

BY-LAWS OF ISPS-US
THE INTERNATIONAL SOCIETY FOR THE PSYCHOLOGICAL TREATMENTS OF
THE SCHIZOPHRENIAS AND OTHER PSYCHOSES, UNITED STATES CHAPTER

January 11, 2004

INTRODUCTION AND HISTORY

The International Symposium for the Psychotherapy of Schizophrenia met first in 1956. It met every three years without formal organization. At any given meeting, the organizing group met and someone volunteered to chair the next meeting. Most meetings were held in Europe and about a third were held in various cities in the U.S. At the 1994 ISPS meeting in Washington, D.C., the chair, and thus president of ISPS, David Feinsilver, M.D. led the effort to formalize the structure of ISPS. This included founding local chapters in various countries. He then led the organization of ISPS-US, which held its first meeting on October 12, 1998 at Chestnut Lodge. Those attending the meeting elected officers to serve until a formal constitution and bylaws were established: Ann-Louise S. Silver, MD, President; Julie Kipp, CSW, Secretary-Treasurer; Brian Koehler, PhD, Newsletter Editor.

ORGANIZATION

The Bylaws are organized in the following manner:

- I. Name and Purpose
- II. Membership
- III. Meetings
- IV. Officers
- V. Elections
- VI. Committees
- VII. Financial Matters
- VIII. Amendments

ARTICLE I: NAME AND PURPOSE

Section 1.

The name of this organization is the International Society for the Psychological treatments of the Schizophrenias and other psychoses, United States Chapter (ISPS-US). It shall be incorporated at 4966 Reedy Brook Lane, Columbia, Howard County, Maryland, 21044-1514, United States of America. Moves from the county or state which are named above may be accomplished by an amendment of the bylaws and appropriate filings of the revised documents with relevant state and federal governmental agencies. A change in the corporate address within Maryland may be accomplished by filling in the following blanks

_____ (new address)
_____ (date)

and making appropriate legal notifications. The corporation's business may be conducted in other locations as designated by the board of directors.

Section 2.

ISPS-US is organized exclusively for educational, scientific, and charitable purposes, more specifically:

- a. To provide a forum for expression of ideas, concepts, and research in psychoanalysis, dynamic psychiatry and psychology and related fields relevant to optimal treatment of schizophrenia and other psychoses. This forum supports education, training and knowledge-sharing among mental health professionals in the psychological therapies and psychosocial interventions in the treatment and prevention of psychotic mental health disorders. ISPS-US operates for the public benefit and is non-discriminatory with respect to race, religion, gender or socio-economic status
- b. To foster appropriate use of psychotherapy and psychological treatments for persons with schizophrenias and other psychoses
- c. To encourage and support research in areas of dynamic psycho-bio-social treatment of the psychoses, including individual, group and family psychological therapies, preventative measures and other psychosocial programs for those with psychotic disorders; to inquire into the phenomena of individual motivation and social behavior as applicable to the understanding of and treatment of schizophrenia and other psychoses
- d. To advance the development of humanistic insight-oriented and other holistic approaches to the treatment of the psychoses through psychological understanding and psychotherapeutic approaches in all phases of the disorders including both early in the onset and in longer lasting disorders
- e. To enable and encourage communication among mental health professionals, patients and anyone else who is interested in theories and treatment of psychoses

Section 3.

Corporate records of ISPS-US shall be kept at the corporation's principal office and shall include: a current copy of the Articles of Incorporation and Bylaws as amended; minutes of all Executive Council and committee meetings, including the dates and times of those meetings and full records of how meetings were called, who was present, and a full record of the proceedings; accurate financial records and books which fully disclose all accounts, assets, receipts, liabilities, disbursements, and gains and losses; and a complete record of all members, including the status of their membership, classification if applicable, and their full address.

Section 4.

Every member of the Executive Council of ISPS-US shall have the right of access to inspect and/or copy all corporate records, documents, and books.

Section 5.

Every member of ISPS-US shall have the following rights (subject to limitation to purposes related to the member's interest and subject to restriction placed by individual members on disclosure of their own personal information): to inspect and copy the record of all members' names, addresses, and voting rights; to obtain a list of members, their addresses and voting rights from the secretary of the corporation at a

reasonable charge to the member; and to inspect at any reasonable time the corporation's books, records, or minutes of meetings held by the Executive Council or its committees, and other rights specified by law. All of these rights require a written demand to the secretary which must state the purpose for which these items are requested.

