

**BYLAWS OF THE
INTERNATIONAL ASSOCIATION FOR
PSYCHOANALYTIC SELF PSYCHOLOGY**

ARTICLE I

Offices

The **International Association for Psychoanalytic Self Psychology** (hereinafter “IAPSP” or “the Corporation” shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state.

ARTICLE II

Purpose

General and Specific Purposes. The purpose of the Corporation is to foster and develop continuing education in psychoanalytic self psychology as a science and profession through meetings and publications.

In the context of this general purpose, the more specific purposes are:

- (a) To help foster and develop continuing education in psychoanalytic self psychology as a science and as a profession;
- (b) To organize and hold regular meetings, including annual conferences, to study and explore questions and issues relating to psychoanalytic self psychology;
- (c) To provide a forum for the development of psychoanalytic theory and practice through the publication of significant contributions to the field of psychoanalysis in a journal entitled **Psychoanalysis, Self and Context**.
- (d) To publish an online journal and to conduct web seminars, courses, colloquiums and other online activities;
- (e) To maintain an archive of materials of historical significance to the development of psychoanalytic self psychology; and
- (f) To establish a broad-based membership organization that offers membership to all individuals interested in the preservation, dissemination and advancement of Self Psychology.

ARTICLE III

Construction and Definitions

Section 1. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Illinois General Not for Profit Corporation of 1986, as that Act may from time to time be amended or succeeded, shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

Section 2. Dedication of Assets. This Corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or Corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE IV

Membership

There are 2 categories of membership in the IAPSP. They are: a) **Individual membership**, and b) **Institutional membership**. Sections 1 through 19 below pertain to individual membership. Sections 20 through 31 pertain to Institutional Membership.

Section 1. Members. Members of the Corporation shall be those persons who are dedicated to the purposes of, and who timely pay dues to, the IAPSP. Any person who, upon adoption of these bylaws, was a member in good standing of the International Association for Psychoanalytic Self Psychology shall be deemed also to be a member in good standing of the Corporation.

Section 2. Rights of Membership. In addition, Members shall have all rights afforded Members under the Illinois General Not for Profit Corporation of 1986, as that Act may from time to time be amended or succeeded.

Section 3. Members’ Dues, Fees and Assessments. Each Member must pay, within the time and on the conditions set by the Executive Board of the Corporation, (“Board”) the dues, fees, and assessments in amounts to be fixed from time to time by the Board.

Section 4. Members in Good Standing. Members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be Members in good standing.

Section 5. Termination of Membership. Membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the Member;
- (b) Expiration of the period of Membership, unless such Membership is renewed on the renewal terms fixed by the Board;
- (c) The Member's failure to pay dues, fees, or assessments as set by the Board within sixty (60) days after they are due and payable;
- (d) Any event that renders the Member ineligible for Membership, or failure to satisfy Membership qualifications; or
- (e) Termination of Membership under Section 7 below based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the Member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

Section 6. Suspension of Membership. A Member may be suspended, under Section 7 below, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the Member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests. A person whose Membership is suspended shall not be a Member during the period of suspension.

Section 7. Termination or Suspension of Membership. If, in the sole discretion of the Board, grounds appear to exist to suspend or terminate a Member under Sections 5 and 6 above, the following procedure shall be followed:

- (a) The Board shall give the Member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the Member's last address as shown on the Corporation's records.
- (b) The Member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension or termination should occur.
- (c) The Board, committee, or person shall decide whether the Member should be suspended, expelled, or sanctioned in any way. The decision of the Board, committee, or person shall be final.
- (d) Any action challenging an expulsion, suspension, or termination of Membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

Section 8. Transfer of Membership. No Membership or right arising therefrom may be transferred. All Membership rights cease on the Member's death or upon Dissolution of the Corporation.

Section 9. Resignation. Any Member or Associate Member may resign by filing a written resignation with the secretary, but such resignation shall not relieve a Member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 10. Reinstatement. Upon written request signed by a former Member or Associate Member filed with the Secretary, the Board may reinstate such former Member or Associate Member to Membership on such terms as the Executive Board may deem appropriate.

Section 11. No Membership Certificates. No certificates shall be required for Regular or Associate Membership in the Corporation.

Section 12. Meetings.

(a) General Meetings.

- (1) Annual Meetings.** An annual meeting of Members shall be held each year on a date which coincides with the Annual Conference on the Psychology of the Self, unless the Board fixes another date or time and so notifies the Membership as provided in Section 13(a) below. If the scheduled date falls on a legal holiday, the meeting shall be held on the next full business day. At the meeting, directors shall be elected and other proper business may be transacted, subject to Section 13(b) below.
- (2) Place of Meetings.** Meetings of the Members shall be held at such location either within or without Illinois as the Board shall so designate, or at such location as determined by the written consent of all Members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, Members' meetings shall be held at the Corporation's principal office. The Board may authorize Members who are not present in person to participate by electronic transmission or electronic communication.
- (3) Authority for Electronic Meetings.** If authorized by the Board in its sole discretion, and subject to such guidelines and procedures as the Board may adopt, Members not physically present at (or, if proxies are allowed, who have not submitted a proxy to) a meeting of Members may, by electronic transmission by and to the Corporation or by electronic video screen communication, participate in a meeting of Members, be deemed present in person (or, if proxies are allowed, by proxy), and vote at a meeting of Members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the Corporation or by electronic video screen communication, subject to the requirements of these bylaws.
- (4) Requirements for Electronic Meetings.** A meeting of the Members may be conducted, in whole or in part, by electronic transmission by and to the

Corporation or by electronic video screen communication (1) if the Corporation implements reasonable measures to provide Members in person (or, if proxies are allowed, by proxy) a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any Member votes or takes other action at the meeting by means of electronic transmission to the Corporation or electronic video screen communication, a record of that vote or action is maintained by the Corporation. Any request by the Corporation to a Member for consent to conduct a meeting of Members by electronic transmission by and to the Corporation shall include a notice that absent consent of the Member, the meeting shall be held at a physical location in accordance with Section 12(a) of these bylaws.

