

BYLAWS  
OF  
INTERNATIONAL PHYCOLOGICAL SOCIETY,  
a California Nonprofit Public Benefit Corporation

ARTICLE I  
OFFICES

Section 1. PRINCIPAL OFFICE.

The principal place of business of the corporation is in the County of San Diego, California, and the principal mailing address for the corporation is Association Manager, Allen Press, Incorporated, 810 East 10th St., Lawrence, KS 66044.

Section 2. CHANGE OF ADDRESS.

The Board of Directors (established herein) is hereby granted full power and authority to change the principal place of business of the corporation from one location to another. Any such change shall be noted by the Secretary of the corporation in these Bylaws, but shall not be considered an amendment to these Bylaws.

Section 3. ADDITIONAL OFFICES.

The Board of Directors may establish at any time branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE II  
PURPOSES AND LIMITATIONS

Section 1. GENERAL PURPOSES.

This corporation is organized exclusively for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

Section 2. SPECIFIC PURPOSES.

The specific purposes of the corporation are: (a) the development of phycology; (b) distribution of phycological information; and (c) fostering international cooperation among phycologists and phycological organizations. The purposes of the corporation shall be attained by the following means: (a) issuance of periodical and nonperiodical publications; (b) establishment of committees for specific investigative or administrative purposes; (c) cooperation with national phycological organizations; and (d) engagement in any other activity consistent with the objects of the corporation; provided, however, that the corporation's purposes shall at all times be limited to and consistent with the basis upon which the corporation is granted tax-exempt status under Sections 170(c), 501(c)(3), 2055(a) and 2522(a) of the Internal Revenue Code of 1986.

Section 3. LIMITATIONS.

(a) Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (b) by a corporation, contributions to which are deductible under Sections 170(c), 501(c)(3), 2055(a) and 2522(a) of the Internal Revenue Code of 1986.

(b) No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) If the corporation is at any time a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, during such time, the corporation:

(1) will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986;

(2) will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986;

(3) will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986;

(4) will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986; and

(5) will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986.

ARTICLE III

MEMBERS

Section 1. TYPES OF MEMBERSHIP.

Membership shall be of six types. All members shall have the right to participate in the business of the corporation and, with the exception of associate members, shall receive one copy of each periodical publication of the corporation provided that they have paid their dues for the current year. A copy of the Articles and Bylaws shall be sent to any member who requests a copy.

(a) *Ordinary Membership*, which shall be granted to any person upon application to the Chief Financial Officer/Treasurer, to become effective following payment of annual dues.

(b) *Associate Membership*, which does not include a subscription to the Journal, may be granted to individuals upon application to the Chief Financial Officer/Treasurer.

(c) *Student Membership* may be granted by the Chief Financial Officer/Treasurer, normally for a maximum of five years, to full-time, degree-seeking students upon substantiation in a note from their advisor or supervisor.

(d) *Retired Membership* may be granted by the Chief Financial Officer/Treasurer to individuals who have entered official retired status at their institutions and have been members of the Corporation for at least ten years.

(e) *Honorary Membership* may be granted by the Board of Directors to distinguished psychologists or to those who have given outstanding service to the Corporation.

(f) *Lifetime Membership* may be granted to individuals upon application to the Chief Financial Officer/Treasurer, to become effective following a single payment of a sum specified by the Board of Directors.

## Section 2. MEMBERSHIP DUES.

Annual dues shall be paid by each member except Honorary and Lifetime members. The amount of the dues for ordinary members shall be determined by the Board of Directors, subject to ratification by a majority of responding members. The dues for associate, student and retired members shall be a fraction of ordinary member dues and set by the Board of Directors. The dues for lifetime members shall be determined by the Board of Directors; upon payment of the specified sum, lifetime members shall not thereafter be required to pay dues. Dues shall be paid directly to the Chief Financial Officer/Treasurer or to regional subtreasurers if designated by the Chief Financial Officer/Treasurer.

Members failing to pay dues for *two successive years* shall cease automatically to be members; such persons may be reinstated as members on application to the Chief Financial Officer/Treasurer and payment of *current dues*. If the reinstated member wishes to receive all issues of the journal that were published during the period when dues were unpaid, then *all back dues must be paid*.

