

BY-LAWS
OF
MIDWESTERN PSYCHOLOGICAL ASSOCIATION, INC.

ARTICLE I

Name

The name of this corporation shall be “Midwestern Psychological Association, Inc.” (hereinafter the “Corporation”).

ARTICLE II

Purpose

The purposes for which the Corporation is formed are exclusively charitable, educational and scientific, within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, as the same may be amended (or comparable provisions of successor legislation). The corporation will advance psychology as a science, through the education of psychologists, psychologists in training, and the general public, as a means of promoting human welfare in the Midwest. The Corporation also may perform any purpose which nonprofit corporations are authorized under the Indiana Nonprofit Corporation Act of 1991, as it is amended from time to time (the “Act”). In order to carry out its purposes, the Corporation shall have and enjoy all of the powers now or hereafter granted to nonprofit corporations under Indiana law, as amended (or successor legislation), together with all powers necessary, convenient or expedient to the accomplishment of its purposes which are not repugnant to law.

The Corporation may carry out its purposes and exercise its powers either within or outside the State of Indiana, so long as the accomplishment of such purpose or the exercise of such power is lawful in the jurisdiction in which it is done.

ARTICLE III

Members

Section 1. Members. The corporation will have members (the “Members”).

Section 2. Qualification of Members. Upon submission of an application form and payment of one year’s dues, the following shall be eligible for membership:

- a. Individuals who have obtained a doctorate in psychology or a related field.
- b. Graduate students who are enrolled in a recognized graduate program in psychology and are sponsored by a current Member of the Corporation.
- c. Such other individuals as the Council may designate who, in its judgment, are doing work that is psychological in nature, which the Council believes will further the science of Psychology.

- d. Membership shall be without regard to race, color, sexual orientation, disability status, or national or ethnic origin.

Section 3. Life Members. Members may become life members, with all the rights of membership, but without the obligation to pay dues. Those wishing to become Life Members shall make written request to the Secretary. To be eligible for Life Membership, members should (a) have been Members of the Corporation, or of its predecessor, Midwestern Psychological Association, Inc., a Wisconsin Corporation, for at least ten (10) consecutive years; (b) have paid dues for the previous year; and (c) reach sixty-five (65) years of age by October 1 of the year in which they apply. After having determined that the requirements for eligibility have been met, the Secretary shall enroll the applicant as a Life Member.

Section 4. Fellows. Members are eligible to become Fellows if they have made significant and unusual contributions to the science of psychology and/or to the Corporation or its predecessor, have at least five (5) years' experience subsequent to a doctoral degree and have been members of the Corporation or its predecessor for the preceding (3) three years. Fellow status shall be determined by the Council and, after approval, those so named shall be announced to the membership as Fellows.

Section 5. Expulsion of Members. Members may be expelled from membership in the Corporation in either of two ways.

- a. Individuals who have been expelled from the American Psychological Association or a comparable professional organization, as determined by the Council, for disciplinary reasons shall also be automatically expelled from the Corporation.
- b. By vote of two-thirds of the membership who vote, upon recommendation by the Council, for egregious behavior detrimental to the Corporation or the science of psychology.

Section 6. Membership Dues.

- a. Members shall pay annual dues in an amount set periodically by the Council.
- b. A Member who fails to pay dues for two years and to whom notice of delinquency has been sent to the last known address, shall be dropped from membership. Thereafter, said Member may be reinstated by applying to the Secretary and paying dues for the year in which reinstatement is requested.
- c. A Member may resign by sending to the Secretary a notice of resignation. A Member who has resigned may be reinstated by paying the dues for the year in which reinstatement is requested.

Article IV
Meetings of the Corporation

Section 1. Annual Meeting. The Annual Meeting of the Members shall be held at such time and place as the Council shall determine.

