

This is a copy of the draft bylaws.

Changes are marked as follows: deletions are ~~crossed out~~; additions are **in bold**;
explanations are in italics

ICP Bylaws ~~Approved August 2019~~

ARTICLE 1. NAME AND PURPOSE, **MISSION AND VALUES**

1.1 The name of the organization is the International Council of Psychologists, Inc., hereinafter variously referred to as "ICP, Inc", "ICP", "The Council".

1.2 ICP, Inc is incorporated as a non-profit organization in the United States, state of Connecticut. The Articles of Incorporation are included by reference in these bylaws.

1.3 The purpose of ICP is to advance psychology and the application of its scientific findings throughout the world.

1.4 **The mission of ICP is to promote human rights, dignity, and justice and further international understanding and world peace by facilitating collaborative relationships around the world.**

1.5 **The International Council of Psychologists values diversity in knowledge and methodological approaches, cultural humility, peer relations, mutual understanding, scientific approaches, critical thinking, and inclusion.**

~~1.1 [deleted because these two articles are already in the articles of incorporation] No part of the Council's net income may inure to its members, directors, or officers.~~

~~1.2 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 three types of membership: ICP Member, ICP Professional Affiliate Member, and ICP Student Member.

2.1.1. ICP Members are psychologists who:

(a) Hold or are eligible to hold membership in a national psychological association, or are

25 fully registered, licensed or otherwise endorsed by the government of their country of
 26 residence or citizenship as psychologists;

27 (b) Have been actively engaged for a period of not less than two years, prior to
 28 application for membership, in professional work, study, administration, or other
 29 activities that would ordinarily be recognized as psychological in nature; and

30 (c) Support the use of psychological knowledge ~~to promote social health and justice~~
 31 ~~globally.~~ **to support the mission and values of the ICP.**

32 2.1.2 ICP Professional Affiliate Members are professionals who, at the time of application for
 33 membership, or renewal, do not meet the requirements for ICP Member, but are:

34 (a) Professionally trained, qualified and active in an activity, profession or field of study
 35 that includes psychological matters; and

36 (b) Support the use of psychological knowledge ~~to promote social health and justice~~
 37 ~~globally.~~ **to support the mission and values of the ICP.**

38 2.1.3 ICP Student Members are students who are:

39 (a) actively enrolled in and working toward a degree or certificate in psychology, or
 40 enrolled in an area of study involving major emphasis on psychological aspects of a
 41 related field of study; **and**

42 (b) **Support the use of psychological knowledge to support the mission and values**
 43 **of the ICP.**

44 2.2 Good standing.

45 A member shall be in good standing when their current year's dues are paid. This applies to ICP
 46 Members, ICP Professional Affiliate Members and ICP Student Members.

47 2.3 Privileges and Benefits of membership.

48 2.3.1 ICP Members in good standing are entitled to vote in all member elections and on all
 49 propositions submitted to the membership; hold elective office, serve as appointed
 50 committee chairs and members, and may receive other privileges granted by the Board or
 51 specified in the Bylaws.

52 2.3.2 ICP Professional Affiliate Members are entitled to all the privileges of ICP Members,
 53 except the rights to hold office as President /President Elect or to serve as Secretary-
 54 General.

- 55 2.3.3 ICP Student Members receive all the privileges of ICP Members, except the rights to
 56 ~~vote and~~ **right to** hold elective office **outside of student representative to the Board**
 57 **of Directors.**
- 58 2.3.4 Members Representing ICP. Except under specific and written authorization by the
 59 President and Board of Directors, or as specified in these Bylaws, no member may act
 60 as a representative or agent of the International Council of Psychologists. The Council
 61 shall not be responsible for, nor bound by, any action of any unauthorized
 62 representative. [*this paragraph moved from paragraph 2.6 in this article; content not*
 63 *changed*].
- 64 2.4 Application for membership.
- 65 2.1.4 Each application must be submitted with first year dues to the Secretariat. Applications
 66 shall be reviewed by the Membership Chair for membership category. ~~and approval.~~
- 67 2.5 Resignation, Termination and Reinstatement of Membership.
- 68 2.5.1 Resignation may occur by written notification to the Secretariat and will be effective
 69 immediately.
- 70 2.5.2 Termination of membership may occur for non-payment of dues, following due
 71 notification of dues status.
- 72 2.5.3 Termination may also occur for unethical practice or unprofessional behavior, or conduct
 73 reflecting unfavorably upon the association or scientific psychology.
- 74 2.5.4 Reinstatement of a former member whose resignation had previously been accepted,
 75 may be made by submitting a new application for membership accompanied by dues
 76 directly to the Secretariat. The Secretariat notifies the Membership Chair.

