

**BYLAWS**  
**OF THE**  
**SOCIETY FOR PERSONALITY ASSESSMENT (SPA)**

(formed under the Virginia Nonstock Corporation Act)

ARTICLE I  
*SPA and Purpose*

Section 1.01. SPA. The corporate name of this organization (hereinafter referred to as the “Corporation”) is the Society for Personality Assessment.

Section 1.02. Purpose. As set forth in its Articles of Incorporation, the Society is dedicated to the advancement of the science and practice of personality assessment, and psychological assessment generally, for the betterment of society by promoting research, education, training, and public advocacy. Through programing and cooperative arrangements with other scientific and professional societies, the Society serves as the resource on personality assessment for professionals and the public and fosters best practice standards.

ARTICLE II  
*Offices*

Section 2.01. Location. The principal office of the Corporation shall be located, within or without the Commonwealth of Virginia, at such place as the Board of Directors of the Corporation (the “Board”) shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board may designate. The Corporation shall continuously maintain within the Commonwealth of Virginia a registered office at such place as may be designated by the Board.

ARTICLE III  
*Membership*

Section 3.01. General Terms of Membership. Except as may otherwise be provided by law, the Articles of Incorporation of the Corporation or these Bylaws, the number, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions governing the withdrawal, suspension, and expulsion of members shall be determined by the Board of Directors. Except as may otherwise be required by law, the Articles of Incorporation of the Corporation or these Bylaws, any right of members to vote and any right, title, or interest in or to the Association, its properties, and its franchises, shall cease and divest upon termination of membership, except that the liability of a member for sums due to the Association shall survive such termination unless otherwise expressly provided by the Board of Directors. Membership is available only to those who are supportive of the Society’s mission.

Section 3.02. Membership Eligibility. Membership is composed of persons whose work and interests include the research and practice of personality and its assessment, specifically, and psychological assessment broadly, whose qualifications meet those set by the Board of Directors.

Membership is limited to those who pay applicable dues established by the Board of Directors, and who meet the criteria for one of the following classes of membership.

Section 3.03. Regular Membership. Regular membership is limited to qualified individuals who meet the criteria for one of the following classes of regular membership:

- Professional, Persons who hold a terminal (doctor's or master's) degree in psychology, medicine, or related field; whose work and interests lie primarily in the study, assessment, or treatment of human behavior and its disorders, and who are recognized by virtue of professional training, experience, or membership in professional associations, and qualified psychologists, psychiatrists, or research workers in these fields.
  - Fellow and/or Life Membership status may be additionally conferred upon this class under terms the Board of Directors determines.
- Early Career, Persons who hold a terminal graduate degree in psychology, medicine, or related field in their early years of post-graduate experience. The term early years is defined as a resolution of the Board of Directors.
- Graduate Student, Persons enrolled in a regionally accredited educational institution in psychology, medicine, or a related field.

Professional, Early Career, and Graduate Student Members shall have voting rights, as set forth herein.

Section 3.04. Undergraduate Student Members. Undergraduate Student Members are those persons enrolled in a regionally accredited educational institution, majoring in psychology or a related field. They do not have voting rights.

Section 3.05. Other Membership Classes. The Board of Directors may establish other non-voting classes of members, who are ineligible to serve as Directors or officers.

Section 3.06. Resignation. A member may resign by filing a written resignation. Resignation does not relieve a member from liability for the full annual dues or other obligations accrued and unpaid as of the date of resignation.

Section 3.07. Expulsion. A member is automatically expelled without action of the Board of Directors for failure to pay applicable dues or failure to meet the eligibility requirements for membership. A member may be expelled by upon a two-thirds vote of either the Board of Directors or its Executive Committee, with the Board in its discretion identifying which body shall make the determination, for other reasons if the member is provided with advance written notice including the reason for the proposed expulsion, an opportunity to contest the proposed expulsion in writing or in person before the Board of Directors or the Executive Committee, within six months of the effective date of the expulsion, and final written notice of the Board's decision.

