

BY-LAWS OF THE NATIONAL SOCIETY OF BLACK PHYSICISTS

(Last Amended on October 9, 2017)

ARTICLE I: Board of Directors

Section 1. Powers and Responsibilities of the Board of Directors

The Board of Directors composed as set forth in the Constitution shall have the control and management of the Society, shall be responsible for its budget, shall administer its affairs, and shall supervise the activities of each Standing Committee and Chapter. The Board of Directors shall set the agenda of the *annual business meeting*. The Board of Directors shall have the sole authority to interpret the Constitution and By-Laws of *the National Society of Black Physicists*. Such interpretations may only be overturned by Amendments thereto. The Board of Directors may invite other Society members to attend its meetings in a non-voting advisory role. The Board of Directors shall perform such other functions as may be provided in the Constitution and By-laws. The Board of Directors shall have the sole authority to appoint the Managing Director, if needed. The Board of Directors may, by resolution adopted by a majority of its membership authorize and designate committees of the Board, and provide said committees with such powers and authority in the management of the *National Society of Black Physicists* as the Board deems necessary.

Section 2. Meetings of the Board of Directors

A. Notice. The Administrative Executive Officer in consultation with the President shall give notice to the members of the Board of Directors of all meetings of the Board of Directors.

B. Annual Meeting. The Annual Meeting of the Board of Directors shall be held during the Annual Meeting of the *National Society of Black Physicists*. The time and place shall be fixed by the Board and notice thereof electronically delivered to each member of the *National Society of Black Physicists* at least thirty (30) days before said meeting.

C. Special Meetings. The President may call special meetings of the Board of Directors whenever the affairs of the Society require it. Not less than three (3) members of the Board of Directors may also call special meetings of the Board of Directors upon written request to the President. The purpose of such a meeting shall be stated in the request. A special meeting shall be called within ten (10) days after receipt of request for a meeting. Written notice of special meetings shall be electronically delivered to each member at least seven (7) days prior to such meetings.

D. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly. The time and place shall be fixed by the Board and thereby electronically delivered to each National Officer at least thirty (30) days before said meeting.

E. Openness. The annual meetings of the Board of Directors shall be open to all regular members of the *National Society of Black Physicists* as observers, except during periods when the President declares an Executive Closed Session. An Executive Closed Session shall not be scheduled for more than fifty percent (50%) of a meeting.

F. Quorum. At any duly called annual, special, or regular meeting of the Board of Directors, the presence of a majority of the members of the Board shall constitute a quorum.

G. Voting. Each member of the Board of Directors shall be entitled to one (1) vote on each matter submitted to a vote. Voting on all matters shall be by voice vote or by show of hands unless one-half (1/2) of the members voting shall demand a ballot vote on a particular matter.

H. Informal Action. An action which may be taken at a meeting of the Board of Directors may be taken without a formal meeting if a consent in writing, setting forth the action so taken, shall be signed by at least two-thirds (2/3) of the members of the Board of Directors. Such action shall be filed with the minutes in the minute books of the *National Society of Black Physicists*.

I. Conduct of Meetings. All meetings of the Board of Directors shall be presided over by the President except that in the absence of the President, the Past-President (or President Elect) shall preside. In the absence of both, the President and the Past-President or (President Elect), the Board members may decide who is to preside by a simple majority vote of those members present. The Administrative Executive Officer, or in her/his absence, any person designated by the presiding Board member shall act as Secretary.

J. Waiver of Notice. Attendance by a Director at either a regular or special meeting shall constitute a Waiver of Notice of such meeting except where a Director attends a meeting and expressly states that he/she objects to the transaction of any business because the meeting was not called in accordance with the provisions thereof.

K. Conference Telephone/Videoconference/Internet Meetings. Any one or more members of the Board of Directors may participate in a meeting of the Board by means of a conference Telephone/Videoconference/Internet call or similar communications device that allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in person at such meeting.

L. Removal. A member of the Board of Directors or an Officer who misses three (3) consecutive meetings, without good cause, shall automatically be removed from office.

