

**International Society for the Science of Existential Psychology
Code of Regulations**

**ARTICLE ONE
MEMBERSHIP OF THE CORPORATION**

1.01 VOTING MEMBERS

The members of the Board of Directors (each, a “Director,” and, collectively, the (“Directors”)) shall, for the purposes of Chapter 1702 of the Ohio Revised Code, be deemed to be the only voting members of the International Society for the Science of Existential Psychology (the “Corporation”) in accordance with Section 1702.20 of the Ohio Revised Code. The Directors shall have all rights and privileges of members. Where a provision of law relating to meetings of Directors differs from that concerning meetings of members, it shall be sufficient if the Corporation complies with the provision relating to Directors.

1.02 NON-VOTING MEMBERS

The Board of Directors may establish or discontinue any class or type of non-voting member.

1.02.1 Admission and Renewal of Non-Voting Members

The Board may adopt and amend application procedures and qualifications for membership in the Corporation. The Board of Directors may admit or reject any applicant for membership for any reason.

1.02.2 Membership Fees and Dues

The Board of Directors may set and change any fees and dues associated with membership and participation in the Corporation. Membership fees may include subscription to such publications as may be determined by the Board of Directors. Non-payment of dues within six months of the date due shall be considered equivalent to resignation from the Society.

1.02.3 Notification of Membership

The Corporation shall provide non-voting members written notification of acceptance or rejection of membership in the Corporation.

1.02.4 Powers and Duties of Non-Voting Members

Non-Voting Members may nominate candidates for the office of Director at the annual meeting. Nomination may be made to the Board’s Nominating, Membership, and Governance Committee by either personal delivery, mail, facsimile, courier service, or electronic mail. Any nomination for the office of Director must be made no less than ninety (90) days prior to the annual meeting. The Board of Directors may accept or reject any nomination for any reason.

**ARTICLE TWO
BOARD OF DIRECTORS**

2.01 GENERAL POWERS AND DUTIES

The Board of Directors (the “Board”) shall exercise or delegate all of the authority to govern the affairs of the Corporation and may exercise all the powers and privileges accorded to Directors

by law. The Directors' exercise of authority includes adoption of regulations, by-laws, policies and procedures consistent with applicable law, the Corporation's Articles of Incorporation, and this Code of Regulations (the "Regulations") to carry out the Corporation's purpose.

2.02 NUMBER

The Board shall consist of five (5) to seventeen (17) Directors. The Board shall vote to set the number of Directors at the annual meeting and may vote to change the number of Directors at any meeting. No decrease in the number of Directors shall have the effect of removing any director prior to the expiration of such Director's term.

2.03 ELECTION

Directors may be elected at the annual meeting and at any meeting in order to fill a vacancy.

2.04 TERM

A regular term of office for a Director shall be for three (3) years beginning on August 1st following the Director's election at the annual meeting or until the officer's earlier death, incapacitation, removal, or resignation. The maximum number of regular consecutive terms for a Director shall be three (3). After serving as a Director for three (3) regular terms, a person is not eligible to serve as a Director for at least one (1) year.

2.05 RESIGNATION AND REMOVAL

A Director may resign at any time by giving written notice to the President. Such resignation shall take effect on the date of receipt or at any later time specified in said notice. Any Director may be removed, with or without cause, at any time by a vote of two-thirds (2/3) of the other Directors.

2.06 VACANCIES

When a vacancy arises on the Board between annual meetings, the remaining Directors shall choose a successor to fill the vacancy at the Board's next annual meeting or at a special meeting. The Board may also choose to reduce the size of the Board instead of filling the vacancy, as long as the minimum number of Directors is maintained in accordance with Section 2.02 of these Regulations. Any Director elected to fill a vacancy shall hold office for the remainder of the former Director's term, and then may be elected for three additional regular terms in accordance with Section 2.04 of these Regulations.

2.07 COMPENSATION

Directors shall serve without compensation. Directors may be allowed reimbursement of reasonable expenses incurred in the performance of their duties.

