

BYLAWS OF PSI BETA[®], INC.
A Tennessee Not-for-Profit Corporation

ARTICLE I. NAME

The name of the Corporation is Psi Beta, Inc.

ARTICLE II. PURPOSES

The purposes of this Corporation shall be as provided in its Charter and shall be organized on a membership basis. The aims of this Corporation are to be carried out through any and all lawful activities, including others not specifically stated in the Charter but incidental to the stated aims and purposes, both directly and through contributions to any other corporation, trust, fund or foundation whose purposes are religious, charitable, scientific or educational, provided that any such activity or contribution shall conform to any applicable restrictions or limitations set forth in the Corporation's Charter or which are imposed on a corporation described in section 501(c)(3) of the Internal Revenue Code and the regulations thereunder, or on any corporation to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code and to the final regulations thereunder. References to sections of the Internal Revenue Code include those provisions as currently enacted or as they may be amended, or corresponding provisions in any future Internal Revenue Act, and to final regulations promulgated pursuant to such provisions.

ARTICLE III. MEMBERSHIP

The members of the Corporations within the meaning of section 48-601 of the Tennessee General Corporation Act shall be the Chapters (established pursuant to Article VIII). Each chapter shall have one vote in all cases in which a vote of the membership is required. The vote of a chapter shall be determined by a majority vote of the active members (defined in Article IX) of a chapter who are present at a duly called meeting of the chapter. The ballot of a chapter shall be executed and certified by an officer of the chapter and delivered to the secretary of the National Council within the time required by resolution of the National Council.

ARTICLE IV. NATIONAL COUNCIL

- 4.1 **General Power.** The business and affairs of the Corporation shall be managed by a Board of Directors known as the "National Council." The duties of the National Council shall include:
- a. Developing policy;
 - b. Member liaison;
 - c. Evaluating applications and admitting chapters;
 - d. Determining financial policy and overseeing all Psi Beta assets.
 - e. Keeping the membership informed.
- 4.2 **National Council** Members of the National Council, except for the Executive Director, must be active student or faculty advisor members of Psi Beta. The National Council is composed of the president, president-elect, past-president, regional vice-presidents and Executive Director. Members of the National Council must be at least eighteen (18) years of age, but need not be residents of Tennessee.
- 4.3 **Presiding Officer.** The president shall preside over meetings of the National Council and shall not vote, except to break a tie vote. The president-elect shall preside in the president's absence.
- 4.4 **Vacancies in Board.** A vacancy occurring in the National Council for any reason need not be filled unless the remaining National Council members are fewer in number than that required by law; any vacancy may be filled by vote of a majority

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of the National Council members then in office or by the chapters, at the discretion of the National Council. The National Council member so chosen shall serve the remainder of the term. If the office of the president should become vacant, the president-elect shall fill the vacancy. At that time the Nominating Committee will hold a new election to fill the office of president-elect.

- 4.5 **Resignation.** Any National Council member may resign at any time by giving written notice to the president, the secretary, or the National Council. Such resignation shall take effect at the time specified therein, or, if no time is specified, at a time determined by the National Council.
- 4.6 **Removal.** Any Council member may be removed with or without cause by a two-thirds (2/3) vote of the National Council whenever, in the sole opinion of a majority of the voting members of the National Council, the best interests of the Corporation will be served by such removal.
- 4.7 **Committees.**
- A. **Executive Committee.** The executive committee shall consist of the president, the president-elect, and the immediate past-president. The Executive Director shall be an ex-officio member without vote. The committee shall have general supervision of the society between meetings of the National Council, shall administer the policies, programs, and activities of the society as formulated by the National Council, and is vested with full power to conduct all business of the society between meetings of the National Council.
 - B. **Standing and Special Committees.** The National Council may establish standing and special committees. Committees shall have at least three members, and committee members need not be members of the National Council. Committee chairs and members shall be appointed by the president with the approval of the National Council, with the exception of the nominating committee, which shall be elected by the Council.
- 4.8 **Annual Reports.** Each officer shall file an annual report with the Executive Director no later than July 31 in a form prescribed by the Executive Director. All reports shall be presented to the National Council at the annual business meeting. Failure to file the annual report by July 31 may result in removal from the National Council.

ARTICLE V. NATIONAL COUNCIL MEETINGS

- 5.1 **Meetings of the Council and Committees.** The Council shall hold an annual meeting each year at a time and place designated by the National Council. At the meeting the election results shall be announced and new officers installed. A report of national finances covering the period for the immediately preceding year shall be presented. By resolution, the Council may establish a date or dates on which regular meetings of the Council or of any committee shall be held between annual meetings. A committee of the Council may meet on the dates so established or, if none, on the date set at its previous meeting or when earlier called by the president, the Executive Director, or by a majority of the committee members. Special meetings of the Council may be called at any time by the president, the Executive Director, or a majority of the Council.
- 5.2 **Place of Meetings.** Meetings of the Council shall be held at such time and location, either within or without the State of Tennessee, as the Council may designate.
- 5.3 **Notice Requirements.** Written notice by any usual means of communication setting forth the place and day and hour of the meeting of annual and other regular meetings and of any special meetings, shall be given to each Council member at least five (5) days before the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting need be specified in the notice or any waiver of notice.

