

**INTERNATIONAL SOCIETY FOR RESEARCH IN
CHILD AND ADOLESCENT
PSYCHOPATHOLOGY**

Bylaws

**ARTICLE I
CORPORATION**

Section 1.1: Corporate Name. The name of the Corporation shall be the International Society for Research in Child and Adolescent Psychopathology, Inc. The Corporation may do business under that name and under any other name or names upon which the Members agree. If the Corporation does business under a name other than that set forth in its Articles of Incorporation, then the Corporation shall comply with Section 104.15 of the Act.

Section 1.2: Corporate Purpose. The purpose of the Corporation shall be to stimulate, encourage, and support research on child and adolescent psychopathology and to disseminate the findings of such research.

Section 1.3: Principal Place of Business. The principal place of business of the Corporation shall be located at the registered office of the Corporation or at such other place upon which the Members shall agree.

Section 1.4: Registered Office and Registered Agent. The name and address of the Corporation's registered agent and registered office in the State of Illinois shall be Kate Keenan, 5803 South Blackstone Avenue, Chicago, IL 60637, or at any other place within the State of Illinois upon which the Members shall agree.

Section 1.5: Not-For-Profit Organization. All of the assets and the earnings of the Corporation shall be used exclusively for charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Code, in the course of which operation:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution

of statements), any political campaign on behalf of, or in opposition to, any candidate for public office except as authorized under the Code.

(c) Notwithstanding any other provisions contained herein, the Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

ARTICLE II MEMBERS

Section 2.1: Members. Individuals who have contributed to research that addresses processes related to child or adolescent psychopathology, as evidenced by publication of at least five articles in peer-reviewed journals, with senior authorship on at least one publication, shall be eligible for membership. In addition, applicants for membership shall possess a doctoral degree (e.g., Ph.D or M.D.) in a discipline related to child and adolescent psychopathology and shall be endorsed by two Members of the Corporation. If an applicant can find no Members of the Corporation nearby, two professors of psychology or psychiatry can be substituted as endorsers. The Membership Committee (as defined herein) may make exceptions to these requirements for applicants from outside North America.

Section 2.2: Meetings of the Members.

(a) Biennial Meetings. The President of the Corporation shall call at least one general meeting of the Members to take place during the spring of every second year at a time and place to be determined by the officers of the Corporation.

(b) Place of Meetings. Since the Membership of the Corporation is international, the Biennial Meetings should not be always be held in the same country.

(c) Business Meetings. At each Biennial Meeting there shall be at least one Business Meeting at which the officers shall report to the Corporation and respond to questions from the Members.

Section 2.3: Quorum; Transaction of Business. At all meetings of the Members, one-tenth (1/10) of the Members (or their designees) shall be required for a quorum for the

transaction of business. Any action or decision to be taken by the Members at a meeting shall require the majority approval of a quorum.

Section 2.4: Corporate Dues. In order to join the Corporation and remain in good standing, Members shall pay dues in the amount of \$80.00 annually, or such other amount as is determined by the Board of Directors of the Corporation. Membership dues include the cost of receiving the officially sponsored journal of the Corporation, the *Journal of Abnormal Child Psychology*.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1: Powers of Board of Directors: The Corporation shall be managed by or under the direction of a Board of Directors, (the **Board of Directors or Board**) consisting of not less than three (3) and not more than eight (8) directors, who shall be elected by the Members at each Biennial Meeting.

Section 3.2: Meetings of the Board.

(a) Annual Meetings. An annual meeting of the directors shall be held each year, for the purpose of any business that may come before the meeting.

(b) Special Meetings. Unless otherwise prescribed by statute, special meetings of the directors may be called at any time by the Board of Directors or by the President. Notice of any special meeting shall be given to each director at least five (5) business days before such special meeting.

(c) Location of Meetings of the Board. The Board of Directors may designate any place, either within or without the State of Illinois, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

(d) Quorum; Transaction of Business. A majority of the Board of Directors shall constitute a quorum. The affirmative vote of a majority of the directors present shall be required to take action.

(e) Informal Action by Directors. Any action that may or is required to be taken at any annual or special meeting of the directors may be taken without a meeting and without a vote if a consent in writing, setting forth the action so taken shall be signed by all of the directors. The written consent shall be filed with the minutes of

proceedings of the Board.

Section 3.3: Term. The term of office of each director shall begin upon election and shall continue until the election of new directors at the next Biennial meeting of the Members.

Section 3.4: Removal of Directors. No director may be removed, except as follows:

3.4.1 A director may be removed by the affirmative vote of two-thirds (2/3) of the votes present and voted, either in person or by proxy, at a meeting of the Members.