#### ARTICLE IV *Board of Directors*

Section 4.01. Authority of the Board of Directors. The governing body is the Board of Directors,

which has authority and is responsible for governance of SPA. The Board establishes policy and monitors implementation of policy by SPA's staff under the direction of the Executive Director & CEO.

Section 4.02. Composition of the Board. The Board of Directors consists of individuals elected directly to the Board, and individuals elected as Officers, with the latter holding responsibilities as Board members and in their respective officer capacities. To that end, the Board of Directors consists of:

- a. The Elected Officers, namely the President of the Board, the President-Elect, the Immediate Past President, the Treasurer, and the Secretary;
- b. Six elected Directors-at-Large;
- c. The SPAGS President, serving as a voting member.

The Executive Director & CEO, the JPA Editor-in-Chief, and the chair of the Diversity and Social Justice Committee serve as ex officio non-voting members of the Board of Directors. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Section 4.03. Election and Term of Directors. The President-Elect, Treasurer, Secretary and Directors-at-Large is elected by the Regular members and the SPAGS President is elected by the Graduate Students Members of SPA. Directors-at-Large have three-year terms, designed to have staggered expiration dates, and until their successors are elected and installed. No Director-at-Large may serve more than two successive full or partial terms. However, a Director may remain on the Board subsequent to serving two terms for as long as the Director is serving as an Officer. Ex officio Directors have no limit on terms. The start date of terms shall be established by Resolution of the Board of Directors and announced prior to any nominations or election.

Section 4.04. Nominations. Nominations for the President-Elect, Treasurer, Secretary and Directors-at-Large board positions open to election are slated by the Leadership Development Committee and approved by the Board of Directors. Policy and procedures documents may include a timeline and method for members to express opinions and suggestions of candidates to the Leadership Development Committee. The slate presented to the membership is intended to be inclusive and representative of the entire membership, taking into consideration demographics such as Early-Career status, social demographics, and nature of employment (e.g. practitioner, academic).

Section 4.05. Vacancies. A vacancy occurring on the Board as a result of the death, resignation, retirement, incapacity, disqualification or removal of a director shall be filled by and elected by the Board based on nominations by the Leadership Development Committee. A director filling a vacancy shall serve for the unexpired term of their predecessor in office and until their successor is elected and installed.

Section 4.06. Removal of Directors. In accordance with Virginia law, Directors elected by members may only be removed from the Board by a vote of the members, with or without cause. Directors elected by the Board to fill a vacancy may be removed with or without cause but only if two-thirds of the Directors in office vote for such removal.

Section 4.07. Resignations. A director may resign at any time by delivering written notice to the Board, the President, or the Secretary. Such resignation shall take effect when such notice is delivered, unless the notice specifies a later effective date.

Section 4.08. Quorum of Directors and Action by the Board. Unless a greater proportion is

required by law or by the Articles of Incorporation or these Bylaws, a majority of the number of directors then in office shall constitute a quorum for the transaction of business. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the vote of a majority of the directors present at a meeting at which a quorum is present shall constitute the action of the Board.

Section 4.09. Meetings of the Board. Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by the President or five directors.

Regular and special meetings of the Board may be held at such places, within or without of the Commonwealth of Virginia, as the Board may determine. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any one or more members of the Board may participate in a regular or special meeting of the Board or of a committee thereof by means of conference telephone or similar means of communications equipment by means of which all persons participating in the meeting may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.10. No Compensation for Service as Directors. Corporation shall not pay compensation to directors for services rendered in that capacity, but directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board.

Section 4.11. Evaluation of Performance of the Board. The intent is for the Board to periodically evaluate its overall and individual performance in accordance with a process approved by the Board of Directors.

Section 4.12. Notice of Meetings. (a) Notice of regular meetings of the Board shall be given at least 60 days in advance. Notice of special meetings of the Board shall be given at least fifteen days in advance.