2.08 MEETINGS OF THE BOARD

2.08.1 Meetings

The Board's annual meeting shall be held within the six months after the close of the fiscal year for the purpose of (i) electing Directors and officers (as may be required), (ii) discussing and reporting on the business and affairs of the Corporation, and (iii) conducting such other business as necessary. Special meetings of the Board may be called by the President or by written request

of at least thirty percent (30%) or more of the Directors. No business shall be conducted at a special meeting other than that stated in the notice of the meeting.

2.08.2 Place and Time of Meetings

The Annual Meeting shall be held at a place and time set by the Board. All other meetings shall be held at a place and time as the Board determines.

2.08.3 Notice of Meetings

Written notice of the time and place of annual meetings shall be given fourteen (14) days in advance of the meeting by personal delivery, mail, facsimile, courier service, or electronic mail. Written notice of the time and place of special meeting shall be given two (2) days in advance of the meeting by personal delivery, mail, facsimile, courier service, or electronic mail.

2.08.4 Quorum

The presence of forty percent (40%) of the Directors in office is necessary to constitute a quorum for a meeting of the Directors. The act of a majority of the Directors present at a meeting at which a quorum is present is the act of the Board, unless the act of a greater number is required by these Regulations.

2.08.5 Action Without Meeting

Any action that the Board can take at a meeting may be taken without a meeting by unanimous written consent of the Directors. Written consent may be conveyed by electronic mail or facsimile.

2.08.6 Attendance at Meetings

A Director may attend a meeting of the Board by telephone or other electronic communication device if all persons participating can hear one another contemporaneously. Such participation shall constitute presence at a meeting for purposes of determining whether a quorum exists.

ARTICLE THREE OFFICERS

3.01 OFFICERS

The officers of the Corporation shall include a President, a Vice-President, a Treasurer, a Secretary, and any other officers as the Board may elect. The same person may hold any two offices except for the office of President and Vice-President.

3.02 NOMINATION AND ELECTION

The Directors shall nominate and elect officers at the annual meeting or as necessary in order to fill a vacancy.

3.03 TERM

A regular term of office shall be for three (3) years beginning on August 1st following the Officer's election at the annual meeting or until the officer's earlier death, incapacitation, removal, or resignation. An officer who is appointed to fill a vacancy shall not be deemed to

have served a regular term. The maximum number of regular consecutive terms for each office is three (3), except for the office of Treasurer which shall have no term limit.

3.04 RESIGNATION AND REMOVAL

An officer may resign at any time by giving written notice to the President. Such resignation shall take effect on the date of receipt or at any later time specified in said notice. The Board may remove any Officer, with or without cause, at any time by a vote of two-thirds (2/3) of the other Directors.

3.05 VACANCIES

When a vacancy arises among the officers, the Directors shall choose a successor to fill the office at the Board's next annual meeting or at any special meeting. An individual so chosen shall serve for the remainder of the vacant officer's term.

3.06 DUTIES OF OFFICERS

3.06.1 President

The President shall preside at all meetings of the Board. Unless otherwise specified, he or she shall be a voting member of all Board committees. He or she shall report at least annually to the Board on the affairs of the Corporation and make recommendations with respect thereto. He or she shall perform all other duties incident to the office of President and those that may be prescribed by the Board from time to time. The President shall have general executive supervision over the property, affairs, and finances of the corporation and may execute all authorized deeds, contracts, and other obligations in the name of the corporation. The President shall be authorized to sign checks and other documents requiring the payment of money.

3.06.2 Vice-President

In the absence of the President or in the event of the President's vacancy, the Vice-President shall perform the duties of the President. Additionally, it shall be the duty of the Vice-President to perform such other duties as are incident to his or her office or as may properly be required by vote of the Board.

3.06.3 Treasurer

The Treasurer is responsible for understanding and presenting to the Board the financial status and reports of the Corporation. He or she shall prepare a preliminary budget for review and approval by the Board. He or she shall keep or cause to be kept correct and accurate accounts of the properties and financial transactions of the Corporation and shall perform or cause to be performed all duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the Board or the President.

3.06.4 Secretary

The Secretary shall keep or cause to be kept correct and accurate accounts of all business of the Board, including minutes of all proceedings and shall perform or cause to be performed all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the Board or the President.

