

ICP, INC. BYLAWS 2010 ARTICLE 1. CERTIFICATE OF INCORPORATION

CONNECTICUT CERTIFICATE OF INCORPORATION

1.1. The name of the corporation is the International Council of Psychologists, Inc.

1.2. The duration of said corporation is unlimited.

1.3. International Council of Psychologists, Inc. is a nonprofit corporation, governed by the bylaws, organized exclusively for educational and scientific purposes. Its purpose is to advance psychology and the application of its scientific findings throughout the world.

1.4. The Board of Directors consists of the Officers and Directors-at-Large of the Board of Directors, elected in accordance with the Bylaws.

1.5. The officers are the President, President-Elect, Past President, Secretary, and Treasurer, all of whom are elected from Members of the International Council of Psychologists, Inc. in accordance with the Bylaws.

1.6. A meeting of the Board of Directors and a general membership meeting both will occur annually at the International Council of Psychologists, Inc. Convention site. The Board of Directors may hold additional meetings as needed either in a single location or via electronic means.

1.7. No part of the Council's income is distributed to its members, directors, or officers, and the Council shall not have to issue shares of stock or pay dividends.

1.8. Upon the dissolution or other termination of the Council, the Board of Directors will select another organization dedicated to educational or scientific purposes in the field of psychology, to which to transfer such assets as remain after the payment of all liabilities.

ARTICLE 2. MEMBERSHIP

2.1. Types of Membership. There are two classes of membership: Member and Student Affiliate.

2.2. Members are mental health professionals and social scientists who hold or are eligible to hold membership in their discipline related national professional association, and (b) have been actively engaged for a period of not less than two years, prior to application for membership, in professional work or study that advances the science and practice of psychology and supports the use of psychological knowledge to promote social health and justice globally.

2.3 Student Affiliates are graduate students enrolled in an academic program leading to an advanced degree in psychology or in an allied mental health profession or social science.

2.4 Privileges and Benefits of Members. Full Members in good standing are entitled to: vote in all member elections and on all propositions submitted to the membership; receive regularly issued

publications free of charge; receive discounts on other publications or on registration fees as may be established by the Board; hold elective or appointive office, and receive other privileges granted by the Board or specified in

the Bylaws. Student Affiliates receive all the privileges of Members, except the rights to vote and hold elective office.

2.5 Application for Membership. Each must be submitted with first year dues and are reviewed by the membership Committee for recommendation to the Board of Directors for membership status approval.

2.6 Resignation, Termination and Reinstatement of Membership. Termination of membership occurs under the following conditions: (1) for non-payment of dues; (2) For unethical practice or unprofessional behavior, or conduct reflecting unfavorably upon the association or scientific psychology.

2.10. Reinstatement of a former member whose resignation had previously been accepted, or who has been terminated, is considered by the membership Committee. Upon receipt of the reinstatement request, submission of a new application for membership and the payment of dues, the Membership Committee shall act upon the request.

2.11. Members may not act as a representative or agent of the International Council of Psychologists, Inc. without specific, written authorization by the President or as specified in these Bylaws.

ARTICLE 3. EXECUTIVE COMMITTEE & BOARD OF DIRECTORS

3.1. The Board of Directors consists of five Officers comprising the Executive Committee and 12 Directors-at-Large. The President, President-Elect, Past-President, Secretary and Treasurer comprise the Executive Committee of the association.

3.2. The President is the executive-in-charge of management and leadership of the association and has just completed an elected term as President-Elect. Following the Presidential year, this officer serves as Past President in the next term.

3.3. The Secretary and Treasurer are elected for terms of three years. The Secretary and Treasurer are elected in different years so their terms are overlapping but not identical years.

3.4. Board members are elected annually from a slate of candidates who have agreed to be nominated for each available position and are ICP members in good standing.

3.5. Four Directors-at-Large of the Board are elected each year to serve three-year terms.

3.6. Board members are installed during the outgoing Board meeting that follows their election.

They serve until successors are duly elected and installed, or are replaced by appointment by the President after being absent for two consecutive board meetings.

3.7. Board Meetings: The Outgoing Board session is scheduled for a day and a half prior to the opening of the convention. The Incoming Board session is scheduled following the outgoing Board and the Membership Meeting, but within the convention period. When business before the Incoming Board is completed, the Board adjourns sine die.

3.8. Additional meetings of the Board may be called at any time at the discretion of the President with the concurrence of at least four members of the Board Directors. Formal notice of a Special Meeting states its purpose and only business related to that purpose should be transacted at that Special Meeting.

3.9. Open Board Meetings. Members of ICP are encouraged to attend Board Meetings as observers. Observers do not speak except upon specific invitation of the President. Meetings are to be held in rooms of a size to accommodate observers.

3.10 Quorum. Decisions at meetings of the Board are made by majority vote of the Directors present and voting. No policy or action can be approved that could endanger ICP's status as a : Non-profit 501(c)3 educational organization recognized by the Internal Revenue Service of the United States of America.

3.11 The Executive Committee of the Board consists of the five elected officers. They are responsible for conducting the business of the association between regular Board meetings.

3.12 Each officer prepares an Annual Report to the Board in advance of the Annual Board Meeting in time for inclusion in the Annual Board Agenda Book.

