

THE VISION SCIENCES SOCIETY, INC.

BYLAWS

Adopted January 21, 2007

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SECTION 1. NAME AND PURPOSE

The name of the society is the Vision Sciences Society (“VSS”). Its purpose is to promote progress in understanding vision by encouraging and facilitating the exchange of knowledge among visual scientists from a broad range of disciplines and approaches, including visual psychophysics, neuroscience, computational vision and cognition; and to disseminate knowledge about vision science to the general public.

SECTION 2. MEMBERSHIP

2.1 Classes of Membership. VSS shall have two classes of membership: Regular and Member-in-Training.

2.2 Regular Members. Any individual with demonstrated training or experience in vision science or a related field is eligible to be a Regular Member. An individual becomes a Regular Member upon approval of a membership application and payment of Dues and Fees for the current year.

2.3 Members-in-Training. An individual enrolled in a predoctoral or postdoctoral training program in vision science or a related field is eligible to be a Member-in-Training. Dues and Fees may be different for predoctoral and postdoctoral Members-in-Training. No one can remain a postdoctoral Member-in-Training for more than four (4) years. An individual becomes a Member-in-Training upon approval of a membership application and payment of Dues and Fees for the current year.

2.4 Duties and Privileges of Members.

Each Regular Member has the right to

- (1) vote;
- (2) hold office to which he or she is elected;
- (3) submit an abstract as first author for presentation at VSS meetings;
- (4) submit a proposal for a symposium or workshop at VSS meetings;
- (5) pay conference registration fees at a reduced Regular Member rates.

Each Member-in-Training has the right to

- (1) submit an abstract as first author for presentation at VSS meetings;
- (2) submit a proposal for a symposium or workshop at VSS meetings;
- (3) pay conference registration fees at a reduced Member-in-Training rates.

2.5 Dues, Fees and Assessments. The Board of Directors shall establish membership dues, fees and assessments for participation in VSS activities. Members who fail to pay dues and/or assessments, as may be fixed and levied in accordance with these Bylaws, within 30 days after same are due and payable, shall automatically be suspended from membership until such time as all past due obligations are met. During the suspension period, the Member shall not enjoy the privileges of VSS membership.

2.6 Resignations. Resignations from membership shall be submitted in writing to the Executive Director and shall be acted upon by the Board of Directors, provided that no resignation shall be accepted from any Member who has not paid all dues, fees and assessments accrued through the month in which the resignation is submitted.

Termination of membership for any reason does not result in the return of Dues or Fees, which are nonrefundable.

SECTION 3. BOARD OF DIRECTOR

3.1 Authority. The Board of Directors shall be responsible for managing the business and affairs of VSS, and shall have final responsibility and authority for all actions and policies. No action or policy of VSS is valid without approval by the Board of Directors or its Executive Committee.

3.2 Composition. The Board of Directors shall be composed of eight (8) elected members, each of whom must be a Regular Member of VSS, and the Immediate Past President.

3.3 Nomination and Election to the Board of Directors. Members of the Board of Directors (“Directors”) are elected to a four (4) year term, except for the Immediate Past President who shall serve until he/she is succeeded or until the expiration of his or her four (4) year term, whichever is later. Two Directors shall be elected each year from a slate of candidates selected by the Nominating Committee. Their term begins upon the next adjournment of an Annual Meeting of VSS.

For each open Director position, the Nominating Committee shall seek nominees who when added to the Board of Directors would result in broad representation of the disciplines representative of VSS members. Nominations shall be made by a petition signed by three (3) Regular Members. Any Regular Member is eligible to be nominated except current Directors and past Directors whose term ended within the last four (4) years, except that current or past Directors who filled a vacancy and served for two (2) years or less may be nominated. The Nominating Committee shall select for each position two (2) candidates who are highly respected scientists and who meet the criteria listed in this paragraph. The Nominating Committee will secure written confirmation from each candidate indicating willingness to serve if elected.

3.4 Meetings of the Board of Directors. The Board of Directors will meet annually to conduct the business and affairs of VSS, and will hold other meetings at a place and time chosen by a majority vote of the Directors or its Executive Committee. The President will serve as chair of the Board of Directors. Notice of each meeting of the Board of Directors shall be given to each Director at least fourteen (14) days prior to the meeting.

3.5 Quorum and Manner of Acting. Six members of the Board of Directors present at a Board meeting constitute a quorum for the transaction of business. In the absence of the President, the Immediate Past President acts as chair of the Board; in the absence of both the President and Immediate Past President, the President-elect acts as chair. A majority vote of the Directors present and voting at a meeting is required to adopt any action or policy of the Board, except as otherwise provided by these Bylaws. A Director who votes to abstain is considered to be present at the meeting but, for the purpose of tallying votes, a vote to abstain is not counted as a vote cast.

