



Version II, approved on November 16, 2022

**BYLAWS**  
**Auditory Perception & Cognition Society (APCS),**  
A Kansas Not-For-Profit Corporation

**ARTICLE I NAME**

- 1.1 The name of the corporation shall be Auditory Perception & Cognition Society (APCS) ("Corporation").

**ARTICLE 2 OFFICES**

- 2.1 **Principal Office.** The principal office of the Corporation shall be located at:  
Washburn University  
Henderson Learning & Resource Center Room 211D  
1700 SW College Avenue Topeka, KS 66621-1117
- 2.2 **Other Offices.** The Corporation may have such other offices, either within or outside the state of Kansas, as the Board of Directors may determine from time to time.

**ARTICLE 3 PURPOSE**

- 3.1 The **Corporation** is organized exclusively for educational, literary, and scientific purposes in accordance with Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, including, but not limited to creating an academic journal that includes writings on topics related to the Corporation.

**ARTICLE 4 MISSION STATEMENT**

- 4.1 The Auditory Perception, Cognition & Action Research Foundation seeks to foster activities that will bring together researchers from around the world and from various theoretical perspectives to discuss research on auditory cognition, perception, and aurally guided action. Primary activities will include: (1) support and grow Auditory Perception, Cognition, and Action Meeting and (2) support for the Auditory Perception and Cognition journal.

**ARTICLE 5 DIRECTORS**

- 5.1 **Management.** The Board of Directors ("Board") shall manage the affairs of the Corporation except as otherwise provided in these Bylaws. The Board shall decide any inconsistencies or ambiguities in the Bylaws. The Board's duties include but are not limited to: Take care of the Auditory Perception, Cognition & Action Research Foundation by ensuring prudent use of all assets and provide oversight for all **activities** that advance the Corporation's effectiveness and sustainability, make decisions in the best interest of the Corporation, ensure



that the Corporation obeys applicable laws and acts in accordance with ethical practices, and that the Corporation adheres to its stated purpose and that it advances its mission.

- 5.2 **Qualifications.** Directorships shall not be denied to any person on the basis of race, creed, sex, religion or national origin.
- 5.3 **Board.** The Board shall consist of 8 Directors. The Chairperson, Treasurer, Secretary, and 2 at-large members, who shall simultaneously serve as the Executive Committee, the Editor and Co-Editor, who shall simultaneously be members of the Editorial Board, and the Chairperson of the Meeting Organizing Committee, who shall simultaneously serve as the head of the Meeting Organizing Committee. The Editor, Co-Editor, and Chairperson of the Meeting Organizing Committee shall be ex-officio, non-voting Directors.
- 5.4 **Term and Election.** Directors shall serve the terms detailed in the appropriate Articles of these Bylaws. The terms of the Executive Committee and Chairperson of the Meeting Organizing Committee are detailed in Article 8. The terms of the Editorial Board Directors are detailed in Article 9.
- 5.5 **Meetings of the Board of Directors.**
- (a) **Regular Meetings.** The Board shall meet yearly and at any **other** time upon notice given by any 2 members of the Board. Meetings, including online meetings, shall be at such dates, times, and places as the Board shall determine. The Board shall transact business only at regular or special meetings at which the majority of voting Directors sufficient to constitute a quorum is present.
  - (b) **Annual Meeting.** Annual meeting of the Directors shall take place in November and the Board shall elect the appropriate amount of Officers as provided in Paragraph 5.3.
  - (c) **Special Meeting. Special** meetings of the Board of Directors may be called by any two Directors. These meetings can be either online or in person. Unless the Articles of Incorporation otherwise provides, special meetings must be preceded by at least 2 weeks' written notice of the date, time, place and purpose of such meeting. Such notice shall comply with the requirements of Paragraph 5.6(d) of these Bylaws.
  - (d) **Notice.** The Secretary shall provide written notice of regular, annual or special meetings to each Director not less than ten (10) calendar days before the day that such meeting is to be held.
  - (e) **Procedure.** Except as otherwise agreed by the Board in attendance and in accordance with democratic process, meetings shall be conducted according to parliamentary rules as prescribed in Robert's Rule of Order.
  - (f) **Quorum.** The presence in person of a majority of the voting Directors shall constitute a quorum for the transaction of business unless the Articles of Incorporation or these Bylaws require a greater number. The vote of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless these Bylaws require a vote of a greater number.