(b) Special Meetings.

- (1) Requirements Authority to Call Special Meetings.** The Board by majority, or the President of the Board, or 5 percent or more of the Members, may call a special meeting of the Members for any lawful purpose at any time.
- (2) Calling Special Meetings.** A special meeting called by any person entitled to call a meeting (other than the Board) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President or Secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the Members entitled to vote, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of Members may be held when the meeting is called by the Board.
- (3) Proper Business of Special Meeting.** No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 13. Notice.

- (a) General Notice Requirements.** Whenever Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each Member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the Members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which Board Members are to be elected shall include the names of all persons who are nominees when notice is given.

(b) Notice of Certain Agenda Items. Approval by the Members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (1) Removing a Board Member without cause;
- (2) Filling vacancies on the Board;
- (3) Amending the Articles of Incorporation; or
- (4) Electing to wind up and dissolve the Corporation.

(c) Manner of Giving Notice. Notice of any meeting of Members shall be in writing and shall be given at least 5 but no more than 60 days before the meeting date or, in the case of a removal of one or more directors, a merger, consolidation, or dissolution, or a sale, lease, or exchange of assets, not less than 20 nor more than 60 days before the date of the meeting. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each Member entitled to vote, at the address of that Member as it appears on the books of the Corporation or at the address given by the Member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that Member by first-class mail or facsimile or other written communication to the Corporation's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

(1) Notice given by electronic transmission by the Corporation shall be valid only if:

- i) Delivered by (a) facsimile transmission or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Corporation; (b) posting on an electronic message board or network that the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (c) other means of electronic communication;
- ii) Delivered by a means provided by i) (a), (b) or (c), above, to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and
- iii) Such notice creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

(2) Notwithstanding the foregoing,

- i) An electronic transmission by this Corporation to a Member is not authorized unless, in addition to satisfying the requirements of this section, the transmission satisfies the requirements applicable to consumer consent to electronic record as set forth in the Electronic Signatures in Global and National Commerce Act (15 United States Code section 7001(c)(1)).
- ii) Notice shall not be given by electronic transmission by the Corporation after either of the following: (i) the Corporation is unable to deliver two consecutive notices to the Member by that means or (ii) the inability so to deliver the notices to the Member becomes known to the Secretary, any assistant Secretary, or any other person responsible for the giving of the notice.

(d) Affidavit of Mailing Notice. An affidavit of the mailing of any notice of any Members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, Assistant Secretary, or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.

(e) Quorum. One-fourth (1/4) of the voting power shall constitute a quorum for the transaction of business at any meeting of Members. If, however, the attendance at any general or annual meeting, whether in person or by proxy, is less than one-third (1/3) of the voting power, the Members may vote only on matters as to which notice of their general nature was given under Section 13(b) above.

Except as otherwise required by law, the articles, or these bylaws, the Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough Members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

Section 14. Voting.

(a) Eligibility to Vote. Subject to the Illinois General Not for Profit Corporation Act of 1986, as it may from time to time be amended or succeeded, Members in good standing on the record date as determined under Article IV of these bylaws shall be entitled to vote at any meeting of Members.

(b) Manner of Voting. Voting may be by voice or by ballot, except that any election of Board Members must be by ballot if demanded before the voting begins by any Member at the meeting.

(c) Number of Votes. Each Member entitled to vote may cast one vote on each matter submitted to a vote of the Members.

(d) Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting

on any matter, shall be deemed the act of the Members unless the vote of a greater number, or voting by classes, is required by the Illinois General Not for Profit Corporation Act of 1986, as it may from time to time be amended or succeeded, or by the Articles of Incorporation.

- (e) **Waiver of Notice or Consent.** The transactions of any meeting of Members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present either in person or by proxy, and (b) either before or after the meeting, each Member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 13(b) of Article IV of these bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A Member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the Member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 15. Actions Without Meetings.

- (a) **Action By Unanimous Written Consent.** Any action required or permitted to be taken by the Members may be taken without a meeting, if all Members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the Members.
- (b) **Action By Written Ballot.** Any action that Members may take at any meeting of Members may also be taken without a meeting by complying with the following provisions of these bylaws.
- (c) **Solicitation of Written Ballots.** This Corporation shall distribute one written ballot to each Member entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission by the Corporation, and responses may be returned to the Corporation by electronic transmission that meets the requirements of Section 12(a)(4) of these bylaws. All solicitations of votes by written ballot shall (a) state the number of responses needed to meet the quorum requirement; (b) state, with respect to ballots other than for election of Board Members, the percentage of approvals necessary to pass the measure or measures; and (c) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (a) set forth the proposed action; (b) give the Members an opportunity to specify

approval or disapproval of each proposal; and (c) provide a reasonable time in which to return the ballot to the Corporation. If the Corporation has 100 or more Members, any written ballot distributed to ten or more Members shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification.

In any election of Board Members, a written ballot that a Member marks “withhold” or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a Board Member.

