

**BY-LAWS OF THE
SOCIETY OF SENSORY PROFESSIONALS**

Article I – Name

Section 1. Name

The name of this organization shall be the SOCIETY OF SENSORY PROFESSIONALS. Hereinafter, this shall be referred to as "SSP." The date of the initial SSP adoption was March 27, 2008.

Article II – Mission & Scope

Section 1. Mission

The mission of SSP shall be to advance the science and education of sensory evaluation, including consumer research, and the role/work of sensory professionals, for the purpose of sharing knowledge, exchanging ideas, mentoring and educating its members.

Section 2. Scope

The scope: To advance the field of sensory evaluation, including consumer research, by:

- a. Creating forums for sharing research that advances the scientific basis of the field.
- b. Provide mentoring in the field through a variety of forums.
- c. Providing training courses and educational seminars.
- d. Linking with existing organizations that serve the sensory and consumer research community
- e. Promoting professional conduct and ethical standards.

Article III – Membership

There shall be three (3) categories of membership: (1) Professional, (2) Student and (3) Retired member. A membership period shall be 12 consecutive months. The designation of each class and the privileges of the members of each class shall be determined by the Executive Committee and are defined as follows:

Section 1. Classes of Members

- a. Professional membership in the SSP is open to any person who is interested in any aspect of sensory or consumer research.
- b. Student membership is open to any person who is matriculating in a post-secondary educational institution as a full-time student and must be enrolled as a student during the year of their membership.
- c. Retired membership is open to anyone who has completely retired from the industry and is no longer working in an industry position such as a consultant.

Section 2. Privileges

- a. Professional members shall enjoy the privileges of the SSP as defined by the Executive Committee in the Manual of Operations. These rights include, but are not limited to, the right to vote and the right to hold any elective office.
- b. Student members shall enjoy the privileges of the SSP as defined by the Executive Committee in the Manual of Operations but are not eligible to hold any elective office.

- c. Retired members shall enjoy the privileges of professional membership except hold an elective office.
- d. Non-members will not be allowed to vote in SSP elections or business meetings.

Section 3. Dues

- a. The amount of dues, fees, and assessments payable by each member of the Society shall be determined by a quorum vote of the Officers. The voting Officers shall establish the dues structure for the next year before or at the same time it approves the annual budget.
- b. Dues for student members shall be set lower than for non-student members.

Section 4. Resignation

Any member may resign SSP membership by notifying headquarters. Membership dues are not refundable with resignation of membership.

Section 5. Termination

Membership may be terminated for nonpayment of dues and may be reinstated upon payment. Each member who is in arrears for thirty or more days will be automatically removed and will cease receiving any benefits of membership. A person may re-apply for membership by following all standard application guidelines.

Article IV – Officers and Executive Committee

Section 1. Officers and Executive Committee

- a. The Officers and the Executive Committee members must all be members of the Society of Sensory Professionals.
- b. The Society Chair will also chair the Executive Committee.
- c. The Executive Committee of the SSP shall be the governing board of the SSP. Elected Officers shall include: Chair, Chair-elect, Secretary, Treasurer, Strategic Planning and Nominations Chair, three Members-at-Large, and the immediate Past Chair. The Executive Committee shall be responsible for administering and executing the activities of the SSP within the framework of the policies established by these by-laws. The Executive Committee shall appoint committee chairs as set out in the Manual of Operations. Other than voting members noted above, any appointed and automatically designated members as noted below shall have all other rights and responsibilities accorded members of the Executive Committee.
- d. The Communications Chair, Wiki Editor, Scientific Committee Chair, Professional Development Chair, three (3) Counselors, Editor-in-Chief of the Journal of Sensory studies, current ASTM International Committee E-18 on Sensory Evaluation Chair and two (2) Student Representatives may serve as non-voting members on the Executive Committee.

Section 2. Eligibility

No individual member may hold more than one elected position at a time.

Section 3. Terms of Office and Executive Committee

The terms of all Officers are designated within the Manual of Operations. Appointed Executive Committee members shall not serve more than two (2) consecutive terms. However, in cases where continuity or a specific technical skill is important, the elected Officers may override this limit with a 2/3 majority.

Section 4. Roles and Duties

- a. Executive Committee. The Executive Committee shall establish the policies and develop the activities necessary to meet the mission and scope of the SSP.
- b. Chair. The Chair shall preside at all meetings of the Society, of the Officers, and of the Executive Committee.
- c. Chair-elect. The Chair-elect shall, in the absence of the Chair or in the event of his or her inability or refusal to act, perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair.
- d. Treasurer. The Treasurer shall be the custodian of all funds and assets of the Society.
- e. Secretary. The Secretary shall manage a record of the proceedings of the Society.
- f. Strategic Planning and Nominations Chair. The Strategic Planning and Nominations Chair shall lead the development of the strategic plan of the Society and manage officer nominations.
- g. Members-at-Large. The Members-at-Large shall assist in the Executive Committee as requested and can serve as appointed chairs of committees.
- h. Immediate Past Chair. The immediate Past Chair shall serve as the Conference Chair.

Section 5. Vacancies/Resignation

In the event that an Officer or other Executive Committee member is unable to fulfill his/her responsibility, the Executive Committee will appoint a temporary officer to fulfill that position until the next scheduled election. An officer may resign at any time by giving written notice to the Executive Committee, the Chair, or the Executive Vice President. Any such resignation shall take effect at the time specified therein and, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Non-performance

The SSP Executive Committee may ask an Officer or committee member to resign if that person is not properly or adequately conducting the duties of the position including excessive non-attendance at Executive Committee meetings. A two-thirds (2/3) vote of the Officers is required to follow through on a charge of non-performance. The Officers shall then fill any vacancies created by these actions.