# AUDITORY PERCEPTION & COGNITION SOCIETY

- (g) **Electronic voting** will be held until all board members respond. If not all members respond within a week, a second reminder will be sent, and the vote will be closed within two weeks, considering those who didn't vote as absent from the vote.
  - (h) **Physical Presence Not Required.** A Director not physically present at a meeting will be considered present in person if the director's means of communication allow for verification of the Director's identity and provides a reasonable opportunity to participate in the meeting, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and to vote on matters submitted for a vote. The Corporation will maintain a record of all votes or other actions by Directors not physically present at the meeting.
  - (i) **Exceptions to Notice Requirements.** Any meeting may be called without giving 10 days notice if the Directors consent in writing to waive the 10 day notice requirement. Such writing(s) must:
    - 1 describe the subject matter of the meeting;
    - 2 be signed by consenting member(s);
    - 3 be signed by the number of members required to take action by vote at a meeting where all members were present; and
    - 4 be delivered to the Corporation's:
      - 4.1 registered office in this state,
      - 4.2 principal place of business, or
      - 4.3 Officer or agent having custody of the book in which proceedings of meetings of members are recorded.Notice of such a waiver request must occur no less than 48 hours prior to the meeting except in cases of emergency.
  - (j) **Exceptions to Meeting Requirements.** The Board, without a meeting, may take any action authorized by the Articles of Incorporation, including electronic voting, if the members of the Board consent in writing. Such writing(s) must:
    - 1 describe the action to be taken;
    - 2 be signed by consenting member(s);
    - 3 be signed by the number of members required to take action by vote at a meeting where all members were present; and
    - 4 be delivered to the Corporation's:
      - 4.1 registered office in this state,
      - 4.2 principal place of business, or
      - 4.3 Officer or agent having custody of the book in which proceedings of meetings of members are recorded.
- 5.6 **Resignation.** A Director may resign at any time by delivering written notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date, and vacancies will be deemed to exist as of such date.
- 5.7 **Removal.** Any Director may be removed from the Board by an affirmative majority vote of all of the remaining Directors present at an official meeting of the Board. Notice of the proposed removal will be given to the Board with the



notice of the meeting. The director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

- 5.8 **Absences.** A Director may be removed from the Board for excess absences if he or she has 2 unexcused absences from Board meetings in a year.
- 5.9 **Termination.** Any Director may be removed for other reasons, at the discretion of the Board. The matter of removal may be acted upon provided that notice of intention to consider the removal has been given to each Director and to the Director affected.
- 5.10 **Vacancies.** By a majority vote of the remaining Directors, the Board shall have the power to fill any vacancy on the Board of any office or position of the Corporation, or members of a committee, regardless of whether such vacancy is an elected or appointed office or position. Any such appointee to the vacancy shall serve the unexpired term. Unexcused absences of any 2 consecutive Board meetings, as determined by a majority of the Board, shall be grounds for declaring the Board member's position vacant.
- 5.11 **Self-Dealing.** No Director shall use confidential information gained by reason of being a member of the Board of Directors for personal gain to the detriment of the Corporation.

## ARTICLE 6 MEMBERS

- 6.1 **Members.** The Corporation shall have due-paying general Members ("Members").
- 6.2 **Board as Members.** The Board shall be Members of the Corporation. The Board shall have the authority to establish and define criteria for membership outside the Board.
- 6.3 **Application.** Application for voting membership shall be open to anyone that supports the purpose statement in Article 3. The membership application shall consist of: contact information, institutional affiliation, level of education, and other information the Board determines is necessary. Membership is granted after completion and receipt of the membership application and payment of annual dues.
- 6.4 **Dues.** The amount required for annual dues shall be \$30 each year, unless changed by a majority vote of the Board of Directors. Continued membership is contingent upon being up-to-date on membership dues.
- 6.5 **Voting.** Each Member shall be eligible to cast one vote in elections of Executive Committee members.