- (d) Number of Votes and Approvals Required.** Approval by written ballot shall be valid only when (i) the number of votes cast by ballot (including ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (ii) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.
- (e) Revoking Ballots. A written ballot may not be revoked.**
- (f) Filing Ballots.** All written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records for at least 5 years.

Section 16. Record Date.

- (a) Record Date for Notice, Voting, Written Ballots, and Other Board Actions.** For purposes of establishing the Members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board may, in advance, fix a record date. The record date so fixed for:
 - (1) sending notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting;
 - (2) voting at a meeting shall be no more than 60 days before the date of the meeting;
 - (3) voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and
 - (4) taking any other action shall be no more than 60 days before that action.
- (b) Record Date for Actions Not Set By Board.** If not otherwise fixed by the Board, the record date for determining Members entitled to receive notice of a meeting of Members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting

is held. If not otherwise fixed by the Board, the record date for determining Members entitled to vote at the meeting shall be the day on which the meeting is held.

If not otherwise fixed by the Board, the record date for determining Members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

If not otherwise fixed by the Board, the record date for determining Members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

For purposes of these bylaws, a person holding a Membership at the close of business on the record date shall be a Member of record.

Section 17. Proxies.

- (a) Members' Proxy Rights.** Each Member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the Corporation. A proxy shall be deemed signed if the Member's name is placed on the proxy by the Member or the Member's attorney-in-fact, whether by manual signature, typewriting, facsimile transmission, or otherwise.
- (b) Solicited Proxies.** If the Corporation has 100 or more Members, any form of proxy distributed to 10 or more Members shall give the Member an opportunity to specify a choice between approval and disapproval of each matter or group of related matters and, subject to reasonable specified conditions, shall provide that, when the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification. In an election of Board Members, any form of proxy that a Member marks "withhold" or otherwise marks in a manner indicating that authority to vote for the election of Board Members is withheld, shall not be voted either for or against the election of a Board Member.
- (c) Subject Matter of Proxy to Be Stated.** Any proxy covering matters for which a vote of the Members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, in an election of Board Members the proxy lists the persons who have been nominated at the time the notice of the vote is given to the Members. Such matters include amendments of the Articles of Incorporation or bylaws changing proxy rights; certain other amendments of the Articles of Incorporation; removal of Board Members without cause; filling vacancies on the Board; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all corporate assets, unless the transaction is in the usual and regular course of the Corporation's activities; the principal terms of a merger or the amendment of a merger agreement; or the election to dissolve the Corporation.

(d) Revocability of Proxies. No proxy shall be valid after the expiration of 11 months from the date of the proxy, unless provided otherwise in the proxy, except that the maximum term of a proxy shall be three years after the date of execution. A validly executed proxy shall continue in full force and effect until either

- (1) it is revoked by the Member executing it, before the vote is cast under that proxy
 - (i) by a writing delivered to the Corporation stating that the proxy is revoked, or
 - (ii) by a subsequent proxy executed by that Member and presented to the meeting, or
 - (iii) as to any meeting, by that Member's personal attendance and voting at the meeting; or
- (2) written notice of the death or incapacity of the maker of the proxy is received by the Corporation before the vote under that proxy is counted. A proxy may not be irrevocable.

Section 18. Adjournment and Notice of Adjourned Meetings. Any Members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a Members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

Section 19. Regional Divisions. Members shall be divided into geographic regions. The Board shall have the power, from time to time as it alone deems necessary, to appoint a committee to evaluate and reapportion the regional divisions based on regional numerical representation.

Institutional Membership

Section 20. Institutional Members. (The term **institutional member** shall be used to refer to any form of such groupings. In addition, the use of the term **member in sections 20 through 31** shall be assumed to refer to the category of institutional member.)

Institutional Members of the Corporation shall be those organizations, training institutions, or other groups who are dedicated to the purposes of, and who timely pay dues to, the IAPSP.

Section 21. Eligibility for Institutional membership is contingent on the applicant institution having at least 1 individual IAPSP member among its membership. That individual IAPSP member must be the applicant. Also, there is an expectation that the new member institution will work towards the recruitment of individual IAPSP members towards a total of at least 10% within the first year.

Section 22. Institutional Membership does not grant any membership rights to individual members of any member institution as a consequence of institutional membership.

Section 22. Unlike individual members, Institutional members do not possess voting rights and as such do not have a direct role in the governance of the IAPSP. However, through the Institutional Membership Committee (Section 26 below) members have opportunities to advise and collaborate with the IAPSP Board and other IAPSP entities.

Section 23. Members' Dues, Fees and Assessments. Each Institutional Member must pay, within the time and on the conditions set by the Executive Board of the Corporation, ("Board") the dues, fees, and assessments in amounts to be fixed from time to time by the Board.

Section 24. Members in Good Standing. Members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be Members in good standing.

Section 25. No Membership Certificates. No certificates shall be required for Regular or Associate Membership in the Corporation.

Section 26. Institutional Membership Committee. the whole of the institutional members shall be considered the Institutional Membership Committee and a member of the International Council shall be designated by the Board as the chairperson of the committee for the purposes of oversight, coordination and leadership.

Section 27. Rights and Responsibilities. A list of rights and responsibilities of institutional Membership shall be maintained and executed by the Board and made available to the Institutional Membership Committee. They shall apply equally to all members. These rights and responsibilities may be amended or changed from time to time at the discretion of the Board in consultation with the Institutional Membership Committee.

