



**BY-LAWS OF THE  
SOCIETY OF SENSORY PROFESSIONALS**  
*Amended and approved on August 23, 2017*  
*Proposed changes November 2021*

**Article I – 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**

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.

**Article III – Membership**

There shall be two (2) categories of membership: (1) Professional and (2) Student 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 matriculated in a post-secondary educational institution as a full-time student and is enrolled as a student during the year of their membership.

**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 elected office.
- b. Student 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. Student members are not eligible to hold any elected office.
- c. Non-Members are not 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 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 professional members.

### Section 4. Resignation and Termination

- a. Any member may resign SSP membership by notifying the headquarters of the SSP. Membership dues are not refundable with resignation of membership.
- b. Membership may be terminated for nonpayment of dues and may be reinstated upon payment. Each member who is in arrears will be automatically removed and will cease receiving any benefits of membership. A person may re-apply for membership by following the standard application procedures.

## Article IV – Governance

### Section 1. Executive Committee

- a. The Executive Committee shall establish the policies and develop the activities necessary to meet the mission and scope of the SSP.
- b. The officers and the appointed Executive Committee members must all be members of SSP. No individual member may hold more than one elected position at a time.
- c. The Executive Committee of the SSP shall be the governing board of the SSP. Elected SSP officers shall include: Chair, Chair-elect, Treasurer, [Internal Communications Chair](#)~~Secretary~~, 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.
- d. The Chair shall appoint committee chairs and other Executive Committee members who shall serve as non-voting members of the Executive Committee.
- e. The terms of all officers and appointed Executive Committee members are designated within the Manual of Operations.

### Section 2. Roles and Duties

- a. Chair. The Chair shall preside at all meetings of the Society, of the officers, and of the Executive Committee. The Chair shall charge all committees and task forces and appoint their respective chairs except where otherwise provided in the by-laws.
- b. 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.
- c. Treasurer. The Treasurer shall be the custodian of all funds and assets of the Society. The Treasurer shall serve as Chair of the Finance Committee.
- d. [Internal Communications Chair](#) ~~Secretary~~. The [Internal Communications Chair](#) ~~Secretary~~ shall manage [communications within the SSP membership. a record of the proceedings of the Society.](#)
- e. 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. The Strategic Planning and Nominations Chair shall serve as Chair of the Strategic Planning Committee and of the Nominations Committee.
- f. Members-at-Large. The Members-at-Large may serve as [chairs of Professional Development, Global Outreach and Scientific committees](#)~~chairs of committees as requested.~~
- ~~g.~~ Immediate Past Chair. [The Immediate Past Chair will assist the Chair and Chair-Elect in carrying out the duties of office. This may include committee membership and/or other special projects as identified by the Chair. The Immediate Past Chair shall serve as the next Conference Chair.](#)

### Section 3. Vacancies/Resignation

In the event that an officer or other Executive Committee member is unable to fulfill their responsibility, the Executive Committee will appoint a temporary officer to fill 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 SSP Headquarters. 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 4. 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. In the event of such an action, the Executive Committee will appoint a temporary officer to fill that position until the next scheduled election.

### Section 5. 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 they may be made a party or in which they may become involved, by reason of their being or having been an officer, committee member, or employee of the Society, or any settlement thereof, whether or not they are 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 their 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 6. 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 Operations and approved by the Executive Committee. When a meeting of the Executive Committee is 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 presented by the Treasurer, submitted for review to the Executive Committee and approved with any modification by the officers. The officers hold fiduciary responsibilities for 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 – Committees

### ~~Section 1. Nominations Committee~~

~~The Nominations 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 12. Strategic Planning and Nominations Committee

The Strategic Planning and Nominations (SPAN) 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. In addition, SPAN shall be responsible for proposing to the Executive Committee recommended Long Term Goals consistent with the vision and purpose of the Society. Upon Executive Committee request, they may also be responsible for executing the long term goals.

### Section 23. Finance Committee

The Finance Committee shall review the annual budget, the quarterly statements, annual financial report, and investment statements and policies.

### Section 34. Other Committees and Task Forces

The SSP Chair may establish other committees and task forces 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 biennial 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. Executive Committee Meetings

- a. The SSP Chair shall schedule Executive Committee meetings no less than four (4) times per year.
- b. For voting at Executive Committee meetings, a quorum of not less than fifty percent (50%) of the officers is required, of which the Chair, the Chair-elect or immediate Past Chair must be present. A simple majority is required for a motion to pass.

## **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 SSP 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 at least twenty-five (25) members to the Secretary Executive Committee.

### **Section 2. Procedures**

The Internal Communications Chair Secretary shall announce all proposed amendments to the SSP members not less than four weeks prior to a vote of the SSP members. The voting can happen either at a scheduled meeting or electronically. 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 the 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 (2/3) majority of the officers.

### **Section 2. Amendment Procedures**

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, or
- c. A petition signed by not less than twenty-five (25) voting members of the Society

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 Vice President.