## Section 3. REGULAR MEETINGS.

A regular meeting of the members shall be held every four years at the International Psychological Congress (“Congress”). During years in which no Congress is held, a meeting of the members shall be held at 7:00 p.m. on the first Wednesday of June of each year at the principal executive office of the corporation, or such other time and place as the Board of Directors may specify, for the purpose of electing directors, unless the corporation distributes a written ballot to every member entitled to vote as described below in Section 7 entitled “ACTION WITHOUT MEETING – WRITTEN BALLOT.”

Section 4. SPECIAL MEETINGS.

Special meetings may be called at any time for any purpose by the Board of Directors, the President or any director. Special meetings shall be held at the principal executive office of the corporation unless a different location is approved in advance by the Board of Directors.

Section 5. NOTICE.

Whenever members are required or permitted to take any action at a meeting, a written notice (which shall include a written notice delivered by electronic means) of the meeting shall be given not less than 10 nor more than 90 days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than 20 days before the meeting. Subject to subdivision (f) of Section 5511 and subdivision (b) of Section 5512 of the California Corporations Code, that notice shall state the place, date and time of the meeting, the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate in that meeting, and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of the regular meeting, those matters which the board, at the time the notice is given, intends to present for action by the members, but, except as provided in subdivision (b) of Section 5512, any proper matter may be presented at the meeting for such action. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to members.

Notice of a members' meeting or any report shall be given personally, by electronic transmission by the corporation, or by mail or other means of written communication, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for purpose of notice; or if no such address appears or is given, at the place where the principal office of the corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located.

Section 6. QUORUM.

One-tenth of the voting power, represented in person or by proxy, shall constitute a quorum for actions by written ballot and at meetings of members, other than the meeting held every four years at the Congress. At members' meeting held at Congresses, the quorum shall be one-tenth of members in good standing in attendance at the Congress.

At any meeting which is actually attended, in person or by electronic means as specified below in Section 8, by less than one-third of the members, the only matters which may be voted upon are matters notice of the general nature of which was given pursuant to Section 5, above.

Section 7. ACTION WITHOUT MEETING – WRITTEN BALLOT.

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to every member entitled to vote on

the matter. Unless otherwise provided by the articles or bylaws and if approved by the board of directors, that 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 to the corporation. That ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation.

Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Ballots shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

Section 8. USE OF CONFERENCE TELEPHONE, ELECTRONIC TRANSMISSION, OR ELECTRONIC VIDEO SCREEN COMMUNICATION.

A meeting of the members may be conducted, in whole or in part, by teleconference, electronic transmission by and to the corporation (as described in Sections 20 and 21 of the California Corporations Code), or by electronic video screen communication (1) if the corporation implements reasonable measures to provide members in person 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 or telephone communication, a record of that vote or action is maintained by the corporation.

#### ARTICLE IV

#### BOARD OF DIRECTORS

Section 1. AUTHORIZED NUMBER AND ELECTION OF DIRECTORS; TERM OF OFFICE.

The authorized number of directors shall be sixteen directors until changed by amendment to these Bylaws. The sixteen directors shall include the Editor of the Corporation's publications and the Chairperson of the corporation's International Organizing Committee ("IOC"). Nine members shall be elected as ordinary directors, one as Vice-President/President-elect, one as Secretary and one as Chief Financial Officer/Treasurer. The President and Past President shall serve on the Board of Directors by virtue of their prior election as Vice-President/President-elect. All individuals shall be in good standing and elected from and by the membership of the corporation.

Each elected ordinary director shall serve a term of three years, with the nine terms so arranged that three vacancies shall occur and be filled each year. Ordinary directors may serve no more than one term and shall not be eligible for re-election until after an interval of two years. Vacancies created by resignation, incapacity or death shall be filled at the next regular election. The terms of the officers shall be as described below in Article VII.