Section 28. Meetings. An annual meeting of Institutional Members shall be held each year on a date which coincides with the Annual Conference on the Psychology of the Self, unless the Board fixes another date or time. The President and other members of the Board shall also be present. Additional meetings shall be scheduled on an ad hoc basis by the Institutional Membership Chair or others on the Committee as desired

Section 29. Termination of Institutional Membership. Membership shall terminate on occurrence of any of the following events:

- (f) Resignation of the Member;
- (g) Expiration of the period of Membership, unless such Membership is renewed on the renewal terms fixed by the Board;
- (h) The Member's failure to pay dues, fees, or assessments as set by the Board within sixty (60) days after they are due and payable;
- (i) Any event that renders the Member ineligible for Membership, or failure to satisfy Membership qualifications; or

- (j) Termination of Membership under Section 7 below based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the Member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

Section 30. Suspension of Institutional Membership. A Member may be suspended, under Section 7 below, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the Member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests. A person whose Membership is suspended shall not be a Member during the period of suspension.

Section 31. Termination or Suspension of Membership. If, in the sole discretion of the Board, grounds appear to exist to suspend or terminate a Member under Sections 5 and 6 above, the following procedure shall be followed:

- (e) The Board shall give the Member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the Member's last address as shown on the Corporation's records.
- (f) The Member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension or termination should occur.
- (g) The Board, committee, or person shall decide whether the Member should be suspended, expelled, or sanctioned in any way. The decision of the Board, committee, or person shall be final.
- (h) Any action challenging an expulsion, suspension, or termination of Membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

Section 32. Resignation. Any Member or Associate Member may resign by filing a written resignation with the secretary, but such resignation shall not relieve a Member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 33. Reinstatement. Upon written request signed by a former Member or Associate Member filed with the Secretary, the Board may reinstate such former Member or Associate Member to Membership on such terms as the Executive Board may deem appropriate.

ARTICLE V

Executive Board of Directors

Section 1. General Powers. Subject to the provisions and limitations of the Illinois General Not for Profit Corporation Act of 1986, as it may from time to time be amended or succeeded, and other applicable laws, and subject to any provisions of the Articles of Incorporation or bylaws that require approval of the Members, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Executive Board,

Section 2. Specific Powers. Without prejudice to the general powers set forth in Section 1 above, but subject to the same limitations, the Board shall have the power to do the following:

- (a) Appoint and remove, at the pleasure of the Board, all of the Corporation's officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.
- (b) Change the principal office or the principal business office from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside Illinois; and designate a place in or outside Illinois for holding any meeting of Members.
- (c) Borrow money and incur indebtedness on the Corporation's behalf and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 3. Number and Qualification of members of the Board. The Executive Board of the Corporation shall be comprised of the officers of the Corporation, namely the President, Secretary, Treasurer, Immediate Past President, and, when applicable, President-Elect. In addition, 4 additional members will be part of the Executive Board but will be non-voting members: 2 of these additional members will be selected by the President in consultation with the Council, and 2 additional members will be elected by the Council with nominee's subject to the approval of the President. The additional members selected by the Council will serve as liaison between the Executive Board and the Council. To become and to remain a member in good standing on the Board, a Board Member must be a Member in Good Standing of the Corporation

Section 4. Resignation. Any Board Member may resign by submitting a letter of resignation to the Board of the Corporation. The resignation shall be effective when notice is given unless it specifies a later time for the resignation to become effective.

Section 5. Meetings of Board

- (a) **Purpose.** An annual meeting of the Board shall be held each year to transact the general business of the Corporation, to review the functioning and activities of the

Corporation, to consider the program and site for future annual professional and scientific meetings, and to provide opportunity for recommendations for future action.
(b) Agenda. The agenda for the annual meetings of the Board shall include:

- (1) Approval of the minutes of the prior meeting;
- (2) An annual report of the President of the Board;
- (3) The Treasurer's report, including a written account of the income and disbursements of the Corporation for the previous year;
- (4) A report by the professional organizers hired by the Corporation to administer the annual meeting;
- (5) New business; and

- (6) Installation of Officer

(c) Place and time of meeting. The annual meeting of the Board shall be held during the time of the annual Self Psychology Conference pursuant to notice duly given. Other general meetings of the Board may be held from time to time pursuant to notice duly given.

(d) Manner of Giving Notice. Notice of the time and place of meetings shall be given to each Board Member by (i) personal delivery of written notice; (ii) first class mail, postage prepaid; (iii) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Member or to a person at the Member's office who would reasonably be expected to communicate that notice promptly to the Member; (iv) facsimile; (v) electronic mail; or (vi) other electronic means. All such notices shall be given or sent to the Board Member's address or telephone number as shown on the Corporation's records.

Notices sent by first-class mail shall be deposited in the United States mails at least 10 days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, respectively, at least 72 hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office. The notice need not specify the purpose of the meeting.

(e) Quorum. One-half (1/2) of the authorized number of Board Members shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Board Members present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the Illinois General Not for Profit Corporation Act of 1986, as it may from time to time be amended or succeeded, including without limitation, those provisions relating to (a) approval of contracts or transactions in which a Member has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common Board Memberships, (c) creation of and appointments to committees of the Board, and (d) indemnification of Board Members. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Members from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 6. Majority Vote. Any decisions made at the meetings of the Board shall be by majority vote of those present and voting, unless otherwise specified in the Bylaws. Any action, decision, or resolution of the Board may be revoked by a 2/3 vote by the International Council of the Corporation.

Section 7. Restrictions on Interested Persons as Board Members. No more than 49 percent of the persons serving on the Board may be "interested persons." An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Board Member; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

Section 8. Conduct at meeting. Robert's Rules of Order shall govern the business of the Board in all cases where they are applicable and not inconsistent with the provisions of these Bylaws.