- a. The purpose of the Annual Meeting is to advance the science of psychology and to promote its responsible use, as a means of promoting human welfare.
- b. A Business Meeting of Members shall be held in conjunction with the Annual Meeting for the purpose of reporting to the membership on the state and activities of the Corporation. Motions may be advanced for consideration by the Council by a simple majority of those members present at the Business Meeting.

Section 2. Special Meetings. Special meetings or votes of the Membership may be held (a) upon the call of a majority of the Council or (b) upon written request of not less than ten percent (10%) of the Members, at any place, within or without the State of Indiana.

Section 3. Meeting Notice. Notice of the Annual Meeting of the Members will be provided to the Members at least one month (30 days) before such meeting. Notice of all Special Meetings of the Members will be provided to the Members at least two weeks (14 days) before any such meeting, and such notice will state the purposes of the meeting. A Member may participate in a meeting of the membership electronically or through other such alternative means of communication, so long as all persons participating in the meeting can properly receive communications and express their vote, and participation by these means constitutes presence in person at the meeting for all purposes under these By-Laws.

ARTICLE V
Votes and Elections

Section 1. Votes of the Membership. All votes and elections will be conducted in a manner likely to encourage widespread participation by the membership of the Corporation at large. At present (2011), this involves notifying the membership of an election by e-mail and then collecting votes electronically, after passage of a suitable interval (a minimum of two weeks).

- a. All voting shall be conducted by the Secretary consistent with principles and procedures described in these By-Laws and under the direction and supervision of the Council.
- b. A quorum for all voting shall be 100 votes.

Section 2. Votes on Motions.

A simple majority of the quorum shall be sufficient for the passage of any motion, excepting those involving expulsion of a member, or removal of an Officer or Councilor which shall require a two-thirds majority vote to pass.

Section 3. Election of Officers. Each year the Secretary shall conduct elections for the President-Elect of the Corporation as well as for any vacant Council seats.

- a. The Secretary shall send to all Members a nomination ballot for President-Elect and for Councilor(s). For each office that appears on the nominating ballot each Member may propose four names. The President and the Secretary or their designees shall count the nominating ballots and determine a rank order of those who received the largest number of nominations for each office. The President shall invite those receiving the largest number of nominations for each office to stand for election, and continue through the list in the order of vote count until at least three candidates are obtained for each office. A minimum of three nominations are necessary to stand for election, and in the absence of three members who qualify and agree to run, the Secretary shall solicit additional nominees from the membership until three candidates are identified.
- b. No one may stand for President-Elect and for Council in the same year, and Members with sufficient nominations to be eligible for both must inform the Secretary which position they wish to stand for.
- c. If, due to resignation or other eventuality, more than one vacancy exists or will exist on the Council by the close of the next Annual Meeting, then that vacancy shall be filled by the individual receiving the second highest vote count in the preceding election for that position. Should that person decline to serve, the candidate with next highest number of votes will be asked, and should that individual also decline, the vacancy will be filled by the candidate in the next election with the second highest number of votes. Any Officer or Councilor replacing another in this manner shall serve out the remainder of the original term.
- d. After the list of candidates has been determined, the Secretary shall provide an election ballot to all Members, on which the names of the candidates for each office are listed in alphabetical order, with instructions to rank all candidates in order of preference.
- e. Members will vote by electronic means or in an alternative manner to be dictated by the Council, in keeping with Article V, Section 1 of these By-Laws.
- f. The President and the Secretary, or their designees, shall each count the ballots, using the transferable ballot system known as the Hare system, whereby voters' rankings of their preferences are tallied to eliminate the least preferred of the remaining candidates, after which the next choice of those who voted for that candidate receive their votes, iteratively, until only one alternative remains, that being the one most preferred by most voters.

- g. The results of all elections shall be publicized to the membership during or before the next annual Business Meeting.
- h. The Council shall have the sole and ultimate responsibility for considering and resolving such issues as may arise in relation to the conduct of elections.