ARTICLE II: MEMBERSHIP

Section 1. General Members

The general membership of this Society will consist of mental health professionals, patients and their families and friends, and any other individuals interested in our mission. Membership is not indicative of, and must not be used to indicate any form of professional competence or expertise. As used in these By-Laws, the word "members in good standing" or "voting members" are synonymous and refer to members who are entitled to vote or hold office in the aggregate, or to a meeting or status of voting members. A "decision of the general voting members" is the decision of the majority of the voting members, present and voting at a meeting. Any member whose dues are current shall be considered a voting member.

Section 2. Honorary Members

A person may be elected to honorary membership based upon signal and outstanding contributions to the ISPS-US mission. Any member may propose a person for honorary membership by citing the person's qualifications and forwarding the proposal to the Executive Council for final action. Honorary members will not vote or hold elected office, but may be named to serve as advisor or consultant to a committee.

ARTICLE III: MEETINGS

Section 1: Annual Meeting.

The date of the regular annual meeting shall be set by the Executive Council who shall also set the time and place.

Section 2: Special Meetings.

Special meetings may be called by the President.

Section 3: Notice.

Notice of each meeting shall be given to each voting member, by mail, not less than thirty days before the meeting.

Section 4.

Each annual meeting will consist of at least one business section and of at least one educational assembly.

Section 5.

When the Society has fewer than 500 voting members, a quorum will be ten percent of the voting members. When the Society has more than 500 voting members, fifty voting members will constitute a quorum.

Section 6.

Scientific programs and scientific assemblies may proceed as planned even in the absence of a quorum.

Section 7.

In the absence of a quorum for a business meeting, only general discussions may take place. No motion or resolutions may be adopted other than motions to: a) adjourn; b) recess; c) initiate efforts to achieve a quorum; or d) fix the time and place of the next business meeting.

Section 8.

All voting at meetings, by correspondence, telephone conference, or mail ballot, as prescribed or authorized in these By-Laws, will be by those entitled to such vote and not by proxy. All balloting will be conducted in accordance with the procedures outlined in the By-Laws.

Section 9.

In time of war or other grave national emergency, normally scheduled meetings may be suspended or curtailed. Business affairs of the Society will then be conducted by the Executive Council. Mail ballots will continue, with nominations to office being made by petition or by a nominating committee.

Section 10.

Except where other rules are adopted, the parliamentary practices of this Society will be in accordance with the latest edition of "Modern Parliamentary Procedure" by Ray E. Keeseey, most recent revision, published by the American Psychological Association, 750 1st St., N.E., Washington, DC, 20002.

ARTICLE IV: OFFICERS

Section 1.

The officers of this Society are the President, Vice President, Secretary, Treasurer, and one delegate designated by the president of each recognized Branch. The Newsletter Editor and Program Chairperson shall serve on the Executive Council and are appointed. All officers serve on a voluntary basis, without financial compensation.

Section 2.

The Executive Council will consist of the officers listed in Section 1 of this Article.

Section 3.

Officers will be elected by mail ballot in the manner described in these By-Laws.

Section 4.

Each Officer will hold office for a term of three years. If a vacancy occurs, the office will be filled for the unexpired term by appointment by Executive Council. No officer shall be elected to the same office for more than two terms. The position of Newsletter Editor, Chairperson of the Membership Committee, and Program Chairperson shall be appointed by the Executive Council and the terms of their offices shall not exceed two three year appointments.

Section 5.

The President will preside at all general meetings of the Society and serve as chairperson of Executive Councils. The President, with the approval of the Executive Council may establish and abolish committees. Unless otherwise stated in these by-laws, the President, with the approval of the Executive Council and the chairperson of that committee, will appoint the membership of that committee. The President or the president's designee will function as official spokesperson for ISPS-US.

Section 6.

The Vice President, in the absence of the president or at the president's designation, will preside at general meetings of the Society and serve as chairperson of Executive Councils. Additionally, the Vice President will serve on the membership committee, shall maintain an accurate and current roster of the membership of all official committees of ISPS-US, and propose committee nominees when terms of appointment expire or when vacancies occur.