Section 9. Place of Board Meetings. Meetings of the Board shall be held at any place within or outside Illinois that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

Section 10. Meetings by Telephone or Other Telecommunications Equipment. Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

- (a) Each Member participating in the meeting can communicate concurrently with all other Members.
- (b) Each Member is provided the means of participating in all matters before the Board, including the capacity to propose or to interpose an objection to, a specific action to be taken by the Corporation.

- (c) The Board has adopted and implemented a means of verifying both of the following:
 - (1) A person participating in the meeting is a Board Member or other person entitled to participate in the Board meeting.
 - (2) All actions of or votes by the Board are taken or cast only by the Board Members, and not by persons who are not Board Members.

Section 11. Special Meetings.

- (a) **Authority to Call Special Meetings.** Special meetings of the Board for any purpose may be called at any time by the President or any Board Member.
- (b) **Notice of Special Meetings.** Notice of the time and place of special meetings shall be given to each Board Member by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Board Member or to a person at the Member's office who would reasonably be expected to communicate that notice promptly to the Member; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the Member's address or telephone number as shown on the Corporation's records.

Notices sent by first-class mail shall be deposited in the United States mail at least 10 days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, respectively, at least 72 hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office. The notice need not specify the purpose of the meeting.

- (c) **Quorum.** A quorum for special meetings of the Board shall be the same as for general meetings, as provided at Article V, Section 5 (e), above.
- (d) **Waiver of Notice.** Notice of a meeting need not be given to any Member who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Member who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.
- (e) **Adjournment.** A majority of the Board Members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(f) **Notice of Adjourned Meeting.** Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Members who were not present at the time of the adjournment.

Section 12. Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all Board Members consent in writing to the action; provided, however, that the consent of any Board Member who has a material financial interest, as determined in the sole discretion of the remaining directors, in a transaction to which the Corporation is a party shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 13. Compensation and Reimbursement. Board Members, and Members of committees of the Board, may receive such compensation, if any, for their services as Members or officers, and such reimbursement of expenses, as the Board may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

ARTICLE VI INTERNATIONAL COUNCIL

Section 1. General Powers. The International Council of the Corporation (“Council”) shall advise the Corporation and the Executive Board, and shall elect the officers of the Corporation.

Section 2. Specific Powers. The Council may, by two-thirds vote of all authorized Members of the Council, revoke any action, decision or resolution of the Executive Board.

Section 3. Number and Qualification of Council Members. The Council shall consist of thirty (30) authorized members elected by the membership of the Corporation. To stand for election and to remain a member in good standing on the Council, a Council member must be a Member in Good Standing of the Corporation.

Regional Representation: Each IAPSP region will have proportional Council representation elected to the International Council (see Article VI). The representation will be apportioned by the size of membership in each region. The nominating committee will consult with the administrator to determine the number of seats in each region based on the average number of members in the prior 3 years

Section 4. Designation of Council Membership.

There is one category of voting Council membership, as follows:

- (c) Elected Members. Voting members of the Council shall be elected by all members of the corporation according to residency in specified regional areas determined by the Executive Board according to current membership during any 3-year period. Elected members are required to attend bi-annual meeting. If a member cannot attend the member must inform the president and arrange for either a proxy to attend instead or some other arrangement as determined (e.g. video participation).
- (d) Membership on the Council will be contingent on participation in all Council meetings unless a proxy is designated. In addition, Council members must participate in at least one committee. Re-election will be contingent on fulfillment of these minimum requirements.

There is an additional categories of non-voting Council membership, as follows:

(a) Emeritus Member. This category shall consist of those individuals who held positions as Founding Members and who choose to remain on the Council, but desire to be relieved of the expectation of active participation in the work of IAPSP. Emeritus Founding Members may attend and participate in any and all Council activities, including the Annual Meeting and Council Dinner. Individuals who hold this designation shall also be named in any published list of Council members. The term of office shall be for life or until the Emeritus Founding Member resigns.

Founding and Honorary categories removed.

Section 5. Eligibility for Council Membership. Eligibility for Council Membership, regardless of designation, requires full and current payment of dues in the Corporation. Failure to pay dues in a timely manner will result in suspension of the individual's membership on the Council. All voting members of the Council are required to attend each and every Annual Meeting of the Council, to vote in a timely manner upon all matters subject to vote; and to assume responsibility for work on a Committee of the Council.

Section 6. Election of Council Members. Members of the Council with the exception of Emeritus Members shall be elected by vote of the regular membership of the Corporation.

Section 7. Resignation. Any Council Member may resign by submitting a letter of resignation to the Board. The resignation shall be effective when notice is given unless a later time for resignation is specified.

Section 8. Meetings of Council

(a) Purpose. Two meeting of the Council shall be held each year to transact the general business of the Council. One of these meetings will be during the Annual Meeting on the Psychology of the Self (no notice is required), the second will be held either in-person or online at a time specified by the President (notice is required)

(c) Manner of Giving Notice. Notice of the time and place of Council meetings other than the annual meeting shall be given to each Council Member by (i) personal delivery of written notice;

(ii) first class mail postage prepaid; (iii) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Member or to a person at the Member's office who would reasonably be expected to communicate that notice promptly to the Member; (iv) facsimile; (v) electronic mail; or (vi) other electronic means. All such notices shall be given or sent to the Council Member's address or telephone number as shown on the Corporation's records.