77 **ARTICLE 3 BOARD OF DIRECTORS**

- 78 3.1 Composition of the Board
- 79 3.1.1 The Board of Directors of ICP, Inc (hereafter referred to as “Board of Directors”) consists
 80 of four elected offices (President, President-Elect, Past-President, Treasurer), an appointed
 81 officer (Secretary-General), **and up to ten (10) ~~nine (9)~~ elected Directors-at-Large, one of**
 82 **whom is a Student Member. and up to 2 appointed Representatives to the Board.**
- 83 3.1.2 The Extended Board of ICP (hereinafter referred as the “Extended Board” includes the
 84 Board of Directors, and *ex officio* members **who can provide information to the Board**

85 **for decision making**, including Standing Committee Chairs and Coordinators, Past
 86 Presidents, editors, appointed functionaries and representatives, and others invited by an
 87 Officer and approved by the Board, or invited by the Board itself. *Ex officio* members may
 88 participate in discussions when invited to do so, but **they** are not voting members of the
 89 Board.

90 3.1.3 **Members of the Board of Directors** ~~members~~ are elected annually from a slate of candidates
 91 who have agreed to be nominated for each available position and are ICP Members or ICP
 92 Professional Affiliate Members in good standing, **or, for with the Student Director-at-**
 93 **Large, ICP Student Members in good standing. The exception of the** Secretary-
 94 General, who is appointed by the Board of Directors, **must be an ICP Member in good**
 95 **standing.**

96 3.1.4 The President Elect is nominated ~~annually~~ from ICP Members in good standing with
 97 experience in leadership roles. The President Elect will serve ~~1-year~~ **two years** as Elect, ~~1~~
 98 ~~year~~ **two years** as President, and ~~1-year~~ **two years** as Past President.

99 3.1.5 The Treasurer is nominated from the ICP membership **in good standing** for a term of three
 100 years. The standing Treasurer is eligible for re-election for renewed term(s).

101 3.1.6. The Secretary-General is appointed from the ICP Members **in good standing** by the Board
 102 of Directors for a term of three years. The term or terms are renewable.

103 3.1.7 Directors-at-Large are nominated from the ICP membership in good standing for terms of
 104 three years. Standing Directors-at-Large are eligible for re-election, **but there is a term-**
 105 **limit of two successive terms. Following this limit, individuals are eligible for**
 106 **nomination after one year. The Board of Directors includes a minimum of 6 and up to**
 107 **10 Directors-at-Large of the Board, one of whom is a Student Member. For non-**
 108 **student Director-at-Large positions, at least 2 are elected each year to serve three-year**
 109 **terms.**

110 3.1.8 **The terms for Board members begin and end with the calendar year.**

111 3.2 Meetings of the Board

112 3.2.1 **An annual** meeting of the Board of Directors ~~and a general membership meeting both will~~
 113 ~~occur annually at~~ **will be held at or around the time of** the International Council of
 114 Psychologists, Inc. **annual Conference.** ~~the Convention site.~~

115 3.2.2 **The annual meeting of the Board of Directors meeting may occur virtually.**