- 5.4 **Waiver of Notice.** Attendance by a Council member at a meeting shall constitute a waiver of notice of the meeting, except where a Council member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Whenever the Council or any committee of the Council is authorized to take any action after notice to any person or persons, or the lapse of a prescribed period of time, the action may be taken without such requirements if at any time before or after the action is completed the person or persons entitled to such notice or entitled to participate in the action to be taken submit a signed waiver of such requirement.
- 5.5 **Quorum.** At all meetings of the Council, fifty (50) percent of the number of Council members then in office shall constitute a quorum for the transaction of business. The presence of a majority of the membership of a committee of the Council shall be required for the transaction of business. When a quorum is once present to organize a meeting it is not broken by the subsequent withdrawal of any of those present. A meeting may be adjourned despite the absence of a quorum. Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken.
- 5.6 **Voting.** The vote of a majority of the members present at a meeting at which a quorum is present shall be required for all questions decided by the National Council, except as otherwise specified in these bylaws.
- 5.7 **Presumption of Assent.** A Council member who is present at a meeting of the National Council, or any committee thereof, shall be presumed to have concurred in any action taken at the meeting, unless that member's dissent to such action shall be entered in the minutes of the meeting or unless that member shall submit a written dissent to the person acting as secretary of the meeting before the adjournment of the meeting or shall deliver or send such by registered or certified mail to the secretary no later than three business days after the adjournment of the meeting. Such right to dissent shall not apply to a Council member who voted in favor of such action. A Council member who is absent from a meeting of the Council, or any committee thereof, at which such action is taken shall be presumed to have concurred in the action unless that member shall deliver or send by registered or certified mail a dissent to such action of the secretary or shall cause such dissent to be filed with the minutes of the proceedings of the Council or committee within 14 calendar days after the minutes are mailed.
- 5.8 **Action by Consent.** The National Council may take any action which it is required or permitted to take without a meeting on written consent of the Council members, which includes signature by facsimile, setting forth the action so taken and signed by all the Council members. Consensus and approval may be given by council members via email and electronic ballots. Such actions should be summarized in annual reports and the minutes.
- 5.9 **Telephone Meeting Allowed.** Participation by members of the Council or any committee designated by the Council in any telephone meeting of the Council or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other shall be permitted. Participation in such a meeting pursuant to this section 5.9 shall constitute presence in person at such meeting. The Council members shall be promptly furnished with a copy of the minutes of any Council meeting held under this section.

ARTICLE VI. COMPENSATION OF NATIONAL COUNCIL MEMBERS

National Council members/officers shall not receive any compensation for their services as National Council members/officers, except for the Executive Director, but the Council may, by written resolution, authorize reimbursement of expenses incurred in the performance of their duties. The Council shall determine the compensation to be

paid to the Executive Director, which shall be only for actual service rendered. Any authorization for reimbursement of expenses may prescribe the procedure for approval and payment of such expenses by designated officers of the corporation. Nothing herein shall preclude a National Council member/officer from serving the corporation, with prior approval of the Council, in any other capacity and receiving compensation for such services. The corporation shall make no loans of money or property to any member of the National Council.

ARTICLE VII. OFFICERS

- 7.1 **Titles of Officers.** The Corporation shall have a president, past-president, president-elect, a secretary-treasurer who shall also serve as Executive Director, and a vice-president for each region of the national organization. One person may be elected to more than one office, except that the offices of president and secretary-treasurer may not be held by the same person.
- 7.2 **Election.** Each region of the national organization shall select, by vote of the chapters in that region, a regional vice-president. The president-elect shall be nominated by the Nominating Committee and elected by the chapters. To be eligible for nomination and election to the office of president-elect, a candidate must have served as vice-president and have attended at least one National Council annual meeting while serving as vice-president. A majority vote of those chapters returning ballots by a date clearly specified on the mail ballot shall determine the election results. The secretary-treasurer (Executive Director) shall be appointed by the National Council.
- 7.3 **Term of Office.** The national president shall be elected for a three (3) year term serving one (1) year as president-elect, one (1) year as president, and one (1) year as past-president. A president may serve only one (1) three-year term within any ten (10) year period. The term of office of the regional vice-president is two (2) years. A vice-president is eligible to serve a consecutive two (2) year term if elected, but may not serve more than two (2) two-year terms within any ten (10) year period. Each officer shall hold office until the expiration of the term to which elected or thereafter until a successor has been elected or appointed and qualified.
- 7.4 **Nominating Committee.** At the annual meeting of the National Council, a nominating committee of three shall be elected by the Council. It shall be the responsibility of this committee to nominate at least one candidate for each office and committee vacancy to be filled. A member of the Nominating Committee may not be nominated for any office or committee vacancy without resigning as a member of the Nominating Committee.
- 7.5 **Duties.** All officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation, in addition to those described in these Bylaws, as usually appertain to such officers of corporations not for profit, except as may be otherwise prescribed by the Council.