ARTICLE VI
Board of Directors (The "Council")

Section 1. Duties. The property, business and affairs of the Corporation shall be managed by the Board of Directors, which shall be known as the "Council," except as otherwise provided by law or the Articles of Incorporation.

Section 2. Composition of the Council. The Council shall consist of the current President, the Immediate Past-President, and the President-Elect of the Corporation along with the Secretary, the Treasurer, and the Convention Manager (the "Officers") and three elected Councilors (the "Councilors"). The terms the "Council" and the "Council Members" shall be used to refer to the entire membership of the Council, including all Officers and Councilors. No individual may hold more than one position on the Council except that the same individual may be appointed as both Secretary and Treasurer.

- a. Should the total number of Council Members ever decline below five (5), due to resignation, removal or other cause, the remaining Council Members may appoint interim replacements to serve out the term of the individual Council Member being replaced.
- b. Except in an emergency, no substantive actions shall be taken by a Council consisting of fewer than five (5) individuals and, even after an emergency, any actions taken by a Council consisting of fewer than five (5) Members are subject to review and reconsideration once the minimum required number of Council Members is in place.

Section 3. Qualifications of Council Members. Each Council Member shall be an individual and a Member of the Corporation.

Section 4. Tenure.

- a. Councilors.
 - i. The initial Councilors shall consist of the same individuals composing the Council of the predecessor organization, Midwestern Psychological Association, Inc., a Wisconsin Corporation, with terms reflecting the years remaining in their terms with the predecessor organization.

- ii. Thereafter, one new Councilor shall be elected each year by the membership at large, for a term of (3) three years. Unless removed sooner, Councilors in the third year of their terms shall serve until the close of the Annual Meeting in their third and final year.
- b. Secretary and Treasurer. The Council shall appoint the Secretary and the Treasurer of the Council to serve for a term of (3) three years each.

Section 5. Removal of Council Members. The Members may petition the Council to remove any Council Member (Officer or Councilor), with or without cause. Should this petition be endorsed by ten percent (10%) of the membership, the Council shall arrange for a vote of the entire membership, in accordance with Article V of these By-Laws.

- b. The Council may seek to remove any elected Councilor. Doing so shall require a two-thirds vote of the Council, excluding the individual whose removal is being considered. Elected Councilors shall have the right to be informed of the reasons they are being considered for removal and the right to address the Council either in person or in writing, at the Council's discretion.
- c. Council Members who have been appointed by the Council, either as interim replacements or as Secretary, Treasurer, or in some other "ex officio" capacity, serve at the pleasure of the Council and may be removed without cause by majority vote of the Council.
- d. Council deliberations concerning possible removal of Council Members, including Officers, shall be considered personnel matters, and may therefore be conducted privately, without the presence or vote of the individual being considered for removal, other non-voting members of the Council, or other members of the public. However, if that individual holds an elective position, he or she is then entitled to know the reasons that removal is being considered, and to address these reasons either in person or in writing, at the discretion of the Council.

Section 6. Regular Meetings. The Council shall meet at least annually, and shall consult by other means when issues arise between meetings.

Section 7. Other Meetings. Other meetings of the Council may be held upon the call of the President, and/or three (3) or more Council Members, at any place, within or without the State of Indiana, upon notice, specifying the time, place and general purposes of the meeting.

Section 8. Quorum. At any properly called meeting of the Council, a majority of the Council Members shall constitute a quorum for the transaction of any business. Except as might otherwise be provided by the Articles of Incorporation, a majority of such quorum may decide any question properly brought before such meeting.

Section 9. Committees. The Council may from time to time appoint committees, each consisting of one or more Council Member(s) and such other persons as the Council may see fit

to appoint, which committee shall have such duties and powers as the Council may so delegate to it in the resolution designating such committee. The Council shall have the authority to appoint, modify, and terminate the appointment of these committees, as it deems necessary or desirable from time to time.