- 116 **3.2.3** Additional meetings of the Board are held at regular intervals (at least once
 117 between Annual meetings, preferably quarterly), ~~via electronic~~
 118 ~~telecommunication~~ **generally virtually** (conference call or virtual conference
 119 meeting).
- 120 **3.2.4** A Special meeting of the Board may be called at any time ~~at the discretion of the President~~
 121 with the concurrence of at least four members of the Board Directors.
- 122 **3.2.5** Each Board Member is expected to attend all **regularly** scheduled Board meetings (in person
 123 or **virtually**) ~~via teleconference~~). If attendance is not possible a written excuse is expected.
 124 Failure to attend two unexcused **regular board** meetings could constitute grounds for
 125 removal from office.
- 126 **3.3** Meeting Procedures
- 127 **3.3.1** Unless otherwise specified, ICP Board Meetings are open meetings. Members of ICP are
 128 encouraged to attend Board Meetings as non-voting observers.
- 129 **3.3.2** Quorum. Quorum is defined as at least half plus one of the number of ~~elected~~(?) Board
 130 Members, certified after the meeting roll call.
- 131 **3.3.2.1** Once quorum is reached, decisions at meetings of the Board are made by majority
 132 vote of the Board Members present and voting. No policy or action can be
 133 approved that could endanger ICP’s status as a Non-profit 501(c)3 educational
 134 organization recognized by the Internal Revenue Service of the United States of
 135 America.
- 136 **3.4** Roles and Responsibilities of the Board of Directors
- 137 **3.4.1** The Board of Directors has the primary responsibility for the functioning and welfare of
 138 ICP. The Board functions in conformity with the Bylaws, and any Policies or
 139 Administrative Procedures which may from time to time be established.
- 140 **3.4.2** The Board of Directors reviews and submits changes in bylaws, ~~or policies~~ for
 141 membership vote, reviews and amends **policies and procedures** ~~Policies and~~
 142 ~~Procedures~~ as needed, and assures orderly conduct of Board and Membership
 143 meetings.
- 144 **3.4.3** The Board reviews and approves the annual operating budget presented by the Treasurer
 145 for the coming calendar year. The Board reviews and approves investment proposals for
 146 ICP reserve funds.

147 3.4.4 The Board receives and approves ~~ICP Conference Convention~~ proposals, including the
148 site, dates, venue and budget projections.

149 3.4.5 The Board reviews proposals for other Council activities, such as regional meetings,
150 webinars, workshops, ~~or~~ other activities or meetings, **or proposals submitted by**
151 **Committee Chairs and/or Board Members.**

152 3.4.6 The Board reviews and ratifies the establishment and sunsetting of ad hoc committees
153 and work groups.

154 3.4.7 The Board appoints the Secretary-General and ratifies appointments for ~~the Student~~
155 ~~Representative(s),~~ **Standing** Committee Chairs, and Editors.

156 3.4.8 **The Board reviews and ratifies nominations slates and award recipients.**

157 **ARTICLE 4: OFFICERS AND EXECUTIVE COMMITTEE**

158 4.1. The Officers of the International Council of Psychologists Inc. are President, President Elect,
159 Past-President, Treasurer, and Secretary-General. The five Officers constitute the Executive
160 Committee and carry fiduciary responsibility for the association. The Executive Committee is
161 responsible for conducting the business of the association between Board meetings.

162 **ARTICLE 5: ROLES AND RESPONSIBILITIES OF ELECTED AND APPOINTED BOARD** 163 **MEMBERS**

164 5.1. Duties of the President (Elected)

165 5.1.1 The President is Chairperson of the Board for ICP. The President develops the agenda,
166 presides at all Board and Membership meetings, and performs the usual duties of a
167 president.

168 5.1.2 The President assumes office after serving a term as President-Elect. The term of office is
169 for ~~one-year~~ **two years**, automatically followed by ~~one-year~~ **two years** as Past-President.

170 5.1.3 The President appoints Chairs to **Standing Committees** ~~committees~~, as needed,
171 subject to ratification by the Board.

172 5.1.4 The President may delegate members to act as official representatives of the International
173 Council of Psychologists subject to ratification by the Board.

174 5.1.5 The President ~~serves~~ **may serve** as an ex- officio member of all committees, ~~and~~
175 ~~is an active Member of the Long Range Planning Committee.~~

176 5.1.6 In conjunction with the Treasurer, the President may authorize the expense of monies on