A Nominating Committee shall be appointed by the President and shall consist of three appointed members selected from the Board of Directors and the President *ex officio*. Each appointment shall be for a two-year term to run concurrently with the President's term, and only one full term may be served at a time. It shall be the duty of the Nominating Committee to consider all nominations by the membership, and to prepare with the approval of the Executive Committee a ballot bearing the names of candidates chosen by the Committee.

Nominations for Board of Directors members may be made by any member of the corporation, and all nominations shall be conveyed to the Nominating Committee. The final list of candidates, comprising two names for each vacancy, shall be selected by the Nominating Committee, with the approval of the Board of Directors, so as to reflect the international nature of, and the diversity of research interests in, the corporation.

Ballots shall be distributed to the full membership of the corporation during the last half of each year and shall be returned to, and counted by, the Secretary. Between each pair of candidates, the candidates receiving the greater number of votes shall be declared elected. In the event of a tie vote, the Board of Directors shall decide. The names of newly elected directors shall be announced during the first quarter of the year following their election.

## Section 2. POWERS.

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any other applicable law, these Bylaws and the Articles of Incorporation, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

## Section 3. SPECIFIC POWERS.

Without prejudice to the general powers set forth in Article IV, Section 1 of these Bylaws, and subject to the same limitations, the Board of Directors shall have the following powers:

(a) To appoint and remove, at the pleasure of the Board of Directors, all of the corporation's agents and employees; to prescribe powers and duties for corporate officers, agents and employees that are consistent with law, with the Articles of Incorporation and with these Bylaws; and to fix their compensation and require from them security for faithful performance of their duties.

(b) To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefor not inconsistent with laws, with the Articles of Incorporation or the Bylaws, as they deem best.

(c) To borrow money and incur indebtedness on behalf of the corporation and to 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.

(d) To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, received by gift, contribution, bequest, devise or otherwise; to sell and convert property, both real and personal, into cash; and to use the funds of this corporation and the proceeds, income, rents, issues and profits derived from any property of this corporation for any of the purposes for which this corporation is formed.

(e) To act as trustee under any trust created to furnish funds for the principal objectives of this corporation and receive, hold, administer, and expend funds and property subject to such trust.

(f) To purchase or otherwise acquire, own, hold, sell, assign, transfer or otherwise dispose of, mortgage, pledge, or otherwise hypothecate or encumber, and to deal in shares, bonds, notes, debentures or other securities or evidences of indebtedness of any person, firm, corporation or association and, while the owner or holder thereof, to exercise all rights, powers, and privileges of ownership.

(g) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government (foreign or domestic) or other municipal or governmental subdivision.

#### Section 4. REMOVAL OF DIRECTORS.

The Board of Directors may declare vacant the office of a director on the occurrence of any of the following events:

(a) The director has been declared of unsound mind by a final order of court;

(b) The director has been convicted of a felony; or

(c) The director has been found by final order or judgment of any court to have breached a duty under Section 5230 of the California Nonprofit Corporation Law.

#### Section 5. RESIGNATION.

Any director may resign by giving written notice of the director's resignation to the President or the Secretary of the Board of Directors of the corporation. The resignation shall be effective on the date of delivery of such written notice unless the notice specifies a later time for the effectiveness of the resignation. Upon the effective date of such resignation, the director's position shall be declared vacant and a successor may be elected. A director shall not resign if the corporation would be left without a duly elected director or directors in charge of its affairs.

Section 6.     RESTRICTION ON INTERESTED PERSONS AS DIRECTORS.

No more than 49 percent of the persons serving on the Board may be interested persons, as that term is defined in Corporations Code section 5227(a). An interested person is (a) any person currently being 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 director as director; and (b) any spouse, ancestor, descendant, sibling, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of a person described in (a) above.

Section 7.     COMPENSATION OF DIRECTORS.

Directors may not receive compensation for their services provided to the corporation, but may receive reimbursement of expenses incurred on behalf of the corporation, as may be deemed by the Board of Directors to be reasonable and just.

ARTICLE V

DIRECTORS' MEETINGS

Section 1.     REGULAR MEETINGS.