ARTICLE II. Officers and Elections

Section 1. Officer Election, Terms of Office and Transition

Election of the *National Officers* of the *National Society of Black Physicists*, as provided in the Constitution, shall be conducted at Annual Meetings by a plurality of votes properly cast to two-year terms of office. However, the member elected President-Elect shall serve a one-year term in

that office. In the next year that member shall become President and serve a two-year term. The election of a new President-Elect shall occur after the President serves one year in that office. After completion of a two-year term the President shall become Past-President, and serve a one-year term in that office. To be clear, a member running for President-Elect is volunteering for a 4 year commitment. The terms of office shall always begin at the close of business of the Annual Meeting at which the officer is elected, or when appointed by the President or Board of Directors as provided in the Constitution. Outgoing officers shall transition their respective officers at such time, or no later than two (2) weeks after a new person has been elected or appointed. The election procedures shall include a statement of interest (in person or electronic) from each candidate, a CV, a photo, delivered either in person, electronically, or through a spokesperson. Ideally, a statement of support from at least one member would be included. Online elections are acceptable. All election votes must be received by the Administrative Executive Officer prior to the stated end of the Election, typically, the end of the Annual Meeting.

Section 2. Duties of the President

The President is the Chief Executive Officer of the Society. The President shall preside at all meetings of the Board of Directors and business sessions of the National Society at which his or her attendance is possible. The President shall perform such other functions as may be provided in the Constitution or By-laws and shall have the duty of delivering an address before the National Society at an appropriate Annual Meeting during his or her term of office or within a year thereafter.

Section 3. Duties of the President-Elect and Past-President

The President-Elect shall act in place of the President if the President is unable to perform his or her duties. The President-Elect shall perform such other functions as may be provided in the Constitution or By-laws or as may be deemed desirable by the President. In years when there is a Past-President instead of a President-Elect the duties specified in this section shall apply to that office.

Section 4. Duties of the Treasurer

The Treasurer shall be responsible for guarding and conducting the financial and business affairs of the Society. The Treasurer shall prepare a budget of income and expenses each year and shall submit it to the Board of Directors. Approval of the budget by the Board of Directors shall authorize the Treasurer to disburse and invest the funds of the National Society in accordance with the budget. The Treasurer shall develop and manage a program of member services for the Society. The Treasurer shall give the Society a bond in the amount required by the Board of Directors, at the expense of the Society, with sureties satisfactory to the Board, for the faithful performance of the duties office and for delivery, upon demand by the Board, of all books,

papers, vouchers, records, money, and other property of whatever kind belonging to the Society that have been in the custody of the Treasurer. The Treasurer shall submit to the Board of Directors an annual report on the financial condition of the Society, and shall perform such other duties as deemed desirable by the President, or as may be provided in the Constitution and By-Laws.

Section 5. Duties of the Administrative Executive Officer

The Administrative Executive Officer shall maintain the official legal documents of the Society. The Administrative Executive Officer shall maintain a record of the proceedings of the organization; prepare an agenda and the minutes of meetings of the Board of Directors; monitor announcements to notify members of the times and places of meetings; receive and transmit the correspondence of the Board of Directors; monitor the activities of the Standing Committees; and maintain the nomination records for new Members, Awardees, and Fellows of the Society. The Administrative Executive Officer shall perform other duties as deemed desirable by the President or as may be provided in the Constitution and By-Laws.

Section 6. Duties of the Technical Executive Officer

The Technical Executive Officer shall serve as principal advisor to the Board of Directors on technical affairs; monitor the progress of physics both in the United States and abroad; maintain a profile of technical resources available through members of the Society; advise the Society on technical speakers for meetings and programs; and notify members of programs which may be of special interest to Black physicists, The Technical Executive Officer shall perform other duties as deemed desirable by the President, or as may be provided in the Constitution and By-Laws. The Technical Executive Officer shall maintain the website and other social media assets, or shall oversee the maintenance thereof

Article III. Membership

Section 1. Dues

The Board of Directors shall determine membership dues for all membership levels. A motion to change the dues shall be passed by a simple majority of the Board of Directors at two successive meetings of the Board of Directors. A life membership may be obtained through payment of a dues amount determined by the Board of Directors.

