

## ***Constitution***

### ***of the***

## ***INTERNATIONAL SOCIETY FOR INTERPERSONAL ACCEPTANCE AND REJECTION, INC. (ISIPAR)***

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### **CONSTITUTION**

#### **Article I - Name**

The name of this organization is the International Society for Interpersonal Acceptance and Rejection, Inc., (ISIPAR), hereafter referred to as the Society.

The Society is a nonstock, nonprofit corporation organized pursuant to the Revised Nonstock Corporation Act of the State of Connecticut, C.G.S. Section 33-1000 et. Seq. (the "Act"). This Constitution is the Certificate of Incorporation for that corporation.

#### **Article II - Purpose**

In general, the Society may engage in any lawful act or activity for which corporations may be formed under the Act. More specifically, the purpose of the Society is to support and encourage research and practice related to issues of interpersonal acceptance and rejection, including but not limited to parental acceptance-rejection, peer acceptance-rejection, acceptance-rejection in intimate adult relationships, and acceptance-rejection in other attachment relationships throughout the lifespan. The services of the Society shall be provided on a nonprofit basis. No earnings of the society shall accrue to the benefit of any individual; nor shall the Society have or issue shares of stock or make distributions or pay dividends; no part of the Society's income or assets shall be distributed to its directors, officers, employees or any individual; nor shall any member, director or employee of the Society receive or be entitled to receive any pecuniary profit from the operations thereof except for reasonable compensation for services. The Society is organized and will be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c) 3 of the Internal Revenue Code of 1986, as amended (the "IRC"), or such corresponding section or sections of the IRC as may from time to time be in force.

#### **Article III - Powers**

The Society shall have the power to receive, administer, and disburse dues, assessments, and other grants to further its ends; to acquire, hold absolutely or in trust for the purpose of the Society, and convey property, real or personal; to publish reports, bulletins, journals, and monographs; to affiliate with other

organizations in the pursuit of common aims, and to appoint delegates or representatives to such organizations; establish branches, sections or divisions, on a regional or functional basis; and to engage in such other activities as are authorized for corporations under the Act or are necessary to the advancement of the purpose as specified in Article II and to the furtherance of the professional interests of the Society.

#### **Article IV - Membership**

The Society shall have one class of members. Membership in the Society is open to anyone who subscribes to the purpose of the Society as set forth in Article II and who applies in writing for membership. All such persons who pay the appropriate annual dues described in the By-Laws shall be designated as Members in good standing (hereafter referred to as Members). Only Members shall be eligible to nominate persons for office, vote on any issue before the Society, or serve on the Executive Council (as described in Article V).

#### **Article V - Organization**

##### **Section 1. Officers and Executive Council**

The Officers of the Society shall be the President, the President-Elect, the Past President, the Secretary, and the Treasurer, except that the last two Offices may be combined in one person known as the Secretary-Treasurer. Together these Officers—along with Regional Representatives specified in Article V, Section 2—shall be designated as the Executive Council. Only Members who have demonstrated professional competence in research or practice consistent with the purpose of the Society as set forth in Article II may be Officers or Regional Representatives.

##### **Section 2. Regional Representatives**

For the purpose of determining regional representation on the Executive Council, the world is divided into 10 sociocultural/geographic regions, as follows: 1) Europe, 2) North Africa and the Middle East, 3) Central and Southern Africa, 4) South Asia, 5) Southeast Asia, 6) East Asia, 7) Insular Pacific, 8) North America, 9) Mexico, Central America, and the Caribbean, and 10) South America.

Any ambiguity regarding the countries (especially border countries) included in given regions shall be resolved by the Officers, normally following the convention of culture-area classification and geographical proximity.

Insofar as possible there shall be one representative from each region serving on the Executive Council.

##### **Section 3. Duration of Office**

The President, Past-President, and President-Elect shall hold office for two years. The Secretary-Treasurer and Regional Representatives shall hold office

for four years. The Secretary-Treasurer and Regional Representatives may be re-elected, but the President may not.

On completion of the term of office of the President, the Past-President shall retire from office, the President-Elect shall become the President, and the former President shall become the Past-President.

#### **Section 4. Powers of the Executive Council**

(a) The Executive Council shall comprise the Board of Directors for the purposes of the Act, and the Officers and the Regional Representatives of the Society shall be ex-officio directors pursuant to 33-1083(b) (1) of the Act. Each Officer and Regional Representative shall continue to be a member of the Executive Council for so long as he or she retains the office from which his or her status derives.