Section 7.

The Secretary shall be responsible for keeping records of Executive Council actions, including overseeing the taking of minutes at all its meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Executive Council member, arranging for notice of the Society's activities to all its members, and assuring that corporate records are properly maintained. The Secretary, in concert with the treasurer, additionally shall file such annual or other periodic reports with state and federal governmental agencies that monitor corporations as required.

Section 8.

The Treasurer or authorized agents will receive, disburse, account for, and manage all monies of the Society under the general direction of the Executive Council. The Treasurer will submit a financial statement at each meeting of the Executive Council and general membership. The Treasurer shall assist in the preparation of the budget and help develop fundraising plans. The Treasurer and any authorized agents may be bonded in an amount to be determined by the Executive Council. When there is a Finance Committee, the Treasurer will be chairperson of that committee.

Section 9.

The Executive Council is the governing body of the Society in the intervals between general meetings of the voting membership. It is composed of the officers enumerated in Section 1 of this Article. The duties of the Executive Council are:

- a) hold title to the assets of the Society,
- b) approve all disbursements;
- c) determine the dues and assessments to be paid by the membership;
- d) employ salaried staff as needed;
- e) select vehicles for publishing the transactions of the Society;
- f) be authorized to issue public statements in the name of the Society when it appears necessary to do so and when it is impractical to call a general meeting;
- g) in the event of a vacancy in any office, appoint an eligible member to complete the unexpired term of that office;
- h) be authorized to create subcommittees from its own membership;
- i) be authorized to create committees from the general membership of the Society;
- j) be authorized to enter into agreements and contracts as necessary to carry out the activities of the Society;
- k) be authorized to raise and spend funds for the purposes of implementing the activities of the Society.

Agreements, contracts, and other official activities of the Society and the Executive Committee shall require the signatures of the President and Secretary of the Society. Financial transactions shall require the signature of the President and Treasurer, unless otherwise authorized by the Executive Committee.

Section 10.

The Executive Council will meet either on call of its chairperson, or on petition signed by four or more members of that council, asking for such a meeting, and specifying time and place. Such petition will be directed to the President, who will call the meeting as requested.

Section 11.

If all members of the Executive Council have been given timely notice of a meeting, six members of the council present at the same time either in one place, or by electronic communication from different places, will constitute a quorum. In the absence of a quorum, no official actions can be taken.

Section 12.

If the President is temporarily unable to function due to absence or illness, the Vice President will assume the responsibilities of President until the President is able to resume the duties of office. If any other officer is similarly unable to function due to absence or illness, the Executive Council will appoint a Member in good standing to serve until the member can return to duty, or the balance of the term, whichever comes first.

Section 13.

No member of the Society other than the President will speak in the name of the Society unless specifically authorized by the President.

Section 14.

Any officer of the Society may be removed from office for cause by a three-fourths vote of the entire Executive Council, meeting privately, provided that notice of the action and causes of the action be delivered to the officer at least fourteen (14) days prior to such meeting. The officer in question may not preside or be eligible to vote at such meeting.

ARTICLE V: ELECTIONS**Section 1.**

The Nominating Committee will be appointed in accordance with Article VI, Section 5 of these By-Laws. This committee will publish a panel of candidates at least six months prior to the opening date of the annual meeting.

Section 2.

Any voting member may initiate a nominating petition. Such petition will state: "The undersigned voting members hereby place the name of so-and-so in nomination for the office of such-and-such for the mail ballot to be held in (year)" or words to that effect. Petitions will be directed to the Secretary of the Society. The Secretary will review the petitions to determine that all signatories are members in good standing of the Society. The Secretary will determine cutoff dates for the receipt of nominating petitions.

Section 3.

The number of petition-signatures sufficient to nominate is either a) ten percent of the voting members, or b) fifty voting members, whichever number is smaller.

Section 4.

All mail ballots will be prepared by the Secretary and will be distributed to the voting members by first class mail, the outer envelope clearly indicating that a ballot is enclosed. Separate forms will be provided for election, amendments or other matters. Each ballot will clearly indicate by heading the subject to be voted upon and will show conspicuously the final return date after which ballots received will not be tallied. In order to assure anonymity of voting, two envelopes will accompany the ballot forms. A larger envelope will show the return address and instructions for the voting member to both print and sign his or her name thereon. Voting members will indicate their choice on the ballot form and seal the ballot within the smaller envelope which will be unmarked. The smaller envelope will be enclosed within the larger and returned to the address thereon prior to the date for final return. The final return date for all ballots will be no later than the 28th day prior to the opening date of the annual meeting.