ARTICLE VIII. CHAPTERS

- 8.1 **Chapters.** A chapter may be established at a two-year college which grants associate degrees and verifies the institution's accreditation by the appropriate national or regional accrediting agency. Such agencies include the New England Association of Schools and Colleges, the Middle States Association of Schools and Colleges, the North Central Association of Schools and Colleges, the Southern Association of Schools and Colleges, the Northwest Association of Schools, Colleges and Universities and the Western Association of Schools and Colleges. Two-year vocational, technical, and career institutions offering only general or specialized programs for career opportunities shall not be eligible.

- 8.2 **Establishment.** An application for a charter shall be made to the Executive Director by the petitioning group of psychology students and their faculty advisors at two-year colleges and shall consist of:
- Name and address of the college, including the name of the department(s) in which the psychology curriculum is taught.
 - Validation of the institution's accreditation.
 - Supporting signatures of the president and dean of the college.
 - A Letter of Understanding signed by the faculty advisor(s).
 - A statement accepting Psi Beta's Bylaws and policies signed by each member of the petitioning group.
 - A list of psychology courses offered.
 - For each student of the petitioning group, a list of the psychology courses taken and grades received and the psychology courses in which the student is currently enrolled. College alumni, who would have qualified for Psi Beta while enrolled, may join as charter members.
 - A list of current faculty teaching psychology, their degrees, specialization, when and where obtained.
 - A copy of the most recent college catalog.
 - A payment of the charter fee.
 - Proposed date of chapter installation.
- 8.3 **Approval.** The application for a charter shall be approved upon an affirmative vote in writing by the National Council.
- 8.4 **Installation.** The installation officer of a new chapter shall be chosen by that chapter and approved by the Executive Director. The expenses incidental to the installation shall be paid by the chapter.
- 8.5 **Charter.** Upon the approval of a petition by the National Council, the Executive Director will issue a charter to the chapter to be retained by the college.
- 8.6 **Active Chapters.** Active chapters shall be those which have been granted a charter, which abide by the Bylaws and policies of Psi Beta, which hold elections to membership at least annually, except in national emergencies, which include active student members, and which file an annual report to the Executive Director on or before June 30 of each year.
- 8.7 **Chapter Officers.** Each chapter shall elect its own officers from among its active members in accordance with normal rules of parliamentary procedure. The officers shall include a president, a vice-president, and as many others as desired by the chapter to carry out the usual functions of chapter officers it so desires.
- 8.8 **Faculty Advisor.** Each chapter shall have at least one (1) faculty advisor who is chosen from the local institution's faculty in a manner to be prescribed by the chapter and the psychology faculty, and approved by the local college administration. The faculty advisor(s) shall be responsible for the guidance of the local chapter. The faculty advisor(s) shall have a responsibility to the psychology department, the college, and the national office for maintaining the Psi Beta chapter. The faculty advisor must be a registered member of Psi Beta.
- 8.9 **Chapter Bylaws.** Each chapter shall prepare a set of Chapter Bylaws stating such rules as are needed for conducting the business of the chapter. The National Bylaws shall take precedence over Chapter Bylaws, and no provision in the Bylaws of any chapter shall be contrary to the National Bylaws.
- 8.10 **Inactive Chapters.** Inactive chapters are those in which no elections to membership have been held during a two (2) year period. Any chapter which has held no election of membership for a period of five (5) years may be dropped from the listing of active and inactive chapters. Inactive chapters may not nominate or vote in national elections. An inactive chapter may reactivate by registering new members with the national office.