Notices sent by first-class mail shall be deposited in the United States mails at least 10 days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, respectively, at least 72 hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office. The notice need not specify the purpose of the meeting.

(d) Quorum. One-third (1/3) of the authorized number of Council Members shall constitute a quorum for the transaction of any business except adjournment. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Members from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 9. Majority Vote. With the exception of a vote to revoke any action, decision or resolution of the Board, any decisions made at the meetings of the Council shall be by majority vote of those present and voting, unless otherwise specified in the Bylaws

Section 10. Conduct at meeting. Robert's Rules of Order shall govern the business of the Council in all cases where they are applicable and not inconsistent with the provisions of these Bylaws.

Section 11. Place of Council Meetings. Meetings of the Council shall be held at any place within or outside Illinois that has been designated by resolution of the Council or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

Section 12. Meetings by Telephone or Other Telecommunications Equipment. Any Council meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

(a) Each Member participating in the meeting can communicate concurrently with all other Members.

(b) Each Member is provided the means of participating in all matters before the Council, including the capacity to propose or to interpose an objection to, a specific action to

be taken by the Corporation.

(c) The Council has adopted and implemented a means of verifying both of the following:

- (1) A person participating in the meeting is a Council Member or other person entitled to participate in the Council meeting.
- (2) All actions of or votes by the Council are taken or cast only by the Council Members, and not by persons who are not Council Members.

Section 13. Special Meetings.

(a) Authority to Call Special Meetings. Special meetings of the Council for any purpose may be called at any time by any 10 Council Members.

(b) Notice of Special Meetings. Notice of the time and place of special meetings shall be given to each Council Member by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Council Member or to a person at the Member's office who would reasonably be expected to communicate that notice promptly to the Member; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the Member's address or telephone number as shown on the Corporation's records.

Notices sent by first-class mail shall be deposited in the United States mail at least 10 days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, respectively, at least 72 hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office. The notice need not specify the purpose of the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office. The notice need not specify the purpose of the meeting.

(c) Quorum. A quorum for special meetings of the Council shall be the same as for general meetings, as provided at Article V, Section 9 (d), above.

(d) Waiver of Notice. Notice of a meeting need not be given to any Member who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Member who attends the

meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

(e) Adjournment. A majority of the Council Members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(f) Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Members who were not present at the time of the adjournment.

Section 14. Action Without a Meeting. Any action that the Council is required or permitted to take may be taken without a meeting if all Council Members consent in writing to the action; provided, however, that the consent of any Council Member who has a material financial interest, as determined in the sole discretion of the remaining directors, in a transaction to which the Corporation is a party shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Council. All such consents shall be filed with the minutes of the proceedings of the Council.

ARTICLE VI

Officers

Section 1. Officers of the Corporation: The officers shall be President, President-elect, Secretary, Treasurer, and Immediate Past President. The Corporation, at the Board's discretion, may also have one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed under Section 3 below. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as President.

Section 2. Election of Officers. The officers of this Corporation shall be chosen by majority vote of the Council and shall serve at the pleasure of the Council.

Section 3. Appointment of Other Officers. The President may appoint any other officers that he/she may deem necessary or appropriate to conduct the business of the Corporation. Each appointed officer shall have the title and authority specified by the current President. However this designation shall not be binding on any subsequent President.

Section 4. Removal of Officers. Without prejudice to the rights of any officer under an employment contract, the Council may remove any officer with or without cause. An officer who was not chosen by the Council may be removed by any other officer on whom the Council confers the power of removal.

Section 5. Resignation of Officers. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

Section 6. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by appointment of the then sitting President.

Section 7. Responsibilities of Officers.

(a) **President.** The President shall serve as President of the Board, the Council, and the Corporation. The President shall preside at Board meetings and Council meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. If the President is unable to perform his or her duties, then the President-elect will do so and shall have the powers and duties of the President of the Corporation set forth in these bylaws. Subject to the control of the Board, the President shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers. The President shall have the following specific duties, in addition to any other powers or duties the Board may require:

- (1) To preside over all Board and Council meetings
- (2) To present an annual report of the activities and functioning of the Corporation at each annual meeting;
- (3) To appoint the chairpersons of all committees;
- (4) To have the power to sign checks and drafts of the Corporation;
- (5) To be an ex officio Member of all committees; and
- (6) To have such other powers as may reasonably be required to carry out the duties set forth herein.

(b) **President-elect.** The President-elect shall automatically assume the office of the President upon the expiration of the incumbent President's term of office or upon the death or resignation of the incumbent President. In the event that the President is unable to fulfill the duties of the office because of illness, absence or other circumstances, the President-elect shall act in the President's stead with all rights, privileges and powers attendant upon the office of President, until the President is able again to fulfill the duties of the office.

(c) **Secretary.** The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, of the

Council, and of Members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Board, Council, and committee meetings; and the number of Members present or represented at Members' meetings.

The Secretary shall keep or cause to be kept, at the Corporation's principal office, a copy of the Articles of Incorporation and bylaws, as amended to date.

The Secretary shall write, receive and respond to correspondence of the Board and Membership, submitting to the Board all communications addressed to the Secretary of the Corporation.

The Secretary shall keep or cause to be kept, at the Corporation's principal office or at a place determined by resolution of the Board, a record of the Corporation's Members, showing each Member's name, address, and class of Membership. The Secretary shall give, or cause to be given, notice of all meetings of Members, of the Board, of the Council, and of committees of the Board that these bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the bylaws may require.

(d) Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the Members and Board Members such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any Council Member at all reasonable times.