3.13 The Board of Directors amends Board Rules as needed, submits changes in bylaws, incorporation, or policies for membership vote, assures conduct of Board and Membership meetings in accord with Robert's Rules of Order, and ensures that AP&P procedures and rules are followed by officers, committees, agents, delegates, and staff.

3.14 The Board reviews, amends, and approves the annual operating budget presented by the Treasurer for the coming calendar year.

3.15 The Board receives and approves Convention proposals [sites, dates, hotel, budget projections,]

3.16 The Board reviews proposals for regional meetings, inter-convention workshops, other area chair meetings, and authorizes the President to appoint ad hoc committees as deemed necessary.

3.17. The President is Chief Executive Officer and Chairman of the Board for the International Council of Psychologists, Inc. . . . including the Annual Conference and Membership Business Meeting.

3.18 The President Elect [PE] assumes duties of President in the event of the latter's absence, resignation, or inability to perform the duties of office.

3.19 The Past President [PP] manages the Nomination and Election (N&E) process.

3.20 The Secretary is responsible for the preparation of all minutes of Board meetings, Executive Committee meetings/issues dialogues/votes, and Annual Membership Business Meetings. As required by federal and state incorporation regulations, the Secretary signs or cosigns official correspondence, resolutions, and documents, with the President or other designated agents of the association.

3.21 The Treasurer has primary fiduciary responsibility for ICP financial operations, presents accounting reports and operating budgets to the Board, reviews conference budgets and manages reserve funds.

3.22 The Board of Directors functions in conformity with the Certificate of Incorporation, the Bylaws, Board Rules, and Council Policies.

3.23 The responsibilities of Board as a whole include: monitoring and oversight of the work of the Council; determining general policies, making and amending rules for the conduct of governance meetings, procedures established for Council programs and activities, and procedures established to

guide officers, committees, agents, delegates, and staff; and for submission of an annual report to the President and Board.

3.24 The Board reviews and approves the association's annual operating budget, investments, and annual accounting reports, IRS reports, and convention hosting proposals and budgets.

3.25 Each Board member keeps a current record of procedures and a compilation of the papers of the office, which are transferred to the successor in the role.

3.26 The Board may establish or eliminate ad hoc committees as necessary.

ARTICLE 4. CENTRAL OFFICE OR SECRETARIAT

4.1. The Board may establish a central office or Secretariat to support the mission of the association by supporting elected Board members and appointed leaders in the conduct of their duties.

4.2 A central office may serve as the clearing house for communications and information exchange. 4.3. The manager of the central office is responsible directly to the President.

ARTICLE 5. STANDING COMMITTEES AND WORKGROUPS

5.1. The Standing Committees of ICP are: ARCHIVES; AREA CHAIRS; CONTINUING EDUCATION; FINANCE COMMITTEE; CONFERENCE LONG RANGE PLANNING COMMITTEE; NOMINATIONS & ELECTIONS AND UNITED NATIONS COMMITTEE. Standing committee chairs are appointed by the President to three year renewable terms and presented for Board approval at the Incoming Board meeting.

8.2 10. WORKING GROUPS AND TASK FORCES: PROFESSIONAL CONCERNS;
LIAISONS; BYLAWS AND POLICIES AND PROCEDURES UPDATING;

ARTICLE 6. CONVENTIONS AND MEETINGS

6.1. A convention is held annually, unless prevented by natural disaster, war, or decision of the Board.

6.2. The annual convention may include some or all of the following: Board Meetings; a Membership Business Meeting; a Scientific Program, professional development and

Continuing Education

6.3 The annual convention schedule is developed under the leadership of a Convention Arrangements and Program Chair, appointed by the President-Elect, who chairs the Annual Conference Working Group with the support of the Local Arrangements Chair and Conference Long-Range Planning Committee

6.4. Annual Convention, Regional and Ancillary or Embedded program proposals are presented to the President, Long Range Conference Planning Chair, and Treasurer for review and authorizations

ARTICLE 7. FISCAL YEAR, DUES, AND DONATIONS

7.1. The ICP fiscal year is the calendar year.

7.2. Annual dues are determined and approved by the Board and solicited on a calendar year basis.

7.3. Donations or contributions are accepted, recognized, and acknowledged, in accordance with the non-profit laws and rules.

ARTICLE 8. COMMUNICATIONS AND PUBLICATIONS

8.1 The International Psychologist (IP) is the official newsletter for the Council.

8.2 The IP newsletter is disseminated quarterly with supplements as authorized by the President.

8.3 The ICP Journal [WORLD PSYCHOLOGY], Membership Directory & Leaders Guide are prepared, published and disseminated as authorized by the Board..

8.4 ICP's Annual Convention Proceedings are published as feasible. 8.5 ICPweb.org is the official internet website for the Council.

ARTICLE 9. AMENDMENTS

9.1 The Council Board of Directors may submit for membership vote amendments to the Bylaws that are consistent with the Council's Certificate of Incorporation and deemed necessary for the efficient management of the affairs of the Council.

9.2 Adoption of amendments is determined by a majority vote.

9.3 Amendments to the Bylaws may be proposed by any member of the Council Board of Directors.

9.4 Votes of the membership are conducted under confidentiality conditions and may be executed through either print or electronic means.

9.5 Proposed changes to Certificate of Incorporation or Federal Tax Exemption status are reviewed and approved by the certifying agencies prior to submission for membership voting.