(b) The Executive Council shall have the authority to execute on behalf of the Society all powers and functions as defined in Article III and in the By-Laws. The Executive Council shall establish and make known its rules and procedures.

(c) The Executive Council may appoint from among the membership of the Society other agents and committees, and delegate to them such authority as required, supervise their activities, and receive and act upon budgets, requests, and plans submitted to them. It shall also appoint persons to fill vacancies in the Executive Council until the next election.

#### **Section 5. Limited Liability of Directors**

(a) Pursuant to Section 33-1026 of the Act, the personal liability of the Directors of the Society to the Society or its Members for monetary damages for breach of duty as Director is limited to an amount that is not more than the compensation received by the Director for serving the Society during the year of the violation if such breach did not: (1) involve a knowing and culpable violation of law by the Director, (2) enable the Director or an "associate," as defined in Section 33-840 of the Act, to receive an improper personal economic gain, (3) show a lack of good faith and a conscious disregard for the duty of the Director to the Society under circumstances in which the Director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Society, or (4) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Society.

Any lawful repeal or modification of this Article or the adoption of any provision inconsistent herewith by the Board of Directors of the Society shall not, with respect to a person who is or was a Director, adversely affect any limitation of liability, right or protection of such person existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

(b) The limitation of liability of any person who is or was a Director provided for in this Article shall not be exclusive of any other limitation or elimination of liability contained in, or which may be provided to any person under, Connecticut law as in effect on the effective date of this Certificate of Incorporation and as thereafter amended.

#### **Article VI – Conflicts of Interest**

The Society shall adopt procedures to assure that any potential “conflicting interest transaction,” as that term is defined in Section 33-1127 of the Act or any potential “excess benefit transaction,” as that term is defined in Section 4958 of the Internal Revenue Code, involving a disqualified person, including Directors and officers of the Society, shall only be undertaken after the requisite disclosure and voting by both Directors and, where appropriate, members of the Society as provided in Sections 33-1129 and 33-1130 of the Act and under any relevant regulations of the I.R.S. to avoid any possible violation of such statutes or regulations.

#### **Article VII - Amendments**

This constitution may be amended by the Society by ballot, provided that one-fourth (25%) of the Members cast a vote on a proposed amendment with approval by two-thirds (67%) of the votes cast. Amendments may be proposed by the Executive Council or by twenty Members. The Executive Council shall have the proposed amendment circulated to the Members. The amendment shall go into effect immediately upon approval of the Members.

The amendments and provisions of the Constitution, as approved, shall be effective immediately upon adoption, and shall supersede and nullify previous constitutional amendments and provisions not mentioned herein.

#### **Article VIII – Dissolution of the Society**

The Society may be dissolved by a two-thirds (67%) majority vote of the Members at a special meeting called for that purpose, or it may be dissolved by a two-thirds (67%) majority vote in ballot, provided that in each case at least a majority (51%) of the Society’s Members cast a vote.

In the event of dissolution, remaining assets of the Society shall, after payment of all just debts and obligations be distributed in such manner as the Executive Council decides, to (an)other tax exempt, charitable, scientific and educational association(s) with similar interest, and with compatible aims and objectives.

#### **Article IX—Registered Agent**

The street address of the Society’s initial registered agent is c/o The International Society for Interpersonal Acceptance and Rejection, Inc. Department of Human Development and Family Studies, Unit 2058, University of

Connecticut, Storrs, CT 06269-2058. The name of the initial registered agent at that address is Dr. Ronald P. Rohner.

I hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

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Ronald P. Rohner, PhD, Incorporator

Dated at Mansfield, Connecticut this 23<sup>rd</sup> day of July, 2007.

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\*Original draft prepared by Ronald P. Rohner, June 15, 2006, and ratified at the First International Congress on Interpersonal Acceptance and Rejection, June 24, 2006.

Revised August 16, 2006

Ratified by the Executive Council, September 1, 2006

Revised July 3, 2007

Ratified by the Executive Council, July 23, 2007

Ratified by the membership July 5, 2008

## ***Bylaws***

### ***of the***

# **INTERNATIONAL SOCIETY FOR INTERPERSONAL ACCEPTANCE AND REJECTION, INC. (ISIPAR)**

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## **BYLAWS**

### **Article I - Dues**

Section 1.1. The Executive Council shall be empowered to set the annual dues of Members, and to establish rates for any special classes of Members. The Executive Council shall have the discretion to establish any additional classes and determine their rights and responsibilities.

### **Article II - Fiscal Year**

**Section 2.1. Fiscal Year.** The fiscal year and membership year of the Society shall extend from January 1 through December 31.