(b) A director may waive notice of a Board meeting by delivering a written waiver to the Secretary of the Corporation, which shall be filed with the minutes of proceedings of the Board. A director's attendance at or participation in a meeting waives any required notice to him or her of such meeting, unless at the beginning of such meeting or promptly upon his or her arrival, such director objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

(c) Unless otherwise required by law or by these Bylaws, a notice need not specify the business to be transacted at, or the purpose of, any meeting of the Board; provided, however, if such notice does specify the business to be transacted at, or the purpose of, a meeting of the Board, such notice shall not limit the actions the Board may take at such meeting.

Section 4.13. Action by Directors in Lieu of a Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of the Board or filed with the corporate records reflecting the action taken.

Any action taken under this section shall be effective when the last director signs the consent, unless the consent specifies a different effective date, in which event the action taken shall be effective as of the date specified therein, provided, the consent states the date of execution by each director. Such consent shall have the same force and effect as a unanimous vote.

## ARTICLE V *Officers*

Section 5.01 Officers. The authorized officers of the corporation shall be a President, President-Elect, Immediate Past President, Secretary, and Treasurer.

Section 5.02. Election, Term of Office, and Removal. Officers are elected by the Regular members. The terms of the President-Elect, President, and Immediate Past President shall be two years in each position. The Secretary and Treasurer shall have terms of three years and may be elected to two consecutive terms. Although the Secretary and Treasurer may not run for a third term, they may run for an alternate office. All officers shall assume office as all other board members as noted in Section 4.03. Each officer shall hold office for the term for which they have been elected or appointed and until their successor has been elected and installed. The Board may remove any officer at any time, with or without cause. Removal of an officer shall be without prejudice to their contract rights, if any.

Section 5.03. Vacancies. A vacancy in any office may be filled by election by the Board of a Board member. An officer elected to fill a vacancy shall serve for the unexpired term of their predecessor in office and until their successor is elected and qualified.

Section 5.04. Resignation. An officer may resign at any time by delivering written notice to the Corporation. Such resignation shall take effect when such notice is delivered, unless the notice specifies a later effective date.

Section 5.05. Powers and Duties of Officers. Subject to the control of the Board, all officers shall have the following authority and duties.

- (a) President. The President is the chief elected Officer of the Corporation, presides at all meetings, and chairs the Board of Directors and the Executive Committee. The President is entitled to participate in all committees as a non-voting member. The President makes appointments to committees subject to approval by the Board, and has such other duties and powers as the Board of Directors may from time to time prescribe or authorize. The position automatically succeeds to the office of the Immediate Past President.
- (b) President-Elect. The President-Elect shall perform duties as directed by the President or Board of Directors, shall serve as Chair or as a member of various standing committees as designated elsewhere in these Bylaws or Policies and Procedures. The President-Elect, or a designee as determined by the Board, shall be responsible for the scientific program offered during the annual Convention and, in the absence of the President, perform the functions of the President. If the President position becomes vacant or upon the expiration of the President's term, the President-Elect ascends to the office of the President.