ARTICLE IX. MEMBERSHIP IN CHAPTERS

9.1 Types of Members.

- a. **Active.** An active member is a student who is enrolled in a college with a Psi Beta chapter, who has received a written invitation to membership from an official chapter and maintained the chapter qualifications, whose national registration fee has been paid and registration information filed with the national office, and who has been inducted into Psi Beta.
- b. **Alumni.** An alumnus member is a former active member who has terminated active membership in good standing, because the student is no longer enrolled in a college with a Psi Beta chapter. Alumni members do not vote or hold office, but may attend chapter meetings and functions by invitation from the Psi Beta chapter. By re-enrolling in the college, however, an alumnus may resume active status.
- c. **Honorary.** A person may be nominated by a chapter or by the National Council for honorary status because of outstanding contributions to psychology and Psi Beta. The name and qualifications shall be submitted to the National Council for approval by a majority vote of the Council and an invitation. Honorary membership is not open to students or Psi Beta active or alumni members. Honorary members may wear the Psi Beta insignia.
 1. National honorary member. Must be known nationally or internationally as an outstanding psychologist or scholar who has contributed to psychology and Psi Beta.
 2. Chapter honorary member. Must be known as a scholar and a supporter of Psi Beta or is an earnestly interested supporter of psychology and Psi Beta. After approval by the National Council, the chapter shall register and induct the honorary member and pay the membership fee.
- d. **Faculty members.** Faculty members of the department(s) sponsoring the Psi Beta chapter who have earned at least a MA or MS degree may register as Psi Beta members and pay the national membership fee at the national office.
- e. **Inactive.** A student member whose GPA has fallen below the eligibility requirement may not vote or hold office until the student's grades are brought into compliance with the chapter's eligibility requirements.

9.2 Eligibility.

- a. Minimum qualifications for student membership are:
 1. Enrollment at a two-year college with a Psi Beta chapter.
 2. An overall B average or better, or the equivalent of ranking in the top 35% of one's class, whichever standard is higher, and at least a B average in at least two quarters or one semester course in psychology. The Psi Beta faculty advisor is responsible for verifying through the registrar's office the scholastic eligibility of candidates for membership.
 3. Accumulated the number of credit hours used by the institution to designate full-time status with at least 12 semester hours or the equivalent quarter hours total college credit in courses leading to the associate degree.
 4. High standards of personal behavior and integrity may be considered with objective criteria as the chapter deems relevant or appropriate.
 5. Demonstrates a genuine interest in psychology as determined by the chapter.
 6. Election approved by the faculty advisor and/or three-fourths (3/4) affirmative vote of the membership present at a regular meeting of the chapter.
- b. The local chapter may establish higher scholastic requirements than those listed in this Article.

9.3 Cancellation. Membership obtained on the basis of false information may be voided at any time by the National Council.

9.4 Enrollment of Members.

- a. Procedure for induction of members shall be:

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1. Each prospective member shall receive a written invitation to membership from the chapter, shall complete registration information, and submit registration fee to the chapter.
 2. One payment from the chapter or the college to cover all registration fees for the induction shall be paid to Psi Beta.
 3. An official membership card and membership certificate in the name of each new member shall be forwarded to the chapter for proper distribution.
- b. A copy of the induction ceremony provided by the national organization, or a revision approved by the faculty advisor, shall be used by the chapter to induct members into Psi Beta.
 - c. Membership shall be complete when the registration information has been filed at the national office, the national registration fee has been paid, the induction ceremony has been completed, and the membership card and certificate issued.
 - d. A chapter may admit to active status a member from another Psi Beta chapter upon the presentation of satisfactory credentials.

ARTICLE X. MISCELLANEOUS

- 10.1 **Seal.** The Corporation may have a corporate seal which may be altered at pleasure, but the presence or absence of such seal on any instrument, or its addition thereto, shall not affect its character or validity or legal effect in any respect.
- 10.2 **Indemnification.** The Corporation shall indemnify all National Council members, including ex-officio members, in accordance with Section 48-58-501, et seq of the Tennessee Code Annotated.
- 10.3 **Principal Office.** The principal office of the Corporation in the State of Tennessee shall be located at any such place as shall be lawfully designated by the National Council. The Corporation may have such other offices, either within or without the State of Tennessee, as the National Council may designate or as the affairs of the Corporation may require from time to time.

ARTICLE XI. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any other rules the Psi Beta National Council may adopt.

ARTICLE XII. AMENDMENT

These Bylaws may be amended or repealed, and new Bylaws may be adopted, by the chapters. An amendment approved by the National Council by a two-thirds vote may be submitted to the active chapters by mail ballot to be acted upon at a regular or special meeting of each chapter. Adoption shall be by a two-thirds vote of those chapters returning ballots by a date clearly specified on the mail ballot. The resulting Bylaws may contain any provision for the regulation and management of business of the Corporation not inconsistent with law and the Charter. Any amendment of the Charter inconsistent with these Bylaws shall operate to amend the Bylaws pro tanto, and those Bylaws or parts of Bylaws which merely summarize or restate the provisions of the Charter or the provisions of the Tennessee General Corporation Act or other law applicable to the Corporation shall be operative with respect to the Corporation only so far as they are descriptive of existing law and of the Charter as amended.

Psi Beta Bylaws

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