### **Article III - Membership**

**Section 3.1. Members.** Membership dues shall be paid on the first day of each membership year. Membership in the Society shall be terminated upon failure to pay the annual dues one year after they are due.

**Section 3.2. Unanimous Consent.** In lieu of any regular or special meeting and vote of the Executive Council, the unanimous written consent of all the Executive Council may be executed with respect to any action taken or to be taken by the Executive Council, and said consent shall have the same force and effect as a unanimous vote of the Executive Council at a duly called or held meeting.

### **Article IV - Meeting of Members**

**Section 4.1. Annual Meetings:** The Members of the Society shall meet every year at a date and place to be set by the Executive Council. At the first annual meeting and at every succeeding biennial meeting, the Members shall elect the officers and the Regional Representatives and take such other actions as shall properly come before the meeting.

**Section 4.2. Alternative Year Meeting/Action without Meeting:**

- a. **Action without Meeting – General.** As permitted by Section 33-1064 (b) of the Act, in every alternate year after the first annual meeting, in lieu of an Annual Meeting of the Members of the Society in person, the Members may vote on any actions to be taken at that meeting, either: (i) by mail, as provided in sub-section

(b) of this Section, or (ii) by electronic means, as provided in sub-section (c) of this Section.

- b. **Action without Meeting – Mailed Ballot.** When, pursuant to subsection (a) of this Section, the Officers or Regional Representatives of the Society are to be elected by the Members or any other action is to be taken pursuant to a mail ballot by the Members, that balloting shall take place in the following way:
- (i) The Executive Council shall cause a ballot to be sent to each Member regarding each matter to be voted on, or each election to be so conducted. The ballot shall be in a form determined by the Executive Council, provided that the form, to be valid, must require the Member to sign and date it. The ballot shall be accompanied by: (a) any explanatory information concerning the vote as the Executive Council determines; (b) a stamped envelope addressed to the principal office of the Society; and (c) information describing the last date by which the returned ballots must be received by the Society in order to be counted in the vote.
  - (ii) The vote of Members, or of the Members of any particular class, shall be determined from the total number of Members who actually vote by mail, rather than from total number of members entitled so to vote, so long as the number of Members voting would comprise a quorum for a meeting if the Members were meeting in person.
  - (iii) The record date for determining members entitled to take action by written ballot rather than by a meeting is the date on which the first Member signs the ballot as described in Section 4.2(b)
  - (iv) A ballot signed under this section shall have the same force and effect as would a vote of the Member who signed it at a meeting of the Member duly held at which a quorum was present.
- c. **Action without Meeting – Electronic Ballot and Signatures.** As permitted by C. G. S. Section 1-260 et seq. (known as the “Connecticut Uniform Electronic Transactions Act” or “CUETA”) the Executive Council and each Member of the Society agrees, by acceptance of their memberships in the Society, that the signatures of the Society’s Directors required for a unanimous consent of the Executive Council pursuant to Section 3.3 above or for any other purposes relating in any way to the Society, or the signatures on ballots of Members who may be asked to vote in lieu of a meeting of Members pursuant to Section 33-1064 (b) of the Act or in referendums pursuant to, may be accomplished by an “electronic signature” as that term is defined in Section 1-267(7) of CUETA. The Executive Council is authorized to adopt procedures for the use of electronic signatures in voting pursuant to this sub-section. When, pursuant to sub-section (a) of this

Section, the Officers or Regional Representatives of the Society are to be elected by the Members or any other action it to be taken pursuant to an electronic ballot by the Members, that balloting shall take place in the following way:

- (i) The Executive Council shall cause a ballot to be sent electronically to each Member to be voted on, or each election to be so conducted. The ballot shall be in e-mail form determined by the Executive Council, provided that the e-mail form, to be valid, must require the Member to electronically sign and date it. The ballot shall be accompanied by: (a) any explanatory information concerning the vote as the Executive Council determines; (b) an electronic correspondence addressed to the principal office of the Society; and (c) information describing the last date by which the returned ballots must be received electronically by the Society in order to be counted in the vote.
- (ii) The vote of Members, or of the Members of any particular class, shall be determined from the total number of Members who actually vote by electronic mail, rather than from total number of members entitled so to vote, so long as the number of Members voting would comprise a quorum for a meeting if the Members were meeting in person.
- (iii) The record date for determining Members entitled to take action by written ballot rather than by a meeting is the date on which the first Member signs the ballot as described in Section 4.2(c) (i).
- (iv) An electronic ballot signed under this section shall have the same force and effect as would a vote of the Member who signed it at a meeting of the Members duly held at which a quorum was present.