- 177 behalf of ICP, when authorized to do so by the Budget or the Board.
- 178 5.1.7 The President coordinates and serves as Chair of the annual ICP **Conference during their**
179 **term as President.**
- 180 5.1.8 **The President may serve** ~~This includes serving~~ as Chair of the Conference Organizing
181 Committee, **or appoint another person to do so.**
- 182 5.2 Duties of the President-Elect (elected)
- 183 5.2.1 The President Elect term of office is for ~~one year~~ **two years** ~~one year~~ **two years**,
184 automatically followed by ~~one year~~ **two years** as ~~P~~president.
- 185 5.2.2 The President-Elect assumes duties of the President in the event that the President resigns
186 or is unable to perform the duties of office. In this circumstance the President-Elect shall
187 also continue to hold the office of President-Elect.
- 188 5.2.3 The President-Elect serves on the Conference Organizing Committee **for the annual**
189 **ICP Conference, as committee member if the conference is virtual, and** as Chair
190 (or Co- Chair) of the **Host (local)** ~~Local~~ Organizing Committee ~~for~~ **if conference is in-**
191 **person. the annual ICP Conference.**
- 192 5.2.4 The President-Elect serves as Chair of the Long-Range Planning Committee.
- 193 5.3 Duties of the Past-President (elected)
- 194 5.3.1 The Past President serves as Chair of the Nominations and Elections Committee.
- 195 5.3.2 The Past President serves as a member of the Long-Range Planning Committee.
- 196 5.3.3 The Past President performs the duties of the President in the event that the President and
197 President-Elect are absent, resigned or unable to perform the duties of office. In this event
198 the Past-President also shall continue to hold the office of Past-President.
- 199 5.4 **Procedures in case of resignation of the Presidential trio**
- 200 5.4.1 **If the President-Elect resigns, the ICP will hold a special election for President-Elect**
201 **to complete the President-Elect term, followed by a two-year term as President**
- 202 5.4.2 **If the President resigns the President-Elect will assume the position of President, and**
203 **there will be a special election for President-Elect.**
- 204 5.4.3 **If there is no Past President, the Board shall appoint an Acting Past President drawn**
205 **from past past presidents or another member of the Extended Board.**

206 5.5 Duties of the Treasurer (Elected)

207 5.5.1 The Treasurer has responsibility for reviewing ICP financial operations. The Treasurer
 208 presents accounting reports and operating budgets to the Board, reviews conference
 209 budgets and manages reserve funds. The Treasurer presents proposed budgets for Board
 210 approval.

211 5.5.2 The Treasurer chairs the finance committee.

212 5.6 Duties of the Secretary-General (appointed)

213 5.6.1 The Secretary-General serves as executive officer of the Council. Specific duties are
 214 specified in the Handbook.

215 5.6.2 The Secretary-General is responsible for the usual Secretariat/office functions. The function
 216 of the Secretariat is to provide logistical and structural support for the ICP, in collaboration
 217 with the President and Executive Board. Specific activities are specified in the Handbook.

218 5.7 Duties of the Directors-at-Large (Elected)

219 5.7.1 Each Director at large is expected to carry out an ICP-wide initiative, chair a Standing
 220 Committee, chair a Committee, or chair or otherwise lead other contributions as determined
 221 in collaboration with the President and Board of Directors.

222 5.7.2 **The Student Director-at-large is responsible for regular communication channels with**
 223 **the student members of the ICP, and for representing the ICP student voice to the**
 224 **Board of Directors.**

225 **ARTICLE 6: COMMITTEES, WORKING GROUPS, and REPRESENTATION**

226 6.1 There are ~~five~~ **six**-Standing Committees. Standing Committee Chairs are appointed by the President
 227 and ratified by the Board for a period of three years. **Standing Committee chairs select committee**
 228 **member in consultation with the president and Board of Directors.** ~~Chairs of regular~~
 229 ~~Committees and Work Groups are appointed by the President and ratified by the Board for a period~~
 230 ~~of one year. The Board of Directors ratifies all appointments.~~

231 6.2 Standing Committees

232 ~~6.2.1~~ Awards Committee (Chair is Appointed). The Awards Committee coordinates the
 233 description, call, selection process and implementation of all ICP awards. The committee
 234 consists of the Awards Chair and chairs of the selection committees for each specific ICP
 235 award or grant.

236 6.2.2 Finance Committee (Chair is the Treasurer). The Finance Committee consists of at least
 237 three persons, including one who is not a member of the Executive Committee, appointed
 238 for a three-year term. The Committee serves an advisory role to both the Treasurer and the
 239 Board.

240 6.2.3 Membership Committee (Chair is appointed). The Membership Committee oversees all
 241 direct member activities including member correspondence, welcoming new members,
 242 membership information and brochure, and new member activities ~~The World Area Chair~~
 243 ~~Committee and the Area Chairs are subgroupings of the Membership Committee.~~

244 6.2.4 Nominations and Elections Committee (Chair is the Past President). The Nominations and
 245 Elections Committee includes the Chair and three members representing three different
 246 countries, the President (*ex officio*) and the Secretary-General (*ex officio*). At least one
 247 member of the Nominations and Elections Committee must be from outside ~~the~~ Board of
 248 Directors ~~members~~. The Nominations and Elections Committee develops slates for all
 249 elected positions and oversees the elections procedure.