3.6 Written Action. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. Director consents may be submitted by electronic messaging, Fax, email or similar means. The resolution and the written consents by the Board Members shall be filed with the minutes of the proceedings of the Board.

3.7 Electronic Communication. Any Director may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other simultaneously during the conversation. Participation by such means constitutes presence in person at a meeting.

3.8 Vacancies. A vacancy on the Board of Directors, due to death, resignation, or otherwise, may be filled by an affirmative vote of a majority of the remaining Directors upon the recommendation of the President. The substitute Director serves until the expiration of the Director's term or until a successor is elected to fill the vacancy, whichever is earlier. The successor is nominated in the manner set forth in Sec. 3.3 and elected to fill the vacancy for the unexpired term that remains after the election is held.

3.9 Compensation. No Director or Officer may receive any salary or other form of compensation from VSS in his or her capacity as a Director or Officer; provided, however, any Director or Officer may receive a stipend, a per diem and/or reimbursement for expenses in the performance of VSS duties, at the discretion of the Board of Directors.

SECTION 4. OFFICERS

4.1 Officers of VSS. The officers of VSS are the President, President-elect, Immediate Past President, Treasurer and Clerk.

4.2 The President and President-elect. At each annual meeting of the Board of Directors the Directors will elect, by majority vote, one Director to serve as President-elect until the conclusion of the following year's Annual Meeting of VSS. The President-elect assists the President. The President-elect will succeed the outgoing President, without further action by the membership of VSS or the Board of Directors, immediately upon adjournment of the following year's Annual Meeting of VSS.

The President will serve for a single one-year term as President; is the chair of the Board of Directors and the Executive Committee; is one of the Officers authorized to execute on behalf of VSS all instruments authorized by the Board of Directors and sign checks, drafts and contracts of VSS; works with the Board of Directors and staff to ensure that basic VSS policies

and programs are formulated and executed; approves the results of elections of Directors; and exercises such other powers and performs such duties and responsibilities normally associated with the office of President and as may be conferred upon him or her from time to time by the Board of Directors.

4.3 The Immediate Past President. The President, immediately following his or her term of office, serves for one year as the Immediate Past President, or until a successor is available. The Immediate Past President serves on the Board of Directors and the Executive Committee, with full voting privileges. The Immediate Past President assists the President and, in the absence or disability of the President, performs the duties and responsibilities of the President. If a Director's elected term ends later than his or her term as Immediate Past President, he or she continues to serve on the Board of Directors as a Director until the end of the elected term.

4.4 The Treasurer. At each annual meeting of the Board of Directors the Directors shall elect, by majority vote, one Director to serve as the Treasurer until the conclusion of the following year's Annual Meeting of VSS. The Treasurer may serve multiple and/or successive one-year terms during his or her term as a Director.

The Treasurer is responsible for overseeing all moneys and valuable effects in the name and to the credit of VSS, and for overseeing full and accurate accounting of receipts and disbursements in books belonging to VSS. The Treasurer renders to the President and Board of Directors at its regular meetings, or when the Board so requires, an account of the financial transactions and status of VSS.

4.5 The Clerk. At each annual meeting of the Board of Directors the Directors shall elect, by majority vote, a Regular Member to serve as the Clerk until the conclusion of the following year's Annual Meeting of VSS. The Clerk may be re-elected to multiple and/or successive one-year terms. The clerk shall be a resident of the State of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process.

SECTION 5. VOTING PROCEDURES FOR ELECTING DIRECTORS

The Nominating Committee shall prepare a slate of candidates, as described in Sec. 3.3. Each Regular Member of VSS as constituted on February 15th of each year may vote in elections during that year. Members shall cast votes either by mail or by electronic messaging, email or similar means. The election of Directors shall be completed before the conclusion of the Annual Meeting. Election to each position shall be by a simple plurality of votes received from eligible voters. Ballots shall be retained and available for examination by any Regular Member for six (6) months after each election.

SECTION 6. MEETINGS

6.1 Annual Meeting. The members of VSS shall meet annually at a place and time designated by the Board of Directors. The Board of Directors may also call special meetings of the members.

6.2 Notice of Meetings. The members shall be notified of the Annual Meeting and of special meetings of the membership as a whole. The notice shall indicate the place and time of the

meeting. Notice of the Annual Meeting may be given at the prior year's Annual Meeting, or by the Executive Director at least ninety (90) days prior to the Annual Meeting. Notice of special meetings shall be given by the Executive Director not fewer than fourteen (14) days nor more than sixty (60) days prior to the meeting, and shall include the purpose of the special meeting.