**Section 4.3. Membership Meetings.** In addition to the Annual Meeting, the Members may conduct regular meetings at a date and time set by the Executive Council.

**Section 4.4. Special Meetings.** Special Membership meetings shall be held upon the call of the President or the Executive Council, or upon written request of at least twenty (20) Members, from any class of Members.

**Section 4.5. Notice.** Notice of any meeting shall be given to each Member, by mail or email, no less than four days prior to the meeting, with the exception of the Annual Meeting, which shall require notice of at least five days.

**Section 4.6. Open Forum.** Members and visitors are welcome at all general Society meetings. The President shall manage every meeting to provide opportunities for non-members to present relevant issues, positions, information, or opinions to the Membership for its consideration.

**Section 4.7. Quorum.** The quorum for Membership meetings shall be twenty percent (20%) when present and in person, and fifty percent (50%) via electronic means.



## **Article V - Duties of the Executive Council**

**Section 5.1. Executive Council.** The Executive Council is the Board of Directors of this corporation. As permitted by Section 33-1083 (b) of the Act, the persons occupying the positions of the Officers of the Society identified in Article VI of the By-laws and the positions of Regional Representatives as identified in the Constitution shall be ex-officio Directors of the corporation. Each such ex-officio Director shall be counted in determining a quorum of the Executive Council and each such ex-officio Director shall have a vote. The sole members of the Executive Council shall be its Officers and Regional Representatives. The Executive Council shall, subject to the provisions of Article V of the Constitution:

- a. Appoint necessary committees, define their duties, and receive their reports;
- b. Appoint all representatives of the Society to other societies, agencies, and councils, or select such representatives from slates submitted by other societies, agencies, or councils;
- c. Employ and compensate necessary secretarial, clerical, and office personnel;
- d. Expend Society funds within the budget and solicit, accept, and expend special funds for special purposes, and shall notify the membership of any such action with reference to special funds by report in the appropriate publication of the Society;
- e. Serve as a clearinghouse of information concerning all matters of professional and scientific interest to the Society;
- f. Hold referenda on matters deemed urgent;
- g. Establish liaison with other professional or scientific organizations and institutions;
- h. Hold two meetings every two years in the following sequence: the Business Meeting of the Executive Council with the full membership of the Society, and the Organizational Meeting of the newly constituted Executive Committee. Unless notice is given to the membership at least 90 days prior to the normally scheduled meetings, these two meetings will be held in conjunction with the biennial meeting of the Society. In addition, the Executive Council may hold other meetings as needed;
- i. Report its activities to the membership of the Society during the biennial Business Meeting;
- j. The Executive Council shall have the right by vote of two-thirds of its members to request the resignation of a member of the Executive Council if it deems the amount of time spent by that member is not sufficient in carrying out the duties of the office.

## **Article VI – Officers**

**Section 6.1. President.** The President shall preside at all meetings of the Society and shall chair the Executive Council. The President shall be authorized to fill any vacancy that may occur on any Committee of the Society, and shall perform such other duties as required by the office or as may be properly

required by vote of the Executive Council or the Society at any duly constituted meeting.

**Section 6.2. President-Elect.** The President-Elect shall assist the President in the performance of the President's duties, and shall carry out the duties of the President whenever the President is unable to perform them, including but not limited to, chairing all meetings of the Society and the Executive Council and co-signing all written contracts and obligations authorized by the Executive Council. The President-Elect shall organize the Program Committee, organize the biennial meetings, and shall perform such other duties as required by the office or as may be properly required by vote of the Executive Council or the Society at any duly constituted meeting.

**Section 6.3. Past President.** In the absence of either of the President or the President-Elect, the Past President shall co-sign all written contracts and obligations authorized by the Executive Council. The Past President shall also serve as the corporate historian, and shall perform such other duties as required by the office or as may be properly required by vote of the Executive Council or the Society at any duly constituted meeting.

**Section 6.4. Secretary.** The Secretary shall be the recording officer of the Society. As such, the Secretary shall record and report at each biennial meeting the transactions of the Executive Council and the Society, and shall perform such other duties as the Executive Council may assign.

**Section 6.5. Treasurer.** The Treasurer shall supervise the elections of the Society, as noted in Article VII, Section 7.3. The Treasurer shall be responsible for receipt and disbursement of Society funds. The Treasurer shall act upon all membership applications, maintain records of membership, receive membership dues, maintain accounts of membership dues, and shall perform such other duties as the Executive Council may assign.