Section 5.

On the date authorized by the Executive Council, the Secretary will mail a ballot for the election of officers. Within each office candidates will be grouped alphabetically. A symbol "N" will indicate that the candidate was named by the Nominating Committee. A symbol "P" will be used to indicate the candidate was nominated by petition. The meaning of these symbols will be spelled out on each ballot.

Section 6.

Prior to balloting, the President will name an Electoral Commission to consist of three members in good standing, none of whom is a candidate for office. One will be designated as senior member of the Electoral Commission and will act as chairperson. Within five working days after the announced date for final return, the Electoral Commission will check the returns against a list of eligible voters and segregate but not open any ineligible return. The commission will then open and discard the outer signed envelopes and open and count the ballots. Illegible parts of ballots will not be tallied. The members of the Electoral Commission who have conducted the tally will prepare a certificate indicating the number of ballots sent out, the number returned, the number of ineligible or invalid ballots and the reasons therefore, the number of votes for each candidate or proposal, and the net result of the voting. Ballots will be retained in the Society office for a period of one year following the tally. Any voting member may inspect the ballots during this interval upon written request to the Secretary of the Society.

Section 7.

A plurality is sufficient to elect a Vice President, a Secretary, or a Treasurer.

Section 8.

In the election of officers, ties will be resolved by a run-off election among candidates who have received the same number of votes, conducted by mail ballot as expeditiously as possible in accordance with procedures specified above except as to the dates of mailing out and final return, which dates will be set by the Executive Council.

ARTICLE VI: COMMITTEES**Section 1.**

Except as otherwise provided in the Constitution and By-Laws, or as otherwise provided by resolution, the President, with the concurrence of the both the Executive Council and the chairperson will appoint the personnel of all committees. Except as otherwise specified no member shall serve on any committee for more than six consecutive years.

Section 2.

All committee appointments require approval of the Executive Council. The following committees are established by these by-laws:

- a) Membership Committee
- b) Nominating Committee
- c) Research Committee
- d) Committee on Education
- e) Committee on Publications
- f) Committee on Programs
- g) Committee on Ethics

Section 3.

The personnel of the committees listed above in Section 2 will be named by the incoming President prior to installation as president. If such nominations are made while the Executive Council is not in session, Council's approval may be obtained by mail or telephone. The composition of all committees shall contain broad geographical representation. Each committee shall report on its activities in the Society's newsletter and at the annual meeting.

Section 4.

The Membership Committee will consist of the Chairperson, the Secretary of the Society, the Past-Secretary when there is one, the Vice President, and three members in good standing. Members other than the Chairperson and the Secretary will serve for a term of three years and will not be eligible to serve again until a period of three years has elapsed. The duties of the membership committee shall be:

- a) Monitoring the status of each member and keeping appropriate records
- b) Recruitment of new members
- c) Dealing with ethical issues that may arise in connection with members of the society
- d) Advising the Executive Council of the status of the membership on a regular basis
- e) Coordinating the publication of a membership directory
- f) Other duties as specified by the Executive Council

Section 5.

The Nominating Committee will consist of a Chairperson and four other members in good standing, nominated by the President, with approval of the Executive Council. The most recent Ex-President will serve as chairperson. No officer of the Society (except the Secretary, who shall have no vote) may meet with the Nominating Committee. Officers are defined in Article IV of these By-Laws. No member of the Nominating Committee will continue service thereon for more than two successive one-year terms. A member who has been appointed twice may not be reappointed until three years has elapsed since completion of the last term. The duties of the nominating committee shall be:

- a) Create a slate of officers in advance of each election consisting of at least one nominee for each office to be filled.
- b) Make sure that all nominees are qualified and willing to serve if elected
- c) Other duties as specified by the Executive Council

Section 6.