- a. There shall be a Program Committee and the method of selection of its members, their number, and their term of service shall be determined by the Council. The Secretary shall serve as a non-voting member of the Program Committee *ex officio*.
- b. The Program Committee shall meet and prepare a program of research reports, symposia, and other offerings it may deem appropriate.
- c. The Program Committee shall follow the directions for preparing a program, the criteria for eligibility to submit papers and materials, and adhere to the standards of quality which have been established by the Council and the membership.

Section 10. Convention Manager. The Council shall, by majority vote, appoint a Convention Manager for a mutually-agreed upon term.

- a. The Convention Manager shall have the responsibility of working with the convention hotel, vendors, publishers, and such other outside agencies and institutions as are required to conduct the Annual Meeting of the Corporation, along with all other Council Members and staff, in order to successfully arrange each year's meeting.
- b. The Convention Manager shall have the authority to sign those contracts necessary for the successful conduct of each year's Annual Meeting, on behalf of the Corporation, but only if the expense or obligation to the Corporation is less than \$20,000 per contract, or \$50,000 in total for a single Annual Meeting, unless greater amounts are specifically authorized by the Council.
- c. The Convention Manager shall consult with the Council regarding any long-term contracts that will bind the Corporation beyond the next upcoming Annual Meeting.
- d. The Convention Manager shall be a non-voting Officer of the Corporation, and shall attend all Council meetings, real or virtual, that relate to the conduct of the Annual Meeting.
- e. The Convention Manager serves at the pleasure of the Council and may be terminated at any time with or without cause.

Section 11. Action by Consent Without a Meeting. Action may be taken by the Council, or any other committee of the Council without a meeting if, prior to such action, all members of the Council consent to such action.

Section 12. Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its Council Members, or between the Corporation and any other corporation, partnership, trust, firm, association, or entity in which one or more of the Council Members of the Corporation is a director, officer, partner, shareholder, member, employee, or agent, or is financially interested, shall be either void or voidable because of such relationship or interest or because such Council Members is present at the meeting of the Council or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because the vote(s) of such Director or Council Members is or are counted for such purposes, if:

- a. The fact of such relationship or interest is disclosed or known to the Council or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Council Member(s); or
- b. The fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent sufficient for the purpose; or
- c. The contract or transaction is fair and reasonable to the Corporation.

Such interested Council Member(s) may be counted in determining the presence of a quorum at a meeting of the Council or a committee thereof which authorizes, approves, or ratifies such contract or transaction. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory laws applicable thereto.

Section 13. Presence. A Council Member may participate in a meeting of the Council or any committee by means of a conference telephone or similar electronic communications, including computer messaging, so long as procedures are in place to ensure that those participating in this manner can express their views to other Council Members and vote on motions, and participation by these means constitutes presence in person at the meeting for all purposes under these By-Laws.

Should a Council Member fail to respond to good-faith efforts to hold an electronic Council meeting over a period of no less than one week (7 days), that Council Member shall be regarded as absent for the meeting, which meeting can then proceed in his or her absence, provided that a quorum is present.

ARTICLE VII

Officers

Section 1. Offices and Qualifications. The officers of the Corporation shall consist of the President, President-Elect, Immediate Past-President, Secretary and Treasurer (the "Officer(s)"). The Officers of the Corporation may also consist of other positions having duties and responsibilities as may from time to time be determined by the Council. Each Officer shall

be a Council Member, though only those elected by the Members, and the Secretary, shall be voting members of the Council.

Section 2. Terms of Office. The initial Officers of Corporation shall be those already serving in the predecessor organization, with their terms extending for the same duration as specified by that organization.

Thereafter, the President-Elect shall be elected annually by the Members for a one (1) year term as President-Elect, which shall begin at the close of the first Annual Meeting following his or her election. The term as President-Elect shall end at the close of the next Annual Meeting, one (1) year later, at which time the President-Elect will become the President for one (1) year, with that term ending at the close of the following Annual Meeting. At that time the President shall become the Immediate Past-President and serve a one (1) year term in that capacity, ending at the close of the third Annual Meeting following his or her election to President-Elect. The Secretary shall be appointed by the Council for a term of three (3) years, as shall the Treasurer and, when possible, those terms shall only partially overlap, with each ending in a different year. For the offices of Secretary and Treasurer, term of appointment is concurrent with the organization's fiscal year (July 1-June 30).