Section 2. Effective Dates of Membership

For each member, the membership will be valid for one year from the date of payment.

Section 3. Unpaid Dues

The Administrative Executive Officer shall send a notice to all members whose dues have not been paid within three (3) months of the expiration date. If no response is received, the Administrative Executive Officer shall remove the former member's name from the active membership list. A member who has been dropped for nonpayment of dues may be reinstated through application to the Administrative Executive Officer and payment of the current year's dues.

Section 4. Student Members

A student may enjoy the privileges of associate member status in the *National Society of Black Physicists* as long as the individual is certified as an enrolled student in a science program. The Board of Directors shall determine the dues and privileges of student members.

Section 5. Post-Doc/Early-Career Members

Post-Doc/Early-Career Members may enjoy the privileges of regular member status in the *National Society of Black Physicists* as long as the individual is certified as having a Ph.D. 5degree in a science program. The Board of Directors shall determine the dues and privileges of Post-Doc/Early-Career members.

Section 6. Retired/Disabled Members

A member who has retired from gainful employment or who retires due to a disability and who has been a member of the *National Society of Black Physicists* not less than five (5) years may, upon request to the Administrative Executive Officer, be placed upon a Retired Member List and exempted from the payment of regular dues. The privileges of Retired/Disabled Members shall be determined by Board of Directors.

Section 7. Honorary Members

An honorary member as appointed by the Board of Directors is exempted from the payment of regular dues. The privileges of Honorary Members shall be determined by Board of Directors.

Section 8. Chapters

- A. Any group of five (5) or more persons meeting the requirements of regular or associate (student) membership of the National Society of Black Physicists and who are active members may file a Petition for Chapter Formation with the National Society of Black Physicists.
- B. The chapter shall serve as the primary program vehicle for its members. All programs must be in accordance with the mission and objectives of the National Society of Black Physicists.
- C. All chapters shall have a chapter constitution to be filed as official documents of the National Society of Black Physicists. Any amendments to the chapter constitution must be sent to the Board of Directors of within 1 month of their approval by the chapter.
- D. All chapters must register annually with the National Society to be officially recognized as a chartered chapter.
- E. All chapters must submit an Annual Activities Report to the National Society of Black Physicists.
- F. The Board of Directors retains the right to suspend or dissolve any chapter after due process as determined by the Board of Directors.

Section 9. Disciplinary Actions

Members conduct impacts the image of the organization. Conduct unbecoming of a NSBP member shall consist of, but is not limited to, the following types of unacceptable behaviors: research misconduct or scientific fraud; harassment, discrimination, impersonation or retaliation against an officer or member of the society acting in an official capacity; use of abusive or obscene language with an officer or member of the society acting in an official capacity; use of violence or threat of violence against an officer or member of the society acting in an official capacity. An Officer or Member may be expelled, suspended, or removed after due process as provided herein if they are found to have engaged in unacceptable behavior.

- A. Notice of proposed expulsion, sanction or removal shall be given to the Board of Directors and the Officer or Member concerned in writing by registered mail at least thirty (30) calendar days prior to the conduct of the Disciplinary Action Meeting.
- B. Any officer or member initiating a Disciplinary Action Meeting shall be permitted to make a presentation verbally or in writing on his or her behalf and/or to select an advocate and witnesses, but may not vote on the action under consideration.
- C. Any officer or member who is the object of a Disciplinary Action Meeting shall be permitted to make a presentation verbally or in writing on his or her behalf and/or to select an advocate and witnesses, but may not vote on the action under consideration.
- D. Expulsion, sanction or removal requires an affirmative vote of no less than two-thirds (2/3) majority of the Board of Directors and/or no less than two-thirds (2/3) majority of the membership at a meeting with that vote on the agenda. The Presiding Officer at the meeting shall require a secret ballot vote for any proposed disciplinary action.

Article IV. Committee Duties and Responsibilities

Section 1. Executive

The Executive Committee shall consist of the Board of Directors plus those members appointed by the President to advise and assist the Board of Directors in its functions and duties, and to help plan and execute the public policy agenda of the Society.