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6.6 **Resignation.** Any Member may resign by not paying dues within 2 weeks following the due date. Resignation shall not relieve a Member of unpaid dues, or other charges previously accrued. No refund of dues will be given to Members. A Member can have their membership terminated for cause by a majority vote of the Board.

## 6.7 **Meetings of Members.**

- (a) **Annual meetings.** An annual meeting of the Members shall take place in the month of November, the specific date, time and location of which will be designated by the Chairperson of the Meeting Organizing Committee and accepted by the Board. At the annual meeting, during the Board election year, the Members shall elect various Directors. At all annual meetings Members shall receive reports on the activities of the Corporation, and determine the direction of the Corporation for the commyear.
- (b) **Special Meetings.** Special meetings may be called by the Board. A petition signed by 25 percent of Members may also call a special meeting.
- (c) **Notice.** Notice of each meeting shall be given to each Member, by email, not less than two weeks prior to the meeting.
- (d) **Quorum.** The Members present at any properly announced meeting shall constitute a quorum.
- (e) **Voting.** All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Voting can occur in person, electronically, or by proxy.

## ARTICLE 7 OFFICERS

- 7.1 **Officers.** The Officers shall be Chairperson, Secretary and Treasurer, and shall hold office until his or her successor has been duly elected and qualifies.
- 7.2 **Duties of Officers.** All Officers shall perform the duties usually performed by such Officers and set forth in these Bylaws.
- 7.3 **Election.** The Members shall nominate and elect Members to serve as Officers of the Corporation. Voting shall be done at annual meetings or using electronic voting.
- 7.4 **Positions.** The Officers shall be:
  - (a) Chairperson
  - (b) Secretary
  - (c) Treasurer
- 7.5 **Simultaneous Positions.** Directors shall simultaneously be elected and serve as the Officers. Officers may not simultaneously serve in more than one Officer position.
- 7.6 **Term.** The Officers shall serve a term of 4 years. Any term served as an Officer must be during the Officer's term as a Director. An Officer may serve no more than 2 consecutive full terms, not including partial terms due to a succession.



- 7.7 **Chairperson's Duties.** The Chairperson shall preside at all meetings of the Corporation and Board, shall be the chief operating Officer of the Corporation and shall have general supervision over all active management of the business and affairs of the Corporation. The Chairperson shall have the general powers and duties of supervision and management usually vested in the office of the president of a Corporation and shall perform such other duties as the Board of Directors may from time to time prescribe. The Chairperson's role includes managing the Board's business and acting as its facilitator and guide. Also the Chairperson is tasked with overseeing Board and executive committee meetings, ensuring the effectiveness of the Board and overseeing fundraising, budget and growth issues for APCAM. The Chairperson will have the opportunity to cast a vote but must cast a vote in the event of a tie.
- 7.8 **Secretary's Duties.** Duties include but are not limited to: Attend all Board meetings, ensure the safety and accuracy of all Board records, record and review Board minutes, assume responsibilities of the Chairperson in their absence, provide notice of meetings of the Board and/or of a committee when such notice is required, and communicate electronically with the general membership about issues of interest to the Corporation.
- 7.9 **Treasurer's Duties.** Duties include but are not limited to: Attend all Board meetings, maintain knowledge of the Corporation and personal commitment to its goals and objectives, understand financial accounting for nonprofit organizations, manage the Board's review of and action related to the Board's financial responsibilities, work with the Chairperson to ensure that appropriate financial reports are made available to the Board on a timely basis, present the annual budget to the Board for approval, review the annual audit, and answer Board members' questions about the audit.
- 7.10 **Books and Accounts.** The book and accounts kept by the Treasurer shall at all times be subject to examination by the Board or by any committee appointed for that purpose.
- 7.11 **Additional Powers and Duties.** Any Officer of the Corporation, in addition to the powers conferred upon him or her by the Bylaws shall have additional powers and perform additional duties as may be prescribed by the Board.
- 7.12 **Vacancy.** Any vacancy in an office from any cause may be filled for the unexpired portion of the term by the Board of Directors.
- 7.13 **Resignation and Removal.** An Officer may resign at any time by delivering notice to the Corporation. Such resignation is effective when such notice is delivered unless such notice specifies a later effective date. An Officer's resignation does not affect the Corporation's contract rights, if any, with the Officer. The Board of Directors may remove any Officer at any time with or without cause, but such removal shall not prejudice contract rights, if any, of the person so removed.