The Treasurer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate; (ii) disburse the Corporation's funds as the Board may order; (iii) render to the President, chairman of the Board, if any, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation; and (iv) have such other powers and perform such other duties as the Board or the bylaws may require.

If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

Section 8. No compensation of officers. No officer shall be reason of holding office be entitled to receive any salary or compensation, but shall be entitled to receive reimbursement for

expenses incurred in fulfilling his or her office. Nothing herein shall be construed to prevent an officer from receiving compensation from the Corporation for duties other than as an officer, upon approval of the Corporation.

Section 9. Indemnification. All officers and Board Members shall be indemnified for official actions.

Section 10. Duration. The process by which the Board elects the Executive Board, including the President, President-elect, past President, Secretary, and Treasurer will continue for a minimum of 5 years after the Membership organization has been established. After that time, a committee will be formed to evaluate whether or not voting rights in the election of officers be limited to the governing body or extended to the full Membership.

Section 11. Contracts with Board Members. No Member of the Board, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Board Members are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation, unless (a) the material facts regarding that such Board Member's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all Members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Board Members; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this Corporation if it (a) is approved or authorized by the Corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more Board Members or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

Section 12. Loans to Board Members and Officers. This Corporation shall not lend any money or property to, or guarantee the obligation of, any Board Member or officer of the Corporation without the approval of the Illinois Attorney General; provided, however, that the Corporation may advance money to a Member of the Board or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Board Member or officer would be entitled to reimbursement for such expenses by the Corporation.

Section 13. Indemnification. To the fullest extent permitted by law, this Corporation shall indemnify its Board Members, officers, employees, and other persons described in the Illinois General Not for Profit Corporation Act of 1986 at 805 ILCS 105/108.75, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation, by

reason of the fact that the person is or was a person described in that section. On written request to the Board by any person seeking indemnification under the Illinois General Not for Profit Corporation Act of 1986 at 805 ILCS 105/108.75, the Board shall promptly determine whether the act for which the applicant seeks indemnification is of the sort for which Illinois General Not for Profit Corporation Act of 1986 permits indemnification and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of Board Members who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Members of the Board who are not parties to that proceeding, the Board shall promptly call a meeting of Members. At that meeting, the Members shall determine whether the act for which the applicant seeks indemnification is of the sort for which Illinois General Not for Profit Corporation Act of 1986 permits indemnification and, if so, the Members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 9 and 13 of this Article VI in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

Section 14. Insurance. This Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Board Members, employees, and other agents, to cover any liability asserted against or incurred by any officer, Board Member, employee, or agent in such capacity or arising from the officer's, Board Member's employee's, or agent's status as such.

Section 15. Maintenance of Corporate Records. This Corporation shall keep the following:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its Members, Board and committees of the Board; and
- (c) A record of each Member's name, address, and class of Membership.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

ARTICLE V11 COMMITTEES

(a) With the approval of the Board, the President may establish such committees as are necessary to carry out the work of the Corporation. The chairpersons for all committees shall be appointed by the President, and shall serve at the pleasure of the President.

(b) Restriction on Powers of Committees. Any committee shall have all the authority of the Board, to the extent provided in these bylaws or any Board resolution creating the committee, except that no committee may do the following:

- (1) Take any final action on any matter that, under the Illinois General Not for Profit Corporation Act of 1986, as that Act may from time to time be amended or succeeded, that also requires approval of the Members or approval of a majority of all Members;
- (2) Fill vacancies on the Council or any committee of the Council;
- (3) Fix compensation of the Board Members for serving on the Board or on a committee;
- (4) Amend or repeal bylaws or adopt new bylaws;
- (5) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (6) Create any other committees of the Board or appoint the Members of committees of the Board;
- (7) Expend corporate funds to support a nominee for Council if more people have been nominated for Council than can be elected;
- (8) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Board Members has a material financial interest, provided such contract or transaction comports with the provisions of Illinois General Not for Profit Corporation Act of 1986 at 805 ILCS 105/108.60.

(c) Meetings and Actions of Committees. Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or, if none, by resolution of the committee.

Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with the If the Board has not adopted rules, the committee may do so.

(d) Advisory Board. An Advisory Board shall be formed to serve at the pleasure of the President. It shall be comprised of the Chair of each committee as set forth in this Article., with the additional officers who may be serving the President pursuant to Article VI (3). The times of such meetings will be designated by the President, and the Committee shall serve in any advisory capacity to the Board regarding matters for which the Board shall seek their counsel.

Section 1. No compensation of officers. No officer shall be reason of holding office be entitled to receive any salary or compensation, but shall be entitled to receive reimbursement for expenses incurred in fulfilling his or her office. Nothing herein shall be construed to prevent an officer from receiving compensation from the Corporation for duties other than as an officer, upon approval of the Corporation.

Section 2. Contracts with Council Members. No Member of the Board, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Board Members are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation, unless (a) the material facts regarding such Board Member's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all Members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Board Members; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this Corporation if it (a) is approved or authorized by the Corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more Board Members or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

Section 3. Loans to Board Members and Officers. This Corporation shall not lend any money or property to, or guarantee the obligation of, any Board Member or officer of the Corporation without the approval of the Illinois Attorney General; provided, however, that the Corporation may advance money to a Member of the Board or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Board Member or officer would be entitled to reimbursement for such expenses by the Corporation.