The Board of Directors shall hold a regular meeting at 7:00 p.m. on the first Wednesday of June of each year at the principal executive office of the corporation, or such other time and place as may be agreed to by all the directors.

Section 2.     SPECIAL MEETINGS.

The Board of Directors may hold special meetings for any purpose. Special meetings may be called at any time by the President or any director. Special meetings shall be held at the principal executive office of the corporation unless another location is approved in advance by all of the directors.

Section 3.     SPECIAL MEETINGS - NOTICE.

Special meetings of the Board shall be held upon four (4) days' notice by mail or forty-eight (48) hours' notice delivered personally, by telephone (including a voice messaging system), by telegraph with charges prepaid, or by electronic transmission by the corporation (including e-mail and facsimile telecommunication). The notice shall state the time and place for the meeting and shall specify the purpose of such meeting.

Section 4.     WAIVER OF NOTICE.

Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director.



Section 5. DIRECTORS ACTING WITHOUT A MEETING BY UNANIMOUS WRITTEN CONSENT.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

Section 6. ADJOURNMENT.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 7. QUORUM.

A majority of the authorized number of voting directors (*i.e.*, nine directors) constitutes a quorum of the Board of Directors for the transaction of business. Every act or decision done or made by a majority of the voting directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, subject to the more stringent provisions of the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 8. USE OF CONFERENCE TELEPHONE, ELECTRONIC TRANSMISSION, OR ELECTRONIC VIDEO SCREEN COMMUNICATION.

Members of the Board of Directors may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission by and to the corporation (as described in Sections 20 and 21 of the California Corporations Code). Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if (1) each director participating in the meeting can communicate with all of the other directors concurrently and (2) each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

ARTICLE VI  
COMMITTEES

Section 1. ESTABLISHMENT.

The Board of Directors may, by resolution, designate one or more committees to serve at the pleasure of the Board. Each such committee shall consist of two or more directors. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except

that no committee may:

- (a) Fill vacancies on the Board or on any committee that has the authority of the Board;
- (b) Fix compensation of the directors for serving on the Board or on any committee;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (e) Create any other committees of the Board or appoint the members of the committees of the Board;
- (f) Expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected; or
- (g) Approve any self-dealing transaction except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

Section 2. MEETINGS AND ACTION OF COMMITTEES.

Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE VII

OFFICERS OF THE CORPORATION

Section 1. OFFICERS.

The officers of the corporation shall be President, Vice-President/President-elect, Past President, Secretary and Chief Financial Officer/Treasurer. One Board of Directors position shall be designated that of President, one that of Vice-President/President-elect, one that of Past President, one that of Secretary and one that of Chief Financial Officer/Treasurer. Nominees agreeing to be on the ballot for these positions accept the responsibility of performing the duties of these positions for the corporation if duly elected. All members of the corporation are eligible for nomination.

Section 2. REMOVAL AND RESIGNATION.

Without prejudice to the rights of an officer under any contract of employment, any officer may be removed by the Board of Directors for cause. Any officer may resign at any time by giving notice to a director of the corporation. Such resignation shall not prejudice the rights, if any, of the corporation under any contract to which the officer is a party. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice, and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

Section 3. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled at the sole and absolute discretion of the Board of Directors from members of that body or of the Corporation on a temporary basis until the next regular election.

Section 4. PRESIDENT.

The President shall be the Chief Executive Officer of the corporation. The President shall preside at each meeting of the Board. The President shall be entitled to notice of and to attend meetings of all committees. The President shall see that all orders and resolutions of the Board and of committees of the Board are carried into effect.

The term of office for the President shall be two years. The President may not serve more than one full term at a time.

Section 5. VICE-PRESIDENT/PRESIDENT-ELECT.

The Vice-President/President-elect shall normally serve for two years and then, subject to ratification by a majority vote of the Board of Directors, assume the office of President for a further two years. A vacancy in the office of President created by resignation, incapacity or death shall automatically be filled by the Vice-President/President-elect until that elevation is ratified by the Board of Directors. A new Vice-President/President-elect shall then be elected in the ordinary way.

Section 6. PAST PRESIDENT.