3.4.2 No director shall be removed at a meeting of Members entitled to vote unless the written notice of such meeting is delivered to all Members entitled to vote on removal of directors. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at such meeting.

Section 3.5: Resignation. Any director may resign at any time by giving written notice of such resignation to the Board or to the Secretary/Treasurer.

Section 3.6: Compensation. Directors shall not receive any monetary consideration for their services as directors of the Corporation.

ARTICLE IV OFFICERS

Section 4.1: Designation of Officers. The officers of the Corporation shall consist of a President-Elect, President, Past President, and a Secretary/Treasurer.

Section 4.2: Election of Officers and Term of Office; Removal of Officers.

(a) President-Elect. The President-Elect of the Corporation shall be appointed biennially by the directors to serve a two-year term. When possible, Members of the two member disciplines (e.g. psychology, psychiatry) shall alternate in their appointment to the office of the President-Elect and in no case will president-elects from the same discipline serve more than twice in succession.

(b) President. After completing a two-year term as President-Elect, the President-Elect shall succeed to a two-year term as President.

(c) Past President. After completing a two-year term as President, the President shall be invited to serve a two-year term as Past President.

(d) Secretary/Treasurer. The Secretary/Treasurer shall be appointed biennially by the directors to serve a four-year term.

(e) Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified. Any officer may be removed by the Members, but

such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer shall not of itself create any contract rights. In case of the death, incapacity, or resignation of any officer, the remaining officers shall, by majority vote, appoint a successor officer to serve until a special election is held to select from among eligible Members an officer who shall complete the term.

Section 4.3: Duties of the President. The President shall perform such duties as may be assigned to the President by the Board, and the President shall see that the orders and resolutions of the Board are carried into effect.

Section 4.4: Duties of the Secretary/Treasurer. The Secretary/Treasurer shall act as secretary of the Corporation and the Board of Directors; shall send appropriate notices or waivers of notice regarding meetings of the Board of Directors; shall act as official custodian of all records, reports and minutes of the Corporation, the Board of Directors and committees; shall be responsible for the keeping and reporting of adequate records of all meetings of the Board of Directors; and shall perform such other duties as are customarily performed by or required of corporate secretaries. The Secretary/Treasurer shall have custody and control of all funds of the Corporation and shall have such duties as are customarily performed by or required of corporate treasurers, including giving a bond when requested by the Board of Directors. The Secretary/Treasurer shall ensure that a true and accurate accounting of the financial transactions of the Corporation is made periodically, that reports of such transactions are presented to the Board of Directors, and that all accounts payable are presented to such representatives as the Board may designate for authorization of payment.

Section 4.5: Authority of Officers to Appoint and Remove Officers and Editors of Publications. The officers shall, by majority vote of all the officers, appoint and remove any Executive Officer or Editors of publications sponsored by the Corporation for terms to be determined by the officers.

ARTICLE V

COMMITTEES OF THE BOARD OF DIRECTORS

Section 5.1: Committees Generally. The following standing committees shall be appointed by the President with the consent of the other directors: Membership Committee,

Nominations Committee, Program Committee, and Publications Committee. A Chairperson shall be appointed by the President, with the consent of the other directors, to head each committee.

The Board of Directors may establish such other committees as may be necessary in the management of the affairs of the Corporation.

Section 5.2: Committee Authority. Subject to the Articles of Incorporation and applicable law, each committee may exercise the authority granted to it by these Bylaws or by Board resolution. Further, no committee shall have the authority to take any other action which a committee is prohibited by law from taking. Delegation of Board authority to any committee shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it, or him or by law.

Section 5.3: Standing Committees.

(a) Nominations Committee. The Nominations Committee shall mail out a call for nominations every other year. The election ballots, also to be sent by email, shall include the names of at least two nominees for each office listed. In case of a tie vote, the Nominations Committee shall be responsible for selecting the winner.

(b) Membership Committee. The Membership Committee shall be responsible for recommending to the Board of Directors the acceptance or rejection of individual applications for membership, using the criteria specified in the Bylaws.

(c) Program Committee. The Program Committee shall devise criteria to be used in selecting presentations for the Biennial Meeting. Among these criteria shall be the requirement that each presentation be sponsored by a Member of the Corporation.

Section 5.4: Term of Office. Each member of a committee shall continue as such from the time of his or her appointment until his or her successor is appointed unless the committee shall be sooner terminated, the member shall resign or be removed from the committee, or the member shall cease to qualify as a member thereof.

Section 5.5: Resignation or Removal. A member of any committee may resign at any time by tendering his or her resignation in writing to the President or the

Secretary/Treasurer of the Corporation. The Board of Directors may, at any time and by majority vote, remove any member from a committee, with or without cause.

