

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

Article I - Name, Headquarters

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.

Section 2. Headquarters

The headquarters of the SSP is currently located at 10860 Kenwood Road, Cincinnati, OH 45242.

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

Section 1. Classes of Members

- a. Membership in the SSP is open to any person who is interested in any aspect of sensory or consumer research.
- b. Any person who is matriculating in a post-secondary educational institution as a full-time student qualifies for student membership.

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Section 2. Privileges

- a. All members shall enjoy the privileges of the SSP such as: Reduced Conference fees, access to online conference presentations, and members-only website area.
- b. Student members are not eligible to hold the offices of Chair, Chair-elect, Treasurer or Conference Chair.
- c. Non-Members will be allowed to attend SSP Conferences for a higher fee than members. Non-Members will not be allowed to vote in SSP elections or business meetings.

Section 3. Dues

- a. The 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.
- c. Membership renewal dues will be collected annually.

Section 4. Resignation

Any member may resign SSP membership by writing the Secretary. 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.

Article IV – Officers and Executive Committee

Section 1. Officers and Executive Committee

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 appoint a Communications Chair, Conference Chair, Website Administrator, Wiki Editor, Scientific Committee Chair, Professional Development Chair, three (3) counselors and two (2) Student Representatives who will serve as non-voting members on the Executive Committee. The editor-in-chief of the Journal of Sensory Studies and the current ASTM International Committee E-18 on Sensory Evaluation Chair also shall be non-voting members of the executive committee. Other than voting, the appointed and automatically designated members shall have all other rights and responsibilities accorded members of the executive committee. 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. 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.

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Section 2. Eligibility

No individual may hold more than one elected or appointed position at a time, except for the Conference chair or Website Administrator.

Section 3. Terms of Office and executive committee members

- a. The terms of Officers shall be two (2) years beginning July 1 in odd-numbered years.
- b. The Chair, Chair-elect, and Members-at-Large may not serve consecutive terms.
- c. The Secretary, Treasurer, and Strategic Planning and Nominations Chair, shall be limited to two (2) consecutive terms.
- d. In general, 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.
- e. Student representatives shall serve staggered two (2) year terms, one (1) representative beginning in even numbered years and one (1) representative beginning in odd numbered years.

Section 4. Duties

- a. The Executive Committee shall:
 - 1) Establish the policies and develop the activities necessary to meet the mission and scope of the SSP; and
 - 2) Develop and approve an annual budget based on its planned program of activities. A budget and membership dues structure for the following year shall be determined by Sept. 30 of the preceding year.
 - 3) Attend conference calls and semi-annual planning sessions
- b. The Chair shall be the Chief Officer of the SSP. The Chair shall:
 - 1) Preside at all general and officer meetings of the SSP;
 - 2) Appoint, with the approval of the Executive Committee, all committees, designate the Chair of each, and fill any vacancies occurring therein;
 - 3) Sign vouchers for SSP expenses and transmit them to the Treasurer for payment; and
 - 4) Perform other duties which are associated with the office of Chair as assigned in these by-laws or by the SSP Officers.
- c. The Chair-elect shall:
 - 1) Be responsible for global outreach and international activities of the society;
 - 2) Perform such other duties as the Chair may delegate;
 - 3) Perform the duties of the Chair in the event of the Chair's absence; and
 - 4) Fill the unexpired term of Chair in the event of the Chair's resignation or death.

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d. The Secretary shall:

- 1) Keep a record of the proceedings of all general and officer meetings;
- 2) Cross Reference current agenda with previous minutes for continuity of topics discussed.
- 3) Keep committee reports on file electronically;
- 4) Conduct the assigned correspondence of the SSP;
- 5) Distribute invitations for executive committee meetings

e. The Treasurer shall:

- 1) Have charge of all funds of the SSP which shall be deposited in an account(s) approved by the Officers. Transfer monies to an interest bearing account when the balance in the regular account is in excess of operational needs;
- 2) Collect all monies due the SSP including membership dues and monies collected at SSP meetings or conferences;
- 3) Make all disbursements as approved by the SSP Officers. Copies of all bills and receipts for disbursements should be maintained by the Treasurer;
- 4) Submit a report of all financial transactions and the financial condition of the SSP to the Officers at each meeting of the Officers;
- 5) Obtain a fidelity bond, the cost of which shall be borne by the SSP, when required by the Officers;
- 6) Prepare an Annual Financial Report and turn it and the records over to the Auditing Committee upon completion of the fiscal year;
- 7) Ensure that the proper paperwork has been completed, including bank resolutions and signature cards, when new Officers take office;
- 8) Annually file Form 990 with the Internal Revenue Service within five and one-half (5 1/2) months after the end of the SSP's fiscal year end. If the SSP's annual income is less than \$25,000 Form 990 should still be filed; however, only the first paragraph needs to be completed;
- 9) File the required Annual State Not-for-Profit reports as applicable; and
- 10) Ensure that sufficient funds be carried forward each year as operating funds for the new fiscal year.

f. The Strategic Planning and Nominations Chair shall:

- 1) Chair a strategic planning committee to provide guidance for future activities of the SSP; and
- 2) Form and chair a Nominating Committee comprised of this officer, the immediate past chair and at least two (2) additional members. If the immediate past chair is not available to serve, a third additional member shall be chosen.

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- g. The Officers-at-Large shall:
 - 1) Assist in global outreach and promote membership;
 - 2) Elect from among themselves the Chair of the Membership Committee
 - 3) Serve on the Conference Committee or others committees; and
 - 4) Perform other duties as requested by the Chair.

- h. The Communications Chair shall:
 - 1) Appoint a communications committee with input from the executive committee.
 - 2) Provide programs that foster contact with members and communicate with new members;
 - 3) Provide communications about SSP programs, social events and the conference; and
 - 4) Handle all media affairs for the SSP.

- i. The Conference Chair shall:
 - 1) Establish and chair a planning committee to organize the conference program of presentations, symposia, workshops and social events in consultation with the Scientific Committee Chair, the Professional Development Chair, and the Executive Committee.
 - 2) Propose a conference budget and provide updates for the conference costs as determined.

- j. The Website Administrator shall:
 - 1) Maintain and improve the SSP website; and
 - 2) Appoint assistants, as needed, to carry out the duties necessary to maintain and improve the website.

- k. The Wiki Editor shall:
 - 1) Appoint an editorial board with input of the executive committee and work with that editorial board to develop and update science-based information on the SSP Wiki on topics in sensory analysis and its broadly related areas.

- l. The Scientific Committee Chair shall:
 - 1) Establish and chair the scientific committee which shall have responsibility for the scientific program at SSP conferences and shall provide advice and guidance for workshops, symposia, or other technical events sponsored or jointly sponsored by SSP in consultation with the Conference Chair and Executive committee.

- m. The Professional Development Chair shall
 - 1) Establish and chair the professional development committee, which has responsibility for the content and execution, in consultation with the Conference Chair and Executive committee, of the professional development program offered at SSP conferences or at other venues.

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- 2) Provide advice and guidance for professional development workshops, symposia, or other events sponsored or jointly sponsored by SSP.
- n. The Student Representatives:
- 1) Provide a student perspective for the SSP executive committee;
 - 2) Bring issues of importance to student members to the committee; and
 - 3) {Plan activities to promote student involvement and interests, including a meeting of student members at the SSP bi-annual conference.
- o. The Counselors shall:
- 1) Have served on the executive committee prior to being selected as Counselors, ideally as a society chair, strategic planning chair, conference planning chair, scientific chair, or as a founding member of the society;
 - 2) Serve as advisors to key committees;
 - 2) Maintain a historical link and perspective for planning;
 - 3) Serve as Liaisons to external entities;
 - 4) Attend conference calls and semi-annual planning sessions

Section 5. 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 6. Limitation of Liability

No SSP officer or Executive Committee member shall be liable for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of their position in the society except as dictated by law.