The Research Committee will consist of a Chairperson and no fewer than four members in good standing appointed by the president with the approval of the Executive Council. No person may serve on this committee for more than two consecutive three-year terms. A person completing a second consecutive term on this committee will not be eligible to serve again until a period of three years has elapsed. The duties of the research committee shall be:

- a) Encourage research on the psychological treatments of patients with psychotic illness
- b) Apply for grants and other support for research on the psychological treatments of patients with psychotic illness
- c) Arrange for and oversee multi-site research projects among the branches of the Society
- d) Report to the Society on its activities and significant advances in the field through the Society's newsletter and journal
- e) Present at meetings of other mental health organizations
- f) Other duties as specified by the Executive Council

Section 7.

The Committee on Education will consist of a Chairperson and no fewer than four members in good standing appointed by the president with the approval of the Executive Council. No person may serve on this committee for more than two consecutive three-year terms. A person completing a second consecutive term on this committee will not be eligible to serve again until a period of three years has elapsed. The duties of the education committee shall be:

- a) Foster the formation of study groups
- b) Encourage inclusion of training in psychological treatments of patients with psychotic illnesses in existing training programs for mental health professionals
- c) Serve as a resource and clearinghouse of relevant information and speakers on the psychological treatments of patients with psychotic illness for study groups and training programs
- d) This Society will not license, supervise, certify, or accredit any training facility
- e) Other duties as specified by the Executive Council

Section 8.

The Committee on Publications shall consist of a Chairperson and no fewer than four members in good standing. The chairperson of this committee shall serve as executive editor of all publications. Members of the committee may serve as associate editors responsible for specific publications with the approval of the Executive Council. No person may serve on this committee for more than two consecutive three-year terms. The duties of the publications committee shall be:

- a) To produce and distribute no more than four newsletters per year
- b) When membership size warrants, to produce and distribute a peer-reviewed scholarly journal on a periodic basis
- c) To produce and distribute monographs relevant to the psychological treatments of patients suffering from psychotic illnesses as appropriate
- d) To outline the general contents, and determine the method of reproduction and distribution of Society publications
- e) Every member of the Society will be entitled to a copy of each issue of the newsletter and journal
- f) The committee will not commit funds of the Society except with approval of the Executive Council
- g) Other duties as specified by the Executive Council

Section 9.

The Committee on Programs shall consist of a Chairperson and other members selected by the president in close collaboration with the Chairperson. No person may serve on this committee for more than two consecutive three-year terms. A person completing a second consecutive term on this committee will not be eligible to serve again until a period of three years has elapsed. The duties of the programs committee shall be:

- a) to initiate and implement plans for the scientific assemblies and scientific programs of the Society
- b) The committee will not commit funds of the Society except with approval of the Executive Council
- c) The plans developed by the Committee on Programs will be subject to the approval of the Executive Council but will be effective unless they have been specifically disapproved by the Executive Council
- d) Other duties as specified by the Executive Council

Section 10.

The Committee on Ethics shall consist of a Chairperson and other members selected by the president in close collaboration with the Chairperson. No person may serve on this committee for more than two consecutive three-year terms. A person completing a second consecutive term on this committee will not be eligible to serve again until a period of three years has elapsed. The duties of the programs committee shall be:

- a) To receive reports of or other correspondence relating to alleged professional misconduct of any member of ISPS-US.
- b) To advise any complainant of the reporting requirements and procedures of the ethics board of that person's professional organization.
- c) To advise the Executive Council regarding the various ethical policies of professional organizations which affect the policies and practices of ISPS-US and its members.
- d) Other duties as specified by the Executive Council

ARTICLE VII: FINANCIAL MATTERS**Section 1.**

The International Society for the Psychological treatments of the Schizophrenias and other psychoses, United States Chapter (ISPS-US) is organized for educational and scientific purposes. No portion of its funds or assets will inure to the benefit of any member or officer. No member or officer will receive travel reimbursement or honorarium for participation in ISPS-US functions. In the event of the termination, dissolution or the winding up of the affairs of the Society in any manner or for any reason whatsoever, all remaining assets, if any, shall be distributed to (and only to) another 501(c)(3) organization with compatible nonprofit purpose, or to a federal, state or local government for a public purpose, within the provisions of applicable laws as described in section 501(c)(3) of the Internal Revenue Code.

Section 2.