Section 7. Limitation of Liability and Indemnification

Every Officer of the Society shall be indemnified by the Society against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him/her in connection with any proceeding to which he/she may be made a party or in which he/she may become involved, by reason of his/her being or having been an Officer, committee member, or employee of the Society, or any settlement thereof, whether or not he/she is a Director, Officer, committee member, or employee at the time such expenses are incurred, except in such cases wherein the Director, Officer, committee member, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Officer may be entitled.

Section 8. Compensation

There will be no compensation for any Officer, Director, or Trustee. There will be no payment for vehicles, meals, lodging, or travel. No bonuses will be given. The exception to this will be the travel expenses for the elected Officers only to no more than one planning meeting in non-conference years as outlined in the Manual of Operation and approved by the Executive Committee. When a meeting of the Executive Committee needs to be held at a meal time and is accompanied by a meal, reasonable meal expenses may be paid for by the Society.

Article V – Management

Section 1. Management of the Society

As required by State law, the Society shall be managed by the Executive Committee.

Section 2. Assets and Loans

The assets of the Society shall be at all times subject to the direction, management, and control of the Officers, subject, however, to such exceptions, qualifications, and limitations as may be provided in these by-laws.

Section 3. Budget

A proposed budget of the Society for the ensuing year shall be prepared by the Treasurer, submitted for review to and approved with any modification if needed by the Executive Committee. The Officers have fiduciary responsibilities of the Society.

Section 4. Fiscal Year

The fiscal year of the Society shall extend from January 1st to December 31st inclusive. In years when revenue exceeds \$750,000 an independent audit of the Society's accounts shall be made.

Section 5. Conflicts of Interest

To ensure that the SSP's tax-exempt status is protected, when the SSP organization or its committees or meetings or Officers are making decisions or rulings or contemplating entering into transactions or arrangements on behalf of the SSP that might benefit the private interest of any Officer, Director, Trustee, Committee Member, etc., of the SSP or could potentially result in a possible excess benefit transaction, then the SSP conflict of interest policy must apply.

Article VI – Standing Committees

Section 1. Nominating Committee

The Nominating Committee shall develop and present the slate of candidates for all elected positions in accordance with the regulations in these by-laws and as described in the Manual of Operations.

Section 2. Strategic Planning Committee

The Strategic Planning Committee shall be responsible for proposing to the Executive Committee recommended long term goals consistent with the vision and purpose of the society. Upon the Executive Committees request they may also be responsible for executing the long term goals.

Section 3. Finance Committee

The Executive Committee shall appoint a Finance Committee. The Finance Committee shall review and approve the Annual Financial Report and the records of the Treasurer.

Section 4. Other Committees

The Officers may establish other committees as needed to conduct the activities of the SSP.

Article VII – Meetings

Section 1. SSP Meetings

- a. The Officers shall schedule a general meeting of the SSP at the bi-annual SSP conference. The Officers may call special meetings of the general society, as needed, upon written notice to the members at least ten (10) days prior to the meeting.
- b. A quorum to conduct business at a general society meeting shall be twenty-five (25) percent of the membership.

Section 2. Officer Meetings

- a. The Officers shall schedule regular meetings of the Officers no less than four (4) times per year. The Chair shall determine, in advance, the time and place for each meeting, which may include telephone or electronic conferencing.
- b. A quorum of the Officers shall be not less than fifty percent (50%) of the voting members, of which either the Chair, the Chair-elect or immediate Past Chair must be present. Withdrawal of members from the meeting shall not cause failure of a quorum at that meeting.

Article VIII – Dissolution

Section 1. Dissolution by Membership

The membership of the SSP may initiate a vote to dissolve the SSP at any time. A two-thirds (2/3) majority members voting in a ballot of the SSP is required for dissolution.

Section 2. Fiscal Responsibility

In the event of voluntary dissolution of the SSP, and after the discharge of all of its debts and obligations, any remaining funds and property of the SSP shall be conveyed to another 501 (c) (3) educational, scientific or charitable organization(s) as the SSP Officers may determine. Said conveyance shall be made within sixty (60) days after the SSP's debts and obligations have been discharged.

Section 3. Eligibility

Any organization, to which the remaining funds and property of the SECTION are to be conveyed must be exempt under the provisions of Section 501(c)(3) [or 501(c)(6)] of the Internal Revenue Code of 1954, as amended, or under any successors to the Sections of the Code, as they may be in effect at the time of conveyance.

Article IX – Amendments

Section 1. Proposals

Amendments to these By-Laws or Certificate of Incorporation may be proposed either by action of the SSP Officers or by petition of five (5) members to the Secretary.

Section 2. Procedures

The Secretary shall announce all proposed amendments at a meeting of the SSP. Copies of the amendments along with ballots shall be distributed to the members, with any explanations pro or con that the Officers deem necessary.

Section 3. Adoption

A two-thirds (2/3) or more vote by the members who vote on a proposed amendment shall be necessary for approval.

Article X – Manual of Operations

Section 1. Authority

The Executive Committee shall make or amend Manual of Operations, not in conflict with the by-laws, as may be necessary for the proper governance of the Society. Such Manual of Operations shall become operative when adopted by a two-thirds majority of the Executive Committee.

Section 2. Amendment Procedure

Proposals for amendment of the Manual of Operations may be initiated by:

- a. A member of the Executive Committee, or
- b. A motion brought forth from a Committee
- c. A petition signed by not less than 25 voting members of the Society.

Section 3. Notice of Amendments

Proposals for amendment of the Manual of Operations shall be submitted in writing not less than four weeks in advance of an Executive Committee meeting to each of the members of the Executive Committee and to the Executive Officer. Society members may obtain a copy of the Manual of Operations by contacting the headquarters office of the Management Company or by visiting the website.