Section 3. Removal. The Council may remove any appointed Officer, with or without cause, by majority vote of the Council Members. The Council may remove any elected Officer, with cause, by two-thirds vote of the Council Members.

Section 4. Vacancies. Whenever any vacancies shall occur in any of the Offices of the Corporation for any reason, and no provision is provided in these By-Laws or in the Articles of Incorporation for filling such vacancy, the same may be filled by the Council at any meeting thereof.

Section 5. President. The duties of the President of the Corporation shall include the following:

- a. The President shall preside at all meetings of the Members and of the Council, shall manage and supervise all the affairs and personnel of the Corporation, discharge all the usual functions of the chief executive officer of a corporation, exercise general supervision over the affairs of the Corporation, and shall have such other powers and duties as these By-Laws or the Council may prescribe.
- b. The President shall present a Presidential Address at the Annual Meeting.
- c. The President or his designee shall, along with the Secretary, count nomination and election ballots, as well as the ballots in any referenda submitted to the membership.

Section 6. President-Elect. The President-Elect shall assist the President in managing and supervising all the affairs and personnel of the Corporation, discharge all the usual functions of a vice president of a corporation, and shall have such other powers and duties as these By-Laws or the Council may prescribe. The President-Elect shall assume the office of President-

Elect at the close of the annual meeting of the Corporation in the year of his or her election. The President-Elect shall succeed to the office of the President at the close of the Annual Meeting of the Council in the following year. If because of death, resignation, or other reason the President cannot fulfill the duties of the office, the Council may designate the President-Elect as President and may fill the vacant President-Elect office by either appointing the candidate who received the second largest number of votes in the most recent election for President-Elect or through a new election. The Council shall choose the alternative which, in its judgment, best reflects the will of the membership.

Section 7. Immediate Past-President. The Immediate Past-President shall act as President in the event of the President's absence or inability to perform duties, until such time as the President is able to resume the duties of that office or until such time as the office of President is filled.

In the event that the Immediate Past-President is unable or unwilling to serve, the Council shall appoint a replacement, if possible from the ranks of prior presidents of the Corporation or its predecessor.

Section 8. Secretary. The duties of the Secretary include the following:

- a. The Secretary shall keep or cause to be kept, a true and complete record of the proceedings of such meetings, and shall perform a like duty, when required, for all committees appointed by the Council. If required, the Secretary shall attest the execution by the Corporation of deeds, leases, agreements, and other official documents and shall attend to the giving and serving of all notices of the Corporation required by these By-Laws, shall have custody of the books (except books of account) and records of the Corporation.
- b. The Secretary shall execute all written contracts and other documents on behalf of the Corporation except those pertaining directly to the conduct of the Annual Meeting which are executed by the Convention Manager.
- c. The Secretary shall conduct all official correspondence of the Corporation, serve *ex officio* as a member of the Program Committee, issue all programs of meetings, receive applications for membership, and give notice of all inductions into membership. The Secretary shall act as the Chief Operating Officer of the Corporation in consultation with and under the direction of the President and the Council. The Secretary shall bring to the attention of the Council and the Corporation such matters as are deemed necessary.
- d. The Secretary shall keep the membership lists of the Corporation, and shall use these to conduct all elections as required and described in these By-Laws.
- e. The Secretary shall give an annual report to the Membership on the state of the Corporation at the Annual Meeting.

- f. The Secretary may, with consent of the Council, delegate some of the described responsibilities to another individual. However the Secretary shall remain ultimately responsible for the successful execution of these responsibilities unless explicitly relieved of such responsibility by the Council. Individuals who assist the Secretary, may, at the discretion of the Council, be appointed as Officers of the Corporation, but without voting rights at Council meetings.