Section 5.6: Vacancies. Vacancies or increases in the number of members of any committee may be filled by appointments made in the manner for initial appointments.

Section 5.7: Committee Meetings. Each committee shall record minutes of its deliberations, recommendations, and conclusions, and shall promptly deliver a copy of such minutes to the Secretary/Treasurer of the Corporation for distribution to the Board. Reasonable notice of the time and place of the meetings of any committee shall be given to the members thereof and to the President, whom may attend and participate in the deliberations of the committee. The President or the Chairperson may invite to any committee meeting such individuals as he or she may select who may be helpful to the deliberations of the committee. Unless otherwise provided by these Bylaws or in the Board resolution establishing the committee, a majority of the members of each committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of any committee present at a meeting at which a quorum is present shall be the action of the committee.

Section 5.8: Informal Action. Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all members of the committee entitled to vote.

Section 5.9: Meeting by Conference Telephone. Members of any committee may participate in and act at any meeting of the committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

ARTICLE VI FISCAL MATTERS

Section 6.1: Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 6.2: Contracts. The President and the President's designees shall be authorized to execute contracts on behalf of the Corporation. In addition, the Board may authorize other officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, with such authority being either general or confined to specific instances.

Section 6.3: Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Members. Such authority may be general or confined to specific instances. No loan shall be granted to an officer or director of the Corporation.

Section 6.4: Deposits. All funds of the Corporation shall be deposited in a bank account or accounts opened in the Corporation's name. The Board shall determine the institution or institutions at which the accounts will be opened and maintained, the types of accounts, and the Persons who will have authority with respect to the accounts and the funds therein.

Section 6.5: Maintenance of Records. The Board shall keep or cause to be kept complete and accurate books and records of the Corporation and supporting documentation of the transactions with respect to the conduct of the Corporation's business. The books and records shall be maintained in accordance with sound accounting principles and practices and shall be available at the Corporation's principal place of business for examination by any Member or director or the Member's or director's duly authorized representative at any and all reasonable times during normal business hours.

Section 6.6: Title to Company Property. Unless otherwise agreed upon by the Board of Directors, all real and personal property acquired by the Corporation shall be acquired and held by the Corporation in its name.

ARTICLE VII INDEMNIFICATION

Section 7.1: Basic Indemnification. The Corporation shall indemnify each of its officers and directors against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they are made parties, by reason of being or having been an officer or director, except in relation to matters as to which any such officer or director shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. Such right of indemnification shall not be deemed exclusive of any right, or rights, to which they may be entitled under any other bylaw, agreement or otherwise.

Section 7.2: Insurance of Risk. The Corporation's management shall have the authority to purchase and maintain insurance on behalf of any and all of its present and former officers and directors, against any liability or settlement based on asserted liability incurred by them by reason of being or having been officers or directors of the Corporation.

ARTICLE VIII
NONDISCRIMINATION

Section 8.1: Non-Discrimination. The Corporation recognizes the rights of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power and shall not at any time discriminate against any employee, applicant for employment, director, officer, contractor or any other person with who it deals, because of race, creed, color, sex or national origin.

ARTICLE IX
AMENDMENTS

Section 9.1: Amendments. These Bylaws may be amended by the affirmative vote of two-thirds the Members *voting* in a referendum submitted by mail to the Members of the Corporation. Amendments may be proposed by the officers or by a petition of at least five percent (5%) of the Members of the Corporation. Any proposed amendments to the Bylaws shall be transmitted to the Members via email at least two weeks (14) days prior to the vote on the amendment.

ARTICLE X
DEFINED TERMS

Section 10.1: The following capitalized terms shall have the meanings specified in this Article X. Other terms are defined in the text of these Bylaws, and through these Bylaws, such terms shall have the meanings respectively ascribed to them.

Section 10.2: "Act" means the Illinois General Not For Profit Corporation Law of 1986, as amended from time to time.

Section 10.3: "Bylaws" means these Bylaws, as amended from time to time.

Section 10.4: "Code" means the Internal Revenue Code of 1986, as amended, or any corresponding provision of any succeeding law.

Section 10.5: "Corporation" shall mean International Society for Research in Child and Adolescent Psychopathology, Inc., an Illinois not-for-profit corporation.

Section 10.6: "Member" means any Person that is admitted as a member of the Corporation.

Section 10.7: "Person" means and includes an individual, a corporation, partnership, joint venture, trust estate, limited liability company, trust, or unincorporated association.

ADOPTED by the Board of Directors on _____, 2015 at _____

Name: _____

Name: _____

Name: _____

Name: _____