The immediate Past President shall serve as a member of the Board of Directors for an additional two years after completion of the term as President.

Section 7. SECRETARY.

The Secretary shall keep, or cause to be kept, at the corporation's principal office or such other place as the Board of Directors may order, the Articles of Incorporation, these Bylaws and a book of minutes of all meetings of directors and committees of the Board, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors and committee meetings, and the number of votes present or represented at directors' meetings. The book of minutes and other records shall be open to inspection by the Board of Directors at all reasonable times.

The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

The term of office for the Secretary shall be three years and the Secretary may serve not more than two full terms consecutively.

Section 8. CHIEF FINANCIAL OFFICER/TREASURER.

The Chief Financial Officer/Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and investments. The books of accounts shall at all reasonable times be open to inspection by any director.

For convenience of collection of dues, the Chief Financial Officer/Treasurer may organize and designate a system of regional subtreasurers. The Chief Financial Officer/Treasurer shall submit an annual financial report to the Board of Directors, the report having been audited by a professional auditor chosen by the Chief Financial Officer/Treasurer with the approval of the President.

The Chief Financial Officer/Treasurer also shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors, shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the directors, whenever they request it, an account of all transactions performed as Chief Financial Officer/Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

The term of the Chief Financial Officer/Treasurer shall be three years, and the Chief Financial Officer/Treasurer may serve not more than two full terms consecutively.

ARTICLE VIII

PERSONNEL

The Board of Directors may employ such office and professional personnel and retain consultants as may be deemed necessary to attain the objectives of the corporation.

ARTICLE IX

CONTRACTS, INCOME AND DISBURSEMENTS

Section 1. CONTRACTS.

The Board may authorize any officer or agent of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or service agreement or to execute and deliver any instrument in the name of and on behalf of the corporation.

Section 2.     CHECKS.

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such persons and in such manner as shall from time to time be determined by resolution of the Board.

Section 3.     GIFTS.

The Board of Directors may accept on behalf of the corporation any contributions, gifts, bequests or devises for the general purposes or for any special purpose of the corporation.

ARTICLE X

INDEMNIFICATION AND REIMBURSEMENT OF DIRECTORS,  
OFFICERS, EMPLOYEES AND AGENTS

Section 1.     RIGHT OF INDEMNITY.

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, agents and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, 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 Section 5238(a) of the California Corporations Code and including an action by or in the right of the corporation, arising because that person is or was a person described in Section 5238(a) of the California Corporations Code. "Expenses" as used in this bylaw, shall have the same meaning as set forth in Section 5238(a) of the California Corporations Code.

Section 2.     APPROVAL OF INDEMNITY.

On written request to the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board of Directors shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or 5238(c) has been met, and if so, the Board shall authorize indemnification.

Section 3.     ADVANCEMENT OF EXPENSES.

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 Article X of these Bylaws in defending any proceeding covered by these 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 if it is ultimately determined that the person is not entitled to be indemnified by the corporation for those expenses.

Section 4. DIRECTOR'S LIABILITY.

To the extent provided under Section 5231.5 of the California Corporations Code and all applicable law, there shall be no monetary liability on the part of, and no cause of action for damages shall arise against, any volunteer director or volunteer executive committee officer of this non-profit public benefit corporation based upon any alleged failure to discharge such person's duties as a director or officer if such duties are performed in a manner that meets all of the following criteria:

- (a) such duties are performed in good faith;
- (b) such duties are performed in a manner such director or officer believes to be in the best interest of the corporation; and
- (c) such duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 5. REIMBURSEMENT OF EXPENSES.

The officers of this corporation shall be entitled to reimbursement for reasonable expenses expended on behalf of the corporation.

ARTICLE XI  
INSURANCE

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of Article X.

ARTICLE XII  
CORPORATE RECORDS AND REPORTS-INSPECTION

Section 1. RECORDS.

The corporation shall keep adequate and correct books and records of account and shall keep minutes of the proceedings of the Board of Directors and committees of the Board of Directors. Such minutes shall be kept in written form. Such other books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 2. ANNUAL REPORT.