Section 7. 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. 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 – 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.

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Section 2. Auditing

The executive committee shall appoint an auditor or auditing Committee. The Auditor or auditing Committee shall review and certify the correctness of the Annual Financial Report and the records of the Treasurer within thirty (30) days of the end of the fiscal year. Any errors, corrections, or deviations not correctable by action with the Treasurer shall immediately be brought to the attention of the Officers for disposition and action.

Section 3. Membership

The Membership Committee shall not have less than three (3) members, excluding the Chair elected from the Officers-at-Large and shall develop and execute, or supervise the execution of, promotional plans to build the membership of the SSP.

Section 4. Other Committees

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

Article VI – Sponsorships & Fundraising

Section 1. Founding Sponsorships

- a. Organizational sponsorships will be available to assist with the founding of the SSP. The benefits include:
 - 1) perpetual listing and link on website as founding sponsor
 - 2) space on back cover of the conference program
 - 3) badge ribbon indicating level of sponsorship at 1st conference for each attending organization employee
 - 4) recognition at gala and opening ceremony
 - 5) organization name on conference banner
 - 6) certificate of appreciation
 - 7) altruistic sense of launching the society
- b. **Individual sponsorships will be available to assist with the founding of the SSP.** The benefits include:
 - 1) perpetual listing and link on website as founding sponsor
 - 2) badge ribbon indicating level of sponsorship at 1st conference
 - 3) certificate of appreciation

Section 2. Conference Sponsorships

Conference sponsorships will be available to support this important SSP activity. The benefits include:

- a. one full conference registration
- b. organization logo on all printed registration materials
- c. one promo item or a piece of literature in the attendance packet
- d. advertisement in conference program book

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- e. badge ribbon indicating level of sponsorship at conference for each attending organization employee
- f. verbal recognition
- g. organization name on signage throughout conference
- h. certificate of appreciation

Section 3. Fundraising

- a. Occasionally fundraising and solicitations may take place to subsidize SSP activities and programs.
- b. Individual donations will be accepted on the SSP website.
- c. Organizational donations will be accepted on the SSP website.
- d. All donations are voluntary and at will. No recognition is guaranteed but may be provided by vote of the executive committee.

Article VII - Nominations and Elections

Section 1. Nominations

- a. The Nominating Committee shall convene to prepare a slate of candidates (preferably two per position) for each office to be filled. The Nominating Committee shall determine the eligibility of each candidate from the Secretary and shall determine the willingness of the candidate to serve if elected.
- b. Prior to the election, the Nominating Committee shall report the proposed slate of candidates to the Officers for approval prior to presenting the slate to the SSP membership.
- c. The Nominating Committee shall report its slate of candidates to the membership prior to the election.
- d. Additional candidates may be nominated by petition over the signatures of six (6) Members, provided:
 - 1) the petitioners have determined the candidate's eligibility from the Secretary,
 - 2) the petitioners have determined the candidate's willingness to serve if elected, and
 - 3) the petition is received by the Secretary not later than seven (7) days prior to the election.

Section 2. Election

The election will be held bi-annually beginning in 2009. The election ballot usually will close approximately June 1 during each election cycle.

Article VIII - 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

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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.
- c. Roberts Rules of Order (current version) shall govern the SSP general meetings in all cases.

Section 2. Officer Meetings

- a. The Officers shall schedule regular meetings of the Officers no less than three (3) 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 or the Chair-elect must be present. Withdrawal of members from the meeting shall not cause failure of a quorum at that meeting.
- c. Roberts Rules of Order (current version) shall govern the officer meetings in all cases.

Section 3. 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 (see Appendix A) must apply.

Article IX - Dissolution

Section 1. By Membership

The membership of the SSP may initiate a vote to dissolve the SSP at any time. A two-thirds ($2/3^{\text{rds}}$) 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.

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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 X - 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 voting on a proposed amendment shall be necessary for approval.

Officer Signature

Officer Signature

SSP Title

SSP Title