ARTICLE FOUR COMMITTEES & ADVISORS

4.01 EXECUTIVE COMMITTEE

The Executive Committee shall consist of the officers of the Corporation. The Executive Committee is authorized to act on all matters that may require action between annual meetings of the Board and shall also have such authority, functions, and duties as may be delegated to it by the Board. The Executive Committee shall meet when called by the President or by a majority of the members of the Executive Committee.

Delegated duties:

1. Funding: It is the duty of the committee to seek and secure external funding.
2. Web accessibility: The committee shall appoint a Webmaster. It is the duty of the Webmaster to maintain the website of the Society; to post up-to-date information about the Society, including both descriptive information about the Society as well as ongoing announcements and press releases; to post up-to-date information about becoming a member and ensure the availability of Web-based enrollment/renewal of membership, including Website-based options for electronic payment of dues; to make available up-to-date information about awards, including detailed calls for submissions and recognition of past and present award winners; to post up-to-date information about the Society's upcoming conferences, including calls for submission and announcements about programming, as well as making available past meeting locations, schedules, and programs; to make available up-to-date information about the Society's officers, Board of Directors, and Code of Regulations; and in general to perform all such duties as may be incident to the office or as properly may be required by vote of Board at any duly constituted meetings.

4.02 NOMINATING, MEMBERSHIP, AND GOVERNANCE COMMITTEE

This Committee shall consist of at least three (3) Directors, including a chair, appointed by the Board. This Committee is responsible for: (a) overseeing the election of the Board of Directors and Officers; (b) overseeing compliance with the Corporation's Articles of Incorporation and these Regulations, and (3) other duties that may be delegated to it by the Board.

Delegated duties:

1. Membership: It is the duty of the committee to occasionally survey society members about their characteristics, interests, and perceived impact of the Society's programs; to coordinate with the President, Treasurer, and others to develop initiatives to increase and promote society membership; and in general to perform all such duties as may be incident to the committee or as properly may be required by vote of Board at any duly constituted meetings.

4.03 GRANTS & AWARDS COMMITTEE

The Grants & Awards Committee is responsible for ensuring the timely announcement of annual grants and awards; issuing detailed calls for nominations and applications; and making a timely review of nominations and applications. As a general guideline, the committee is encouraged to cultivate a team of reviewers well in advance of the deadlines and should aspire to begin organizing and reviewing all nominations and submissions materials within 7 business days of relevant deadlines and to reach selection decisions within 4 weeks after deadlines. The

committee shall convey awards decisions, and grant decisions and dollar amounts, to the Executive Committee for final approval. The ISSEP President shall then notify all nominees and applicants of relevant decisions and details, as appropriate.

Members of the Grants & Awards Committee may be elected by the Board and/or appointed by the President, and shall determine the Chair of the Committee from amongst themselves. The Committee may consist of Board members and Non-Board members, each of whom serves subject to the authority of the Board.

4.04 CONFERENCE COMMITTEE

The Conference Committee shall be responsible for all matters having to do with organizing, selecting presenters, soliciting funding for, and conducting the Society's conferences.

Members of the Conference Committee may be appointed by the Board and/or by the President, and they shall determine the Chair of the Committee from amongst themselves. The Committee may consist of Board members and Non-Board members, each of whom serves subject to the authority of the Board.

4.05 PEDAGOGICAL ADVANCEMENT COMMITTEE

The Pedagogical Advancement Committee shall be responsible for collecting and curating resources for teaching and learning about research on existential psychology topics; editing those materials for public use; and making them available to the public. As a general guideline, the committee should aspire to solicit the field for contributions and recommendations annually, at a time most advantageous for collection.

Members of the Pedagogical Advancement Committee may be appointed by the Board and/or by the President, and they shall determine the Chair of the Committee from amongst themselves. The Committee may consist of Board members and Non-Board members, each of whom serves subject to the authority of the Board.

4.06 FEATURES & SPOTLIGHTS COMMITTEE

The Features & Spotlights Committee is responsible for communicating the science of existential psychology to the general public through the Features & Spotlights articles on the ISSEP website. As a general guideline, the committee is encouraged to cultivate articles from sources such as annual conference presenters, annual award winners