- (c) Immediate Past President. The Immediate Past President remains an Officer and Director for one term following the term as President of the Board and chairs the Leadership Development Committee.
- (d) Secretary. The Secretary shall oversee a process for the preparation and custody of the minutes of all meetings of the Board and the members, and for authenticating records of the Corporation, shall give or cause to be given notices in accordance with these Bylaws or as required by law, and, in general, shall oversee a process to ensure the performance of all duties customary to the office of Secretary or as may be determined from time to time by the Board. Such duties of the Secretary as may be specified by the Board may be delegated to the Executive Director or a designated member of the office staff.
- (e) Treasurer. The Treasurer shall oversee a process for the receipt, custody and disbursement of all funds and securities of the Association. The Treasurer shall ensure that there is a written and oral report of the financial condition of the Corporation to the Board and the general membership at the annual meeting. The Treasurer shall chair the Finance Committee. If applicable, the Treasurer shall receive the auditor's report and submit to the Board a biannual financial report, detailing monies received and expended. Such duties of the Treasurer as may be specified by the Board may be delegated to the Executive Director or a designated member of the office staff.
- (f) Executive Director & CEO. If the Board determines it prudent, it may employ an Executive Director & CEO, who is the chief employed Officer employed by the Board of Directors pursuant to an agreement. The Executive Director and CEO shall direct and execute all decisions of the Board of Directors and shall perform such other duties as the Board may prescribe or authorize from time to time. The Officers act as the Board's representatives in overseeing the Executive Director. With the exception of matters where the Executive Director & CEO's presence would cause a conflict of interest, they shall serve as an ex-officio member of all committees and task forces created by the Board. The foregoing duties must include, but not be limited to, the hiring and discharge of employees to fill such positions as the Board may authorize from time to time; the execution of contracts or other instruments on behalf of the Association as the Board may authorize; maintenance of membership records; and the signing of checks, drafts, or other orders for payment of money. The Board may, by resolution, provide that such checks, drafts, or other orders for payment above an amount as may be specified in the resolution shall require the countersignature of one or more specified officers of the Association. The Executive Director and CEO shall furnish the Board with an operating and financial report at each regular and special meeting thereof.

ARTICLE VI  
*Committees*

Section 6.01. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees and their members. Each committee shall consist of two or more Directors, which Committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Corporation, except that no such committee shall have the authority of the Board in reference to: amending, altering, or repealing the Articles of Incorporation or Bylaws; electing, appointing or removing any member of any committee or any Director or officer of the Corporation; adopting a plan of merger, dissolution, consolidation, or approving the sale, exchange, mortgage, or distribution of all or substantially all of the property and assets of the Corporation; revoking proceedings for dissolution; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed thereon by law.

Section 6.02. Executive Committee. The Board of Directors may, by resolution adopted by a majority of the whole Board, constitute an Executive Committee with such powers and responsibilities as the Board determines. The Executive Committee, if authorized, shall include the Officers of SPA (including the Executive Director & CEO, as an ex officio, non-voting Officer). Any action duly taken by the Executive Committee within the course and scope of its authority shall be binding upon the Corporation and be reported periodically to the Board. The Board of Directors by the vote of a majority of its members, may abolish the Executive Committee at any time, and during the course of the committee's existence, the membership thereof may be increased and the authority and duties of the Committee changed as the Board of Directors deems appropriate.

Section 6.03. Members; Standing Committees. The President of the Board of SPA appoints, with the approval of the Board of Directors, members of the committees. The Standing (or permanent) Committees shall be established and assigned specific responsibilities by the Board<sup>1</sup>. Members of the Committee responsible for nominations are not eligible to be nominated as Directors-at-Large or as elected officers. Standing Committees may include non-board members but must be chaired by a Board of Director member.

Section 6.04. Committees; Authority. Ad hoc committees not having and exercising the authority of the Board may be designated and appointed by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. The resolution must include specifications of its membership, charge, and a specific budget authorization, where applicable. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed upon them by law.

Section 6.05. Task Forces; Authority. Task forces not having and exercising the authority of the Board may be designated and appointed by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Task forces immediately dissolve after one year unless renewed by the Board. The resolution must include specifications of its membership, charge, and a specific budget

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<sup>1</sup> The Standing Committees currently are the Conference Committee, Diversity and Social Justice Committee, Finance Committee, Leadership Development Committee, Membership Committee, and Publications Oversight Committee.

authorization, where applicable. The designation and appointment of any such task force and the delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed upon them by law.

## ARTICLE VII *Meetings of Members*

Section 7.01. Annual Meeting. There shall be an Annual Business Meeting of members, generally held during the Annual Convention, or at another time or place as the Board of Directors determines. While any member may attend the Annual Business Meeting, only Regular Members have voting rights.

Section 7.02. Special Meetings. Special meetings of the members shall be called by the President or Executive Committee or upon the majority vote of the Board of Directors or upon written petition delivered to the Secretary signed by not less than one quarter of the members entitled to vote at such meeting. Only business within the purposes described in the meeting notice may be conducted at a special members' meeting.