250 6.2.5 Publications, and Communications Committee (Chair is appointed). The Publications and
 251 Communications committee oversees and promotes collaboration across the ICP news
 252 outlets. Members include the editors of the Website, Newsletter, any ad hoc publications,
 253 and Social Media Committee and other communication committee chairs.

254 **6.2.6 Long-Range Planning Committee. The Long-Range Planning Committee addresses**
 255 **the strategic plan and strategic directions of the ICP and other initiatives that would**
 256 **benefit the organization. It monitors the implementation of the Strategic Plan.**

257 6.3 Other Committees, Activities and Ad Hoc Groups. The Board can establish other committees, task
 258 forces, work groups, and other activities, **and will regularly review their activities and terms of**
 259 **reference. Chairs of regular Committees, and Work Groups are appointed by the President**
 260 **and ratified by the Board. Chairs of Interest Groups are ratified by the Board.** The purview
 261 and activities of these groupings are specified in the Handbook.

262 6.4 Representation at the United Nations. The ICP has formal recognition with the Department of
 263 **Global Communication** ~~Public Information~~ and Economic and Social Council at the United
 264 Nations. A UN Main Representative **in the New York venue** is appointed by the President with
 265 ratification by the Board of Directors for a 5- year term. The term(s) may be renewed. ~~The UN Main~~
 266 ~~Representative coordinates the selection and activities of ICP~~ **ICP may also appoint “additional**
 267 **representatives” and student interns, as allowed by UN procedures, in New York, Geneva and**

268 **Vienna. The duties of the Main Representative, additional representatives and student interns**
 269 **are specified in the Handbook**

270 **ARTICLE 7: ICP CONFERENCE ~~CONVENTION~~ AND OTHER MEETINGS**

271 7.1. The ~~Conference Convention~~ of ICP occurs annually.

272 7.2 The **Annual Conference** is planned by an **Organizing Committee (if the conference is virtual) in**
 273 **cooperation with a Host Organizing Committee if the conference is in-person).** ~~organizing~~
 274 ~~committee, chaired by President.~~ The Conference theme and budget are approved by the Board of
 275 Directors. The tasks of the Conference Organizing Committee **and the Host Organizing**
 276 **Committee** are specified in the Handbook.

277 7.3 **The Annual Conference will include recognition of ICP award winners and will include an**
 278 **annual meeting of the membership scheduled during the conference. These activities may be**
 279 **conducted virtually.**

280 **ARTICLE 8: PUBLICATIONS AND COMUNICATIONS**

281 8.1 ICP shall publish a newsletter and other such publications as shall be approved by the Board of
 282 Directors, and shall maintain a web and social media presence.

283 8.1.2 Newsletter. The International Psychologist (IP) is the official newsletter for the
 284 Council. The ~~Editor~~ **editor** is appointed by the President for a three-year term, on
 285 approval of the Board of Directors. The newsletter is published ~~quarterly~~ **at least**
 286 **once a year. Details of the newsletter structure and format are specified in the**
 287 **Handbook.**

288 8.1.3 Web: <https://icpweb.org> is the official internet website for the Council. The website
 289 is maintained by the Secretariat.

290 8.1.4 The ICP Handbook contains rules, procedures and operational information. **The**
 291 **Secretariat is responsible for coordinating updates to the Handbook.**

292 **ARTICLE 9: AMENDMENTS**

293 9.1. Amendments to these Bylaws may be proposed by any ICP **member.** ~~Member, ICP Professional~~
 294 ~~Associate Member, or Student Member.~~ Proposals for amendments are reviewed by the Board of
 295 Directors for action. Amendments approved by the Board of Directors are submitted for vote to the
 296 ICP membership.

297 9.2 Votes on Bylaws changes are conducted by ballots sent to all ICP **members.** ~~Members and ICP~~

298 ~~Professional Affiliate Members~~ in good standing. Bylaws changes must be approved by at least two
299 thirds of those voting.

300 9.2 Bylaws changes must be consistent with maintaining a 501c3 status and current Certificate of
301 Incorporation.