SECTION 7. COMMITTEES OF THE BOARD OF DIRECTORS

7.1 Standing Committees. There shall be two (2) standing committees: the Executive Committee and the Nominating Committee.

7.1.1 The Executive Committee. The Executive Committee shall consist of the President, President-elect, Immediate Past President and Treasurer. Subject to applicable provisions of these Bylaws and to the direction of the Board of Directors, the Executive Committee will act on behalf of the Board of Directors between meetings of the Directors, with the understanding that major policy changes, major financial changes or major disputes always will be referred to the full Board of Directors for consideration and action. All members of the Executive Committee are required to be present to constitute a quorum. A majority vote of the members of the Executive Committee is required to adopt any action. The Executive Committee has no authority concerning the following matters: (1) filling vacancies on the Board of Directors, (2) amending or repealing Bylaws or adopting new Bylaws, (3) adopting a plan of merger or consolidation with any other corporation, (4) setting stipends of the Directors or Officers for service, (5) authorizing the voluntary dissolution of VSS or (6) adopting a plan for the distribution of assets of VSS. The Executive Committee reports all of its actions to the Directors.

Any member of the Executive Committee may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other simultaneously during the conversation. Participation by such means constitutes presence in person at a meeting.

7.1.2 The Nominating Committee. The Nominating Committee will prepare a slate of candidates for the election of Directors, as described in Sec. 3.3. The Nominating Committee shall consist of the President, who serves as chair, and four (4) Regular Members, who will be chosen annually by majority vote of the Directors and who may be reappointed to serve for up to three (3) years. Regular Members appointed to this committee shall be highly respected scientists chosen to represent the broad range of disciplines representative of VSS members. Current Directors, and past Directors whose term ended within the last four (4) years, are not eligible to serve on the Nominating Committee, except that a past Director who filled a vacancy and served for two (2) years or less may serve.

If a member of the Nominating Committee is nominated to be a Director, he or she may choose either to be removed from consideration as a candidate or to resign from the Nominating Committee, in which case a replacement is chosen by majority vote of the Directors.

7.2 Special Purpose Committees. The Directors by majority vote may appoint committees for special purposes and designate the committees' membership. Each committee is given a specific charge and duration of existence, which may be extended by a subsequent majority vote of the Directors. Any Regular Member or Member-in-Training, including any Director or Officer, is eligible to serve on a special purpose committee.

SECTION 8. EXECUTIVE DIRECTOR

8.1. Appointment and Supervision of Executive Director. The Board of Directors is empowered to appoint and compensate an Executive Director. The Executive Director shall be under the general supervision of the Board of Directors or its designees. The Board of Directors or its designees from the Board of Directors shall review the Executive Director's performance on an annual basis.

8.2. Management Duties. The Executive Director is responsible for management and planning of the Annual Meeting, management of the VSS office and staff, and other tasks assigned by the Board of Directors or its designees.

8.3. Electoral Duties. The Executive Director is responsible for distributing or providing ballots, and arranging for their tabulation by an independent data processing organization. The Executive Director presents the results of the election to the President for approval.

SECTION 9. MISCELLANEOUS

9.1 Parliamentary Authority. The parliamentary rules and procedures contained in the current edition of Robert's Rules of Order, Newly Revised, governs all general meetings of VSS, and all meetings of the Board of Directors, Executive Committee, and committees of VSS, in all cases to which they are applicable and in which they are not inconsistent with the Articles of Organization, Bylaws, Special Rules of Order, Standing and Procedural Rules and Resolutions adopted by VSS, or any provision of law specifically applicable to VSS.

9.2 No personal liability. The Directors and Officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

9.3 Indemnification. VSS shall indemnify each Director, Officer, committee member, representative, employee and agent, his or her heirs, executors and legal representatives in such circumstances and to the fullest extent permitted by the laws of the State of Massachusetts, as those laws exist from time to time. The Board of Directors may purchase and maintain insurance to indemnify VSS, its Directors, Officers, committee members, representatives to other organizations, employees and agents against the financial obligation in such circumstances and to the fullest extent permitted by the laws of the State of Massachusetts.

9.4 Dissolution. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be disposed of to one or more organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code that, in the judgment of the Directors, is or are best suited to carry on the purpose of VSS.

SECTION 10. AMENDMENTS TO BYLAWS

An amendment to these Bylaws may be proposed by a two-thirds (2/3) vote of the Board of Directors or by a written proposal signed by not less than ten percent (10%) of the Regular Members. Thereafter, the Bylaws may be amended by a two-thirds (2/3) vote of the votes received from Regular Members, provided that at least 20% of the Regular Members vote. Said vote may be taken by mail or by electronic messaging, email or similar means.