Section 2. Audit, Budget and Finance

The Audit, Budget and Finance Committee shall review the audits and budgets of the Society. The committee shall advise the Board of Directors on the stewardship of Society financial assets and the conduct of Society business affairs. The committee shall assist with the development of member services.

Section 3. Communications

The Communications Committee shall advise the Board of Directors on the content, design, and production of the various Society communications, including the Newsletter of the National Society of Black Physicists, the Proceedings of the Annual Meeting, the website, brochures, posters, journals, exhibits and all social media platforms.

Section 4. Awards and Fellowship Committee

The Awards and Fellowship shall review candidates for the various awards and prizes approved by the Board of Directors, and recommend winners of such awards and prizes to the Board of Directors. All prizes awarded by the *National Society of Black Physicists* or its Chapters, shall be approved by the Board of Directors. The Awards and Fellowship Committee shall also be responsible for evaluating and making recommendations to the Board of Directors for conferring the status of Fellow of the National Society of Black Physicists upon a member. The Awards and Fellowship Committee may be assigned other tasks by the President or the Board of Directors.

Section 5. Nomination and Screening Committee

The Nomination and Screening Committee of five (5) members and two (2) alternates shall be appointed annually from the regular membership but not including more than two (2) members of the Board of Directors to prepare a slate of nominees for National Officers of the Society. The Committee shall establish appropriate procedures and-provisions for conducting any national election in accordance with this Constitution and its By-laws, and in consultation with the Board of Directors.

Section 6. Meetings and Program Committee

The Meetings and Program Committee shall plan and implement the scientific and educational program of the Annual Meeting, and will serve as the editorial committee of the Proceedings of the Annual Meeting. The Committee will organize a local organizing committee that will help with the planning and implementation of the program, as well as arranging the local logistics of the Conference. The Committee will also survey funding and research opportunities for the Society.

ARTICLE V. Annual Society Conferences

Section 1. Date and Place of Annual Meeting

Proposals to host the Annual Meeting of the Society shall be presented to the Board of Directors for review. Proposals to host the Annual Meeting should be presented, in a format stated by the Board, at least 2 years in advance of the proposed date of the meeting. The Board will place the most promising proposals upon the agenda of the Annual Meeting. The final decision to approve or reject proposals to host the Annual Meeting shall rest with the Members.

Section 2. Commemorative and Memorial Meetings

A proposal to hold a commemorative meeting or a memorial meeting at a session of the Annual Meeting or in addition to the regular meetings shall be submitted to the Board of Directors for approval.

ARTICLE VI. Finances and Administration

Section 1. Bank Accounts and Financial Documents

The financial resources of the *National Society of Black Physicists* shall be deposited in the name of the Society in financial institutions, banks, trust companies, and other repositories designated by the Treasurer and through approval of the Board of Directors. Financial documents, checks, certificate, and other financial notes shall be signed or endorsed on behalf of the Society by the Treasurer through approval of the Board of Directors.

Section 2. Securities

Securities for investment owned by the *National Society of Black Physicists* or held in trust by the Society shall be deposited in the name of the Society with the financial institutions

designated as custodians by the Treasurer through approval of the Board of Directors. For large accounts as determined by the Board of Directors, the Treasurer and the President shall give the Society bond in the amount required by the Board of Directors at the expense of the *National Society of Black Physicists* for the performance of the duties of their offices and for delivery of all records, funds, and other financial property belonging to the Society or property in custody of the Society upon demand by the Board of Directors.

Section 3. Grants and Proposals

A member or Chapter of the Society seeking grants-in-aid or contracts for the support of proposals concerning activities of the *National Society of Black Physicists* shall submit such proposals to the Administrative Executive Officer who shall transmit them to the Board of Directors for review prior to submitting them to the prospective source of funds. The President with the advice of the Board of Directors must approve these proposals.

Section 4. Audits

The Board of Directors shall have the finances of the Society audited by a certified professional using regularly accepted methods at least every other year, and submit the results of this audit to the Members at an Annual Meeting of the Society.

Section 5. Bonds.

The Board of Directors shall by resolution, or as required elsewhere in these By-laws, require any or all National Officers, agents and employees of the Society to give bond to the Society, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

Section 6. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Society, and such authority may be general or confined to specific instances.