- 7.14 **Delegation.** In case of the absence or disability of any Officer of the Corporation or of any person authorized to act in such Officer's place, the Board may delegate the powers and duties of such Officer to any Officer, or any Director, or any other person whom it may select, during such period of absence or disability.

## ARTICLE 8 COMMITTEES

- 8.1 **Committees.** The Board of Directors may, by majority vote, designate one or more committees, each committee to consist of two or more of the Directors of the Corporation and may include other members, which, to the extent provided in such resolution or resolutions, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation.
- 8.2 **Finance Committee.** The Board of Directors may appoint a Finance Committee, to be chaired by the Treasurer and whose duties shall be specified by the Board.
- 8.3 **Audit Committee.** The Board of Directors may appoint an Audit Committee, whose members may be outside of the Board, but no member of the Audit Committee shall serve on the Finance Committee in the same year. The Board shall adopt a policy that specifies the duties of the Audit Committee.
- 8.4 **Executive Committee.**
- (a) **Members.** The Executive Committee shall consist of 5 members: the Chairperson, Secretary, Treasurer, and 2 at-large members. The Executive Committee shall also be the voting members of the Board of Directors. The Board of Directors may change the number of Executive Committee members by amendment of these Bylaws, provided that the number shall be at least 3, be an odd number, and that no decrease shall have the effect of decreasing the term of any incumbent member.
  - (b) **Election and Term.** Initially, the Chairperson, Secretary and Treasurer shall be elected to a 4 year term and the 2 at-large members will be elected to a 2 year term. After that, elections will be held every 2 years, with Executive Committee members being elected on a staggered basis.
  - (c) **At-Large Members.** At-large members of the Executive Committee shall be nominated and elected by the Members on the staggered basis detailed above.
- 8.5 **Meeting Organizing Committee.**
- (a) **Chairperson.** The Meeting Organizing Committee ("APCAM Committee") shall be under the direction of a Chairperson ("APCAM Chairperson"). The APCAM Chairperson shall be nominated and elected by the Members.
  - (b) **Members.** The APCAM Committee shall have other volunteer members, one of whom shall be chosen by the APCAM Chairperson to be the APCAM Co-Chairperson.
  - (c) **Duties.** The APCAM Committee shall plan the annual Member meeting and



solicit presenters for the meeting. The APCAM Chairperson shall coordinate with the Psychonomic Society to plan the annual meeting as an affiliate meeting.

- 8.6 **Ad Hoc Committee.** The Board of Directors may, by majority vote, designate one or more Ad Hoc committees, each committee to consist of at least two of the Directors or Officers of the Corporation and other interested parties as is determined necessary by the Board to fulfill the purposes for which the Ad Hoc committee is established.

#### **ARTICLE 9 EDITORIAL BOARD**

- 9.1 **Editorial Board.** The Editorial Board shall have between 20 and 30 members, including the Editor and Co-Editor. The remaining members of the Editorial Board shall be Action Editors. Action Editors shall be experts in fields relevant to the Corporation and will work with manuscript reviewers.
- 9.2 **Term.** The Editorial Board shall have 5 year terms.
- 9.3 **Election.** The Action Editors shall be nominated and elected by the Members. The Editor and Co-Editor shall be chosen from amongst the Editorial Board members and are subject to approval by the Journal's publisher.
- 9.4 **Duties of Editorial Board Members.** The Editorial Board shall be in charge of producing the Auditory Perception & Cognition Journal ("APC Journal"). The Editorial Board shall work with the publisher and other relevant parties to review manuscripts and create the APC Journal.