Section 7.03. Notice. Written notice stating the place, date, and hour of any meeting of members shall be delivered, either electronically or by regular mail, to each member entitled to vote at such meeting, not less than 10 days or more than 60 days before the date of such meeting, by or at the direction of the Secretary. In the case of a special meeting, or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. Inclusion of a notice of meeting in a newsletter, electronic communication, or other publication addressed and communicated in a timely manner to each member shall constitute notice under this Section.

Section 7.04. Quorum. For meeting and voting purposes, a quorum shall consist of those Regular Members then in good standing who vote in person, vote by proxy, or vote by ballot. However, with respect to proposed revisions to the Articles of Incorporation, the Bylaws, and for any extraordinary corporate action such as mergers, a quorum shall be at least 75 people or 10% of the voting membership, whichever is smaller, and shall include in such circumstances members in good standing who vote in person, vote by proxy, or vote by ballot.

Section 7.05. Proxies. At any meeting of the members, a Regular Member entitled to vote may do so by proxy executed in writing. Proxies may confer general voting rights, or they may be limited to prescribed action on a particular issue. Designation of proxies to be exercised at the Annual Business Meeting shall be in writing and received by the Executive Director no later than the start of the Annual Business Meeting. Proxies shall be Regular Members who shall cast not more than one proxy each.

Section 7.06. Manner of Acting. A majority of the votes cast by Regular Members on a matter where a quorum is present shall be necessary for the adoption of the matter, unless a greater proportion is required by law or these Bylaws. The presiding individual at any meeting may appoint a parliamentarian to advise the presiding individual on parliamentary matters.

Section 7.07. Balloting the Members. Action by Ballot. Any action that may be taken at any meeting of Regular Members may be taken without a meeting if the Association distributes to every voting member a ballot setting forth:



1. for the election of candidates, the names of each candidate with an opportunity to vote for, or withhold a vote for, each candidate for election; and/or,
2. for the approval of other matters, a description of each proposed action with an opportunity to vote for or against each action; such action is considered approved if the votes in favor of the matter at least equal the votes that would have been required to approve the matter under these Bylaws if the voting had occurred at an in-person membership meeting; and,
3. for each type of ballot set forth, (a) the number or percentage of responses needed to meet the quorum requirements; (b) the number or percentage of approvals necessary to approve each matter other than for election of directors; and (c) the time by which ballots must be received in order to be counted.

## ARTICLE VIII *Miscellaneous*

Section 8.01. Fiscal Year. The fiscal year of the Corporation shall be established by resolution of the Board of Directors.

Section 8.02. Corporate Seal. The corporate seal shall be circular in form, shall have the SPA of the Corporation inscribed thereon and shall contain the words “Corporate Seal” and “Virginia” and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board.

Section 8.03. Books and Records to be Kept. The Corporation shall keep at its office correct and complete books and records of account, the activities and transactions of the Corporation, the minutes of the proceedings of the Board and the current list of directors and officers of the Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 8.04. Agents. The Board may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person’s contract rights, if any, and the appointment of such person shall not of itself create any contract rights.

Section 8.05. Amendments. Amendments to the Bylaws must first be proposed, which can be done in either of the following ways:

- a. By two-thirds vote of the Regular Members eligible to vote; or,
- b. By resolution of the Board of Directors.

Proposed amendments are processed as follows:

- a. An appropriate communication shall be distributed to the Membership setting forth the proposed amendments.
- b. The Amendments shall be deemed adopted if approved by two-thirds of a quorum of the Regular Members who vote in person, by proxy, or by ballots returned within thirty (30) days of postal or electronic mailing.
- c. Amendments shall be effective when and as adopted unless otherwise specified in the proposal.

Section 7.05. Indemnification and Insurance. The Corporation may indemnify any director, any former director, any person who while a director of the Corporation may have served at its request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether for profit or not for profit to the extent permitted under Virginia law.