Section 7. Loans.

No loans shall be contracted on behalf of the Society and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 8. Checks and Drafts.

All checks, drafts or other orders for the payment of money issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 9. Deposits.

All funds of the Society not otherwise employed or invested shall be deposited from time to time to the credit of the Society in such depositories as the Board of Directors shall direct.

Section 10. Insurance

The Treasurer in consultation with the Board of Directors shall assure that the Society is continuously covered by Directors' and Officers' Liability Insurance and other types of liability insurance. The Society shall be the owner and beneficiary of all such insurance policies.

Article VII. General Administration

Section 1. General Provisions

A. Seal. The official seal of the Society shall be approved by the Membership by 2/3 vote. Changes in the seal shall be placed on the agenda at an Annual Meeting of the Society only after having been reviewed by the Communications Committee and the Board of Directors.

B. Waiver of Notice. Whenever any notice is required to be given to any member or Director under the provisions of the Constitution and By-laws of the Society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

C. Parliamentary Procedures. The proceedings of the Society's meetings shall be governed and conducted according to the latest edition of Robert's Rules of Order Revised.

D. Budget. Within sixty (60) days, prior to the beginning of each fiscal year, the Treasurer in conjunction with the Board President shall compile a budget of estimated expenses for the year and submit such budget for Board approval.

E. Conflict of Interest. The *National Society of Black Physicists* is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section

501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its Members, National Officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II of the Constitution. No substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Society shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code) or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

F. Dissolution. Upon the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

G. Voting and Election Procedures. Votes on questions before the Membership and the election of National Officers shall follow the procedures guaranteed by the Constitution and stated in these By-Laws. Votes and Elections will normally be tallied amongst those Members eligible to vote and present at the *annual business meeting*. A quorum of Members must consist of at least one-half (1/2) of the Regular Members registered as attendees at the Annual Meeting. The Board of Directors must approve procedures allowing absentee ballots and proxy voting no later than six (6) months prior to the annual business meeting at which the vote or election is to be conducted. No ballot or proxy shall be valid unless submitted in the format and by such time approved by the Board of Directors, or as provided in these By-Laws.

Article VIII. Publications and Journals

Section 1. Newsletter

Each active member of the Society is entitled to receive without charge the *Newsletter of the National Society of Black Physicists*. Other journals published by the Society shall be made available to members at a cost to be determined by the Board of Directors with advice from the Administrative Executive Officer.

Section 2. Proceedings of a Meeting

The costs of publishing the proceedings of each meeting shall be monitored by the Treasurer and shall be met in a manner approved by the Board of Directors. The proceedings of each Annual Meeting shall be made available to the membership upon payment of a fee to be set by the Board of Directors to cover this service.

Section 3. Journals and Monographs

Journals and monographs published by the *National Society of Black Physicists* shall be made available to the members at subscription rates or fees determined by the Board of Directors. The Board of Directors may make arrangements to provide for the membership journals or papers published by other organizations.

Section 4. Proceedings of a Chapter Meeting

The cost of publishing the proceedings of a Chapter meeting or a commemorative meeting shall be charged in full to the Chapter or committee sponsoring the meeting or conference. Assistance in meeting these costs may be proposed to the Board of Directors through the President.

Section 5. Website and Social Media

The costs for maintaining the website and the social media platforms (Linked-In, Twitter, Facebook, etc) shall be monitored by the Treasurer and shall be met in a manner approved by the Board of Directors.

ARTICLE IX. Retirement Policy

A *National Officer* of the *National Society of Black Physicists* cannot be required to retire solely on the basis of age.

ARTICLE X. Establishment and Amendment

The By-laws may be established or amended by an affirmative vote of a simple majority of the Board of Directors present at a regularly scheduled meeting. A new By-law or an amendment may be introduced for consideration by: (1) recommendation from a member of the Board of Directors; (2) acceptance for consideration by an affirmative vote of a simple majority of the members present at a regularly scheduled meeting; or (3) receipt by the President of a petition signed by at least 10 active members. The text of the adopted amendment and the date of its adoption by the Board of Directors shall be published in the Newsletter and on the website.