



## MEMO

DATE: April 6, 2018  
FROM: Judith A. Turner, Ph.D., IASP President  
TO: IASP Membership  
RE: Proposed Amendments to the IASP Bylaws

Over the last year, the IASP bylaws have been thoroughly reviewed by IASP leadership (including the Executive Committee and Council), IASP staff, and IASP legal counsel.

Most of the proposed changes are meant to streamline our bylaws with new language that is more clear and precise. Additionally, we have made changes that better reflect current IASP practices and will also further streamline and improve governance practices. Finally, in consultation with our attorney, we have modified language to ensure that our bylaws are consistent with not-for-profit laws established in the District of Columbia, USA (the location of IASP's organizational registration). Below I outline the changes in each section of our bylaws:

### Article II – Purpose and Mission

The proposed changes clean up the language and ensure that this section is more closely aligned with the IASP Articles of Incorporation (Founding Document), as advised by our legal counsel.

### Article III – Membership

A number of changes are being proposed in this section, including language clean-up and a few substantive changes:

- 3.01 - language clean-up and referencing of the Articles of Incorporation; item “b” clarifies that the Council approves Honorary Members
- 3.02 – removed language specific to Honorary Members because these provisions are covered in the prior section 3.01
- 3.03, 3.03A, 3.03B - language clean-up and clarification that the Executive Committee can establish the means by which voting will occur. This will allow the use of new technology for voting.
- 3.03D – added language to create a process to revoke membership, if necessary, with an open and transparent process
- 3.04A – language clean-up; clarifies Council role in establishing dues and assessments
- 3.04B – language clean-up and clarification that members who have not paid dues will not have membership rights until dues are paid and that revocation of membership does not relieve a member’s responsibility for unpaid dues or other charges.
- 3.04C – language clean-up
- 3.05 A, 3.05 B – language clean-up
- 3.06B, 3.06 C – we decided to remove the allowance for members to provide the Council with a proxy vote. First, we do not currently ask members to sign a form empowering the Council to be their proxy. Second, if we were to ask members to do this, we would be required by law to ask members annually to renew the proxy status. We decided that it is best to remove the language and provision. Aligned with this in Article XIII is wording about Councilors acting as proxy for members, which is also removed.

### Article IV – Council

- 4.04 – language clean-up

- 4.08A, 4.08B - language clean-up
- 4.09 – District of Columbia law provides very strict rules (which cannot be changed) that establish clear conditions for the removal of Councilors. As such, we added these current provisions to the Governance Manual and referenced DC law in the bylaws.
- 4.10 – language clean-up and clarification
- 4.11 – language clean-up
- 4.12A – language clean-up
- 4.12C – clarifies that the Council or Executive Committee can decide the best/most appropriate means of Council meetings.
- 4.12F – language clarification

#### **Article V – Officers**

- 5.03A – this section clarifies that the President is a member of the Council, Executive Committee and Finance Committee, with voting privileges, and that the President is entitled to participate in all other committees and all task forces, but without voting privileges. If these proposed changes are approved by the membership, the Executive Committee recommends that the IASP policy be amended to state that the President may only vote at Council Meetings in the event of a tie.
- 5.03D – language clean-up and, per the recommendation of the Governance Task Force and approved by the Council, addition to the tasks of the Secretary to serve as Chair of the Audit Committee.
- 5.03E – language clean-up and clarification of the partnership between the Treasurer and association staff.
- 5.05 – change to the term of the Secretary such that the Secretary may only serve a single two-year term and will no longer be eligible to run for an additional two-year term. This will eliminate a situation where a sitting Councilor/Officer may run for re-election (it is the only position on Council where this occurs).
- 5.06A, 5.06B – language clean-up
- 5.07, 5.08 – language clean-up and clarification, and a more transparent process for the removal of officers.

#### **Article VI – Executive Director**

- The IASP Leadership has approved changing the title of the chief executive officer from Executive Director to Chief Executive Officer (CEO) to reflect current practices in association management. Additionally, there is language clean-up and clarification.

#### **Article VII – Chapters**

- 7.01 – language clean-up
- 7.04 – added language that gives the Council the authority to revoke a Chapter or a Chapter-in-Formation

#### **Article VIII – FEDERATIONS**

Bylaws and policy changes were presented to the IASP Council and approved in December 2015, but the bylaws were not revised at that time. These changes are included in these bylaws revisions and in the IASP Governance Manual.

- 8.01 – language clean-up and liaison requirements
- 8.03 – added language that gives the Council the authority to revoke a Federation

#### **Article IX – Special Interest Groups**

Language clean-up and clarification of SIG financial procedures.

#### **Article X – Committees**

- 10.01 - language clean-up
- 10.02 – change in number of Councilors required to serve on committees and updated language regarding President’s voting rights (see 5.03A)
- 10.03 – language clean-up

- 10.04 A, E – Clarification, updating with respect to the number of association journals and the President’s voting authority
- 10.04G – notes the Secretary serves as Chair of the Audit Committee

**Article XI – Financial and Administrative Matters**

- 11.02 – change in title from Executive Director to CEO
- 11.04 - language clean-up

**Article XII – Indemnification and Insurance**

- 12.01 - language clean-up and updating
- 12.02, 12.03 – deleted; captured in 12.01
- 12.05, 12.06 - language clean-up and updating

**Article XIII – Amendments**

- 13.01 – in addition to language clean-up, removal of language regarding Council acting as proxy for members due to the elimination of the ability of members to appoint their proxy vote to the Council (see note on 3.06B).

**Article XIV – Electronic Transmissions**

Language clean-up