## **Article VII - Elections**

**Section 7.1. Occurrence.** The Executive Council shall insure that elections are held biennially for the position of President-Elect, and every four years for the position of Secretary-Treasurer and Regional Representatives.

**Section 7.2. Nominations.** The Past President shall serve as Chairperson of the Nomination Committee; the President shall appoint two Members to serve with the Past President as a Nominations Committee. The Nominations Committee shall nominate one or more candidates for each vacant office, bearing in mind the diverse regional representation and interests of the Society; it shall notify the membership of the Society of its activities, and it shall solicit nominees from the Members; at least sixty days prior to the scheduled date of the election, it shall make public its list of nominees. Any five Members may nominate an additional candidate, providing that their nomination is submitted to the Chairperson of the Nominations Committee at least thirty days prior to the scheduled date of the elections. No member shall accept a nomination to any office unless the member states in writing to the Executive Council his/her willingness and ability to devote such time to the affairs of the Society as is necessary to the effectiveness and execution of the office, including attending the biennial Business Meeting and Organizational Meeting of the newly constituted Executive Council.

**Section 7.3. Elections Committee.** The Secretary-Treasurer of the Society shall act as Chairperson of an Elections Committee, and the President shall appoint at least one Member to assist the Secretary-Treasurer in performance of this task.

**Section 7.4. Elections.** Each Member shall be entitled to a ballot. The Elections Committee shall confirm the eligibility of all voters who submit a ballot. Ballots must be submitted in accordance with the schedule determined by the Elections Committee. Newly elected members of the Executive Council shall take office at the close of the biennial Business Meeting.

**Section 7.5. Vacancies.** In case of vacancy to any office or elective position within the Society, the President shall request the Nominations and Elections Committee to make appropriate provisions during the nominations and elections process. The Executive Council shall make interim appointments to fill vacancies among the Officers until the position is filled by election.

## **Article VIII – Program Committee**

**Section 8.1. Program Committee.** The Program Committee shall consist of President-Elect who acts as chairperson, along with additional Members as deemed necessary. The Program Committee shall be charged with assembling the program of the biennial meeting of the Society, and with making local arrangements. The Program Committee shall issue announcements, a Call for Papers, Symposia, and Workshops, and it shall distribute a program in advance of the meeting.

## **Article IX— Publications**

**Section 9.1.** The Executive Council shall appoint an Editor for each official publication of the Society, with conditions of administrative staffing to be determined by the Executive Council.

## **Article IX— Referendum**

**Section 10.1. Referendum.** A referendum vote may be held by ballot at any time upon the initiative of the Executive Council. The Executive Council shall conduct a referendum upon receipt of a petition signed by at least ten percent of the Members or by twenty Members, whichever number is larger. The Executive Council shall conduct the referendum within thirty days of receiving a valid petition.

- (a) Quorum: A quorum for referenda shall be twenty percent (20%) of Members. Except when otherwise stated, a referendum shall be decided by a majority of the valid ballots cast.
- (b) Effect of the decision by Referendum: Unless otherwise specified, a motion approved by a referendum of the Membership shall be: (i) binding on the Society and the Executive Council and; (ii) it may not be overturned during the remainder of the current Executive Council term.

## **Article XI— Amendments**

**Section 11.1. By-Laws.** These By-Laws may be amended by ballot, provided that one fourth (25%) or the Members cast a vote on the proposed amendment with approval by a simple majority of the votes cast.

- (a) Amendments may be proposed by the Executive Council or by twenty Members.
- (b) The Executive Council shall have the proposed amendment circulated to the Members, and it shall allow thirty days for the return of ballots. An amendment shall go into effect immediately upon approval, as specified above.

**Section 11.2. Record of Changes.** Whenever these By-Laws are amended or repealed, that action and the date on which it was taken shall be noted on the original By-Laws in the appropriate place, or a new set of By-Laws shall be prepared incorporating those changes.

**Section 11.3. Inconsistencies with the Certificate of Incorporation.** If any provisions of these By-Laws are found to be inconsistent with any of the provisions of the Certificate of Incorporation, as presently existing or as amended, the Certificate of Incorporation shall be the controlling authority.

**Original draft prepared by Ronald P. Rohner, June 15, 2006, and ratified at the First International Congress on Interpersonal Acceptance and Rejection, June 24, 2006.**

**Revised August 16, 2006; Ratified by the Executive Council, September 1, 2006.**

**Revised July 3, 2007; Ratified by Executive Council, July 23, 2007.**

**Ratified by the membership, July 5, 2008.**