#### **ARTICLE 10 COMPENSATION**

- 10.1 Directors shall serve without compensation.

#### **ARTICLE 11 AMENDMENTS**

- 11.1 Any Member may submit a proposed amendment. Amendments may be adopted at a Board meeting by a majority vote of Directors. The unanimous consent of Directors is required to consider an amendment.

#### **ARTICLE 12 INDEMNIFICATION**

- 12.1 **Indemnification.** Any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by the Director or Officer in connection with the defense or settlement of such action, suit,





or proceeding or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such litigation, suit, or proceeding that such Director or Officer is liable for willful negligence in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

- 12.2 **Insurance.** The Corporation may purchase and maintain insurance that protects the Director or Officer from any loss or expense associated with the Director or Officer's simple negligence or misconduct in performing corporate duties or in his or her position or role as a Director or Officer.

### ARTICLE 13 DISSOLUTION

- 13.1 **Distribution of Assets upon Dissolution.** Upon the dissolution of the Corporation, the assets of the Corporation must be distributed for one or more exempt purposes as defined in I.R.C. § 501(c)(3), or corresponding sections of any future federal tax code, or must be distributed to the federal government, or to a state or local government, for a public purpose. Any asset not distributed in the above manner must be disposed of by a court of competent jurisdiction of the county in which the principal of the Corporation is located, exclusively for such purposes or to such organizations which are organized and operated exclusively for such purposes.

### ARTICLE 14 OPERATIONS AND GENERAL PROVISIONS

- 14.1 **Fiscal Year.** The fiscal year of the Corporation shall be determined by the Board of Directors, and in the absence of such determination the fiscal year shall be the calendar year.
- 14.2 **Inspection of Books and Records.** All books and records of the Corporation shall be inspected by any Director for any purpose at any reasonable time on written demand.
- 14.3 **Execution of Documents.** Except as otherwise provided by law, checks, drafts and orders for the payment of money of the Corporation shall be approved by at least two persons who have previously been designated by a Resolution of the Board of Directors. Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by a person who has been authorized and directed to do so by the Board of Directors.
- 14.4 **Policies.** The Board of Directors shall adopt Conflict of Interest, Document Retention and Destruction and Grievance policies and may, by resolution, adopt other policies.



**I, the undersigned, certify:**

That I am the duly-elected Secretary of Auditory Perception & Cognition Society (APCS), a Kansas Non-For-Profit Corporation, and that these Bylaws were adopted by the Board on the day of November 16, 2022

*Shirley M. Heller*, Secretary  
Auditory Perception & Cognition Society (APCS)



Changes made to Version 1, approved on November 16, 2022:

1. Clause 1.1 and throughout the document: updating the name of the corporation to Auditory Perception & Cognition Society (APCS)
2. ARTICLE 5: fixing a typo
3. Clause 5.5 (a): added the option for online meetings.
4. Clause 5.5 (a): Corrected the ambiguous phrase “at least minimum number” to be more specific.
5. Clause 5.5 (i): added electronic voting.
6. Clause 7.3: added the option for electronic voting.
7. Clause 7.3 (c): shall we limit officers to two terms or two consecutive terms?
8. Clause 5.5 (c): added online meetings in the time frame of notices.
9. Clause 5.5 (g): added time frame for electronic voting
10. Clause 10.1: Remove the redacted lines from the compensation section.
11. Clause 10.1: Add the following statement: “Directors shall serve without compensation.”
12. Clause 10.3: Delete the secretary’s obligation to document the compensation (since there will not be any).
13. Clause 14.3: Change the word “signed” to “approved” as we do not physically sign checks but have electronic transactions, so this seems more appropriate.