Section 9. Treasurer. The duties of the Treasurer include the following:

- a. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall have charge and custody of, and be responsible for, all funds, notes, securities and other valuables which may from time to time come into the possession of the Corporation and shall deposit, or cause to be deposited, all funds of the Corporation with such depositories as the Council shall designate. The Treasurer shall furnish at meetings of the Council, or whenever requested, a statement of the financial condition of the Corporation, and in general shall perform all duties pertaining to the office of Treasurer and such other duties as these By-Laws or the Council may prescribe.
- b. The Treasurer shall be a non-voting member of the Council.
- c. The Treasurer shall consult with the President or the Secretary prior to making payments or issuing checks over the amount of \$1,000 unless those payments are stipends approved by the Council, or result from contracts entered into by the Convention Manager for the provision of services in support of the Annual Meeting. Records of those consultations and payments shall be maintained by the Treasurer and provided annually to the Council.

Section 10. Delegation of Authority. In the case of the absence or incapacity of any Officer, or for any other reason that the Council may deem sufficient, the Council may delegate any or all of the duties or powers of such Officer to any other Officer or to any Council Member.

Section 11. Consultation. In all instances where the authority, responsibilities or decisions of one Officer overlap with or impinge upon the authority, responsibilities or decisions of another Officer, the two shall consult and coordinate with each other. Should such consultation fail to produce a mutually satisfactory course of action, the Council shall serve as the ultimate arbiter and decision-maker in resolving such conflicts.

Section 12. Bond. Any Officer authorized by the Council to sign checks for the Corporation may be required by the Council to give bond for the faithful performance of his/her duties in such amount and with such sureties as the Council may designate. All premiums for bonds are to be paid for by the Corporation.

ARTICLE VIII Amendments

The Council may propose the approval, amendment or rescission of these By-Laws or portions thereof, if a majority of Council Members so vote. The membership must then approve such By-Laws, amendments, or changes by majority vote, following procedures for voting set forth in these By-Laws.

ARTICLE IX
Miscellaneous

Section 1. Corporate Seal. The Corporation has no seal.

Section 2. Execution of Contracts and Other Documents. Unless otherwise ordered by the Council, all written contracts and other documents to be entered into by the Corporation shall be executed on behalf of the Corporation by the Secretary of the Corporation, or, in matters pertaining directly to the conduct of the Annual Meeting, by the Convention Manager.

Section 3. Compliance with Section 501. The Corporation shall at all times comply with the requirements of Section 501 of the Internal Revenue Code of 1986 and related sections thereof (or any subsequent federal tax law) and all applicable regulations promulgated by the Internal Revenue Service there under with respect to tax-exempt organizations.

Section 4. Corporate Indemnification. To the extent not inconsistent with the law of the State of Indiana, every person (and the heirs and personal representatives of such person) who is or was a Council Member or Officer shall be indemnified by the Corporation as provided in the Act or as provided for herein.

Section 5. Notices. Unless otherwise specifically provided, any notice required to be given to any Member, Director, or Officer will be given in writing by delivering the same thereto in person, by depositing the same in a United States post office or letter box, in a postage prepaid sealed envelope, return receipt requested, by fax, or by e-mail setting forth such notice. In any case, where not delivered in person, notice will be directed to such Member, Council Member, or Officer at the address appearing on the records of the Corporation; and such notice will be deemed given when so delivered, so mailed or when the e-mail or fax is so sent. Any Member, Council Member, or Officer may waive any notice required to be given under these By-Laws. Presence of a Member, a Council Member, or Officer will constitute waiver by him or her of notice of a meeting.

The above By-Laws were adopted by the Board of Directors of the Corporation as of _____, 2011, and approved by vote of the Membership as of _____, 2011.

_____, Secretary

