for nominations to the Board of Directors and to the member organizations through their Representatives on the Council. Candidates receiving support from representatives of two or more member organizations will automatically be placed on the ballot, provided the candidate is willing to serve if elected. Once the slate of nominees is final, Council will be notified and given at least fifteen 15 days to vote.

Article VIII
Finance

Section 1. Fiscal Year
The fiscal year of FABBS shall be January 1- December 31 of each year.

Section 2. Budget
The Board of Directors will adopt an annual operating budget in advance of the next fiscal year.

Section 3. Financial Reporting
The Treasurer shall make available, following the end of each annual fiscal period, a financial report for the year just completed. The financial records of FABBS shall be open to inspection by any Board member.

Section 4. Financial Review Committee.
The Financial Review Committee shall consist of at least three (3) members. The chair of the Financial Review Committee shall be the Treasurer, and the President shall appoint the remaining members. Members of the committee shall serve a term of two (2) years, eligible for renewal.

Section 5. Form 990 Review
The Financial Review Committee shall review the Form 990 and submit to the Board of Directors for approval prior to the filing of the Form 990.

Section 6. Financial Review and Audits
The Financial Review Committee shall review accounts of the organization on an annual basis to assess and make recommendations to the Board on the necessity of financial statement audits, the retention and termination of an independent auditor, and any changes in organizational or management practices to ensure compliance with best practices.

Article IX
Executive Director

Section 1. The Executive Director shall be hired by and serve at the direction of the Federation Board. The Board will annually evaluate and set compensation for the Executive Director. The Executive Director shall serve as the Federation's Chief Executive Officer to manage the day-to-day operation of the Federation; to develop, implement, and inform the Board of administrative procedures necessary to implement Board policy; and to ensure preparation and implementation of an annual budget that supports the Federation's strategic plan and priorities.

a. The Executive Director shall have authority to sign checks/approve payments except those that are made out to him/herself.
b. The Executive Director shall have authority to sign personnel, service, or other contracts as the agent of FABBS, in accordance with the policies and procedures established by the Board of Directors.
c. The Executive Director is responsible for hiring, evaluating, managing, setting salaries, awarding raises, and terminating FABBS personnel according to direction from the Board of Directors.

Article X
Dissolution

Section 1. Use of Funds
FABBS shall use its funds to accomplish the objectives and purposes specified in these Bylaws.

Section 2. Distribution of Funds
As set forth in its Articles of Incorporation and as required under the U.S. Treasury Regulations, upon the dissolution of FABBS, its assets remaining after payment, provision for payment, of all debts and liabilities of FABBS shall be distributed for one or more exempt purposes, as selected by the Council, within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose related to FABBS's mission. Such distribution shall be made in accordance with all applicable provisions of the laws of the District of Columbia.

Article XI
Amendments

Amendments to the Bylaws may be proposed by the Board of Directors, as supported by an established Committee, or upon the petition of three (3) member organizations. All such amendments shall be presented to the Council at least thirty (30) days in advance of the vote. The Council may amend or repeal these Bylaws upon the affirmative vote of two-thirds (2/3) of the votes represented at Council.

Certifications

These Bylaws of the Federation of Associations in Behavioral and Brain Sciences (FABBS) were adopted by the Council on [ ], and supersede any and all prior versions.

Certified by:
[Name], Secretary
[DATE]