The International Society for the Psychological treatments of the Schizophrenias and other psychoses, United States Chapter (ISPS-US) will comply with 501(c)(3) requirements which do not allow a nonprofit corporation to engage in political activities such as campaigning, lobbying, or support of specific candidates for office.

Section 3.

The International Society for the Psychological treatments of the Schizophrenias and other psychoses, United States Chapter (ISPS-US) will comply with 501(c)(3) requirements prohibiting private benefit to individuals associated with the Society. Any compensation made to individuals shall be for specific services rendered, or to promote the tax-exempt activities of the group.

Section 4:

The International Society for the Psychological treatments of the Schizophrenias and other psychoses, United States Chapter (ISPS-US) will comply with restrictions in the organization's finances as a private foundation, per Section 509(a) of the Internal Revenue Code, including:

- a) it shall distribute its income of the specified time period in a timely manner so as to avoid imposition of any taxes under Section 4942 of the IRC
- b) per IRC 4941(d), the foundation shall not engage in any self-dealing
- c) per Section 4943 of the IRC, shall not retain any excess business holdings
- d) will not make any investments that would subject it to taxation under IRC Section 4944
- e) will not make any taxable expenditures that would fall under the requirements of IRC Section 4945(d)

Section 5.

The Executive Council will authorize periodic audits of the Society's financial records by a professional accountant to be approved by the Executive Council.

Section 6.

Dues for Society membership are annual per calendar year and payable by January 31. Members whose dues are more than 180 days in arrears shall no longer be considered in good standing until payment of dues in full, or reapplication for membership. Dues of new members of the Society shall be pro-rated for the balance of the calendar year of his or her initial membership.

Section 7.

Each November, the Treasurer will send to every member of the Society a bill for dues for the next calendar year. Any member is in arrears if his or her dues have not been paid by July 31 of that calendar year. At this date, the member will no longer be considered in good standing. Any member whose arrearage continues until December 31 of that year will, if the Executive Council so orders, forfeit all benefits of membership meaning that the member will cease to receive the publications of the Society, not be eligible to vote in Society elections, nor serve on committees of the Society, nor hold or be a candidate for Society office. If the amount held to be in arrears is not paid within the ensuing six months, the member's name will be removed from the Society's rolls and a request to return to membership in the Society will be processed as a new application, provided the outstanding arrearage for the time period in which Society publications were sent to the member is paid.

ARTICLE VIII: AMENDMENTS

Section 1.

A proposal to create a new By-Law or to amend an existing By-Law may originate a) by resolution of the Executive Council; or b) by a motion made, seconded and adopted at a meeting of the voting members; or c) by a petition signed by fifty voting members or by ten percent of the voting members, whichever number is smaller.

Section 2.

When a proposal to amend the By-Laws or to create a new By-Law has been "received" (in accordance with Section 1 above) the voting members will be promptly notified by newsletter or by individual communication. Such notification will contain a) the full text of the proposed amendment or By-Law; b) the full text of the article or By-Law which is to be replaced; c) the source of the proposal (whether by resolution of the Executive Council, by petition, or by motion at a meeting of the voting members).

Section 3.

The proposed amendment will be placed on the agenda for discussion at the next business meeting of the Society falling at least thirty days after the distribution of the notification to the voting members as provided in Section 2 above. A report of said discussion will be submitted to the voting members in the published minutes of the meeting and/or the Newsletter prior to any vote on the proposal. The voting members will be notified of the approximate date on which mail ballots will be sent out and the approximate date for final return.

Section 4.

Mail ballots will be prepared by the Secretary not later than three months after the report of the discussion of the proposal has been distributed to the voting members, except that if a mail ballot for candidates for office is scheduled within 100 days, the two ballot forms may be consolidated in mailing and a single return date is fixed for both. The ballot will contain the full text of the proposed amendment or By-Law and the full text of the article or By-Law which is to be replaced. If there is more than one, each will be a separately numbered proposal. Space will be provided for recording the voting member's vote, the words "Yes" and "No" being listed on separate lines under the question, "Are you in favor of this proposal?" Ballots will not be sent to honorary members, but only to voting members.

Section 5.

Adoption of a new By-Law or amendment of an existing By-Law requires:

- a) valid ballots from at least forty percent of the voting membership.
- b) a two-thirds majority of the votes cast is required to adopt a new By-Law or amend an existing By-Law.