An annual report shall be prepared within 120 days after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail:

- (a) A balance sheet as of the end of the fiscal year, and an income statement and

statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or, if there is no such report, by the certificate of an authorized officer of the corporation that they were prepared without audit from the books and records of the corporation.

(b) Any information regarding transactions with interested persons and of indemnifications required by California Corporations Code section 6322.

Section 3. DIRECTORS' INSPECTION RIGHTS.

Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind and physical properties. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE XIII  
PUBLICATIONS

The official publication of the Corporation shall be a scientific periodical, Phycologia, containing reports of original research, reviews of any aspect of phycology, and whatever information about phycology and phycologists that the Board of Directors deem worthy and appropriate. All editorial policies shall be approved by the Board of Directors in consultation with the Editorial Committee, with due consideration to the financial resources of the Corporation and pursuant to the guiding principle that the journal shall be international in scope and open to all aspects of phycology.

Special publications, including supplements to the journal, may be issued at the direction of the Board of Directors, who shall determine the method of their financing.

All publications of the Corporation shall be available to libraries or other organizations on subscription, which shall be fixed by the Board of Directors at a higher annual rate than ordinary membership.

The publications of the Corporation shall be under the supervision of an Editorial Committee composed of an Editor-in-chief assisted by a Board of Associate Editors. The Editor-in-chief shall be appointed by the Board of Directors for a three-year term and may serve an unlimited number of terms. The Board of Associate Editors shall be composed of at least three persons appointed by the Editor-in-chief, with the approval of the Board of Directors, and shall normally serve terms to run concurrently with the Editor-in-chief's term. Associate Editors may serve an unlimited number of terms. Selection of Associate Editors shall be pursuant to the guiding principles that the journal shall be international in scope and open to all aspects of phycology. Vacancies in the Editorial Committee created by resignation, incapacity or death shall be filled immediately by appointments made as above.

ARTICLE XIV  
CONGRESSES

International Psychological Congresses may be held at intervals determined by the Board of Directors. These Congresses shall be under the jurisdiction of the IOC consisting of a Chairperson and a minimum of 30 members. Membership in the IOC is by invitation of the IPS President, the list being drawn up by the IOC Chairperson and approved by the President. The IOC Chairperson is appointed by the IPS President, with the approval of the Board of Directors. The IOC Chairperson is permitted to serve for two Congresses, and shall become an *ex officio* member of the Board of Directors. Officers of the Board of Directors shall be *ex officio* members of the IOC.

Successive IOC Chairpersons shall be appointed sufficiently early in the incumbent Chairperson's term to participate in all decisions concerning the Congresses for which they have responsibility. The IOC Chairperson-designate shall be an *ex-officio* member of the Board of Directors with voting rights for all matters concerning Congress organization.

ARTICLE XV  
AMENDMENTS TO BYLAWS

These Bylaws may be adopted, amended or repealed by the Board of Directors by a vote equaling or exceeding two-thirds of the incumbent directors of the corporation.

ARTICLE XVI  
CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law 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 and the plural includes the singular, and the term "person" includes both a legal entity and a natural person. Any reference to any section of the Internal Revenue Code of 1986 includes all amendments to such section and any corresponding provision of any future United States internal revenue law.

These Bylaws replace and supersede the Constitution of the International Psychological Society. These Bylaws do not supersede the Executive Council Operations Manual ("ECOM"), but in the event of any conflict between these Bylaws and the ECOM, these Bylaws shall control. When the ECOM is next revised, it shall be renamed the "Board of Directors Operations Manual."



CERTIFICATE OF ADOPTION OF BYLAWS  
INTERNATIONAL PSYCHOLOGICAL SOCIETY,  
a California Nonprofit Public Benefit Corporation.

Certificate by President of Adoption by Board of Directors and Members.

THIS IS TO CERTIFY that I am the duly elected, qualified and acting President of the above named corporation and that the foregoing Bylaws were adopted as the Bylaws of said corporation as of \_\_\_\_\_, 2006 by the Board of Directors and members of said corporation.

Dated: \_\_\_\_\_, 2006

\_\_\_\_\_  
C.A. Maggs, President