Section 4. Indemnification. To the fullest extent permitted by law, this Corporation shall indemnify its Board Members, officers, employees, and other persons described in the Illinois General Not for Profit Corporation Act of 1986 at 805 ILCS 105/108.75, including persons

formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. On written request to the Board by any person seeking indemnification under the Illinois General Not for Profit Corporation Act of 1986 at 805 ILCS 105/108.75, the Board shall promptly determine whether the act for which the applicant seeks indemnification is of the sort for which Illinois General Not for Profit Corporation Act of 1986 permits indemnification and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of Board Members who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Members of the Board who are not parties to that proceeding, the Board shall promptly call a meeting of Members. At that meeting, the Members shall determine whether the act for which the applicant seeks indemnification is of the sort for which Illinois General Not for Profit Corporation Act of 1986 permits indemnification and, if so, the Members present at the meeting in person or by proxy shall authorize indemnification. which Illinois General Not for Profit Corporation Act of 1986 permits indemnification and, if so, the Members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 9 and 13 of this Article VI in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

Section 5. Insurance. This Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Board Members, employees, and other agents, to cover any liability asserted against or incurred by any officer, Board Member, employee, or agent in such capacity or arising from the officer’s, Board Member’s employee’s, or agent’s status as such.

Section 6. Maintenance of Corporate Records. This Corporation shall keep the following:

(a) Adequate and correct books and records of account.

ARTICLE VIII

Inspection Rights

Section 1. Members Right to Inspect

(a) **Membership Records.** Unless the Corporation provides a reasonable alternative as provided below, any Member may do either or both of the following for a purpose reasonably related to the Member’s interest as a Member:

- (1) Inspect and copy the records containing Members' names, addresses, and voting rights during usual business hours on five days' prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested; or
- (2) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of Members who are entitled to vote for Board Members as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the Member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the Member on or before the later of ten days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

The Corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the Membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a Member, or if it provides a reasonable alternative under this Section, it may deny the Member access to the Membership list.

Any inspection and copying under this Section may be made in person or by the Member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the Corporation.

- (b) Accounting Records and Minutes.** On written demand on the Corporation, any Member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the Member's interest as a Member. Any such inspection and copying may be made in person or by the Member's agent or attorney. This right of inspection extends to the records of any subsidiary of the Corporation.
- (c) Maintenance and Inspection of Articles and Bylaws.** This Corporation shall keep at its principal office the original or a copy of the articles of Incorporation and bylaws, as amended to the current date, which shall be open to inspection by the Members at all reasonable times during office hours. If a Member is, for good reason in the sole discretion of the Corporation, unable to inspect the Articles of Incorporation and bylaws at the Corporation's principal business office, the Secretary

shall, on the written request of such Member, furnish to that Member a copy of the Articles of Incorporation and bylaws, as amended to the current date.

Section 2. Board Member's Right to Inspect. Every Board Member shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the Board Member's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE IX

Required Reports

Section 1. Annual Report. The Board shall cause an annual report to be sent to the Members and Members of the Council within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- (d) The Corporation's expenses or disbursements for both general and restricted purposes;
- (e) Any information required by other provisions of these bylaws; and
- (f) An independent accountants' report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any Member who requests it in writing. If the Board approves, the Corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission.

Section 2. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all Members, or as a separate document if no annual report is issued, the Corporation shall, within 120 days after the end of the Corporation's fiscal year, annually prepare and mail, deliver, or send by electronic transmission to each Member and furnish to each Board Member a statement of any transaction or indemnification of the following kind:

- (a) Any transaction (i) in which the Corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either
- (1) any Board Member or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
 - (2) any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.
- (b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Board Member of the Corporation under these bylaws, unless that indemnification has already been approved by the Members.

ARTICLE X

Amendments

Section 1. Proposal by Board of Directors.

- (a) Amendments to these Bylaws may be initiated by either (i) a two-thirds (2/3) vote of the Board, or (ii) a petition signed by any ten (10) Members of the Council and 29 submitted in writing to the Secretary for referral to the Board. Such a petition shall be brought before the Board and voted upon not later than three (3) months after the date of filing with the Secretary.
- (b) A proposed amendment must receive an affirmative vote of two-thirds (2/3) of the Board to be presented to the Council for action.

Section 2. Vote of Council.

- (a) Subject to the Members' rights under Section 3 below, the Council may adopt, amend, or repeal bylaws unless doing so would:
- (1) materially and adversely affect the Members' rights as to voting, dissolution, redemption, or transfer;
 - (2) increase or decrease the number of Members authorized in total or for any class;
 - (3) effect an exchange, reclassification, or cancellation of all or part of the Memberships; or
 - (4) authorize a new class of Membership.

(b) Once the Board has approved a proposed amendment to the bylaws, the proposed amendment shall be sent to Members of the Council within four (4) weeks of the Board meeting at which it was approved.

(c) A proposed amendment which has been initiated by a Membership petition, but which fails to receive a two-thirds (2/3) vote of approval in the Board may still be presented to the Council for approval by resubmitting the petition in writing with ten (10) additional signatures, to the Secretary, who will then have the amendment presented to the Council in the manner described above.

(d) An amendment which has been approved by the Council shall become effective upon its passage. Once Members have been admitted to the Corporation, the Council may not, without the Members' approval, specify or change any bylaw that would

(1) fix or change the authorized number of Council Members,

(2) fix or change the minimum or maximum number of Council Members, or

(3) change from a fixed number of Council Members to a variable number of Council Members, or vice versa.

Section 3. Vote of Membership. Without the approval of the Members, the Council may not adopt, amend, or repeal any bylaw that would:

(a) increase or extend the terms of Council Members;

(b) allow any Council Member to hold office by designation or selection rather than by election by the Members;

(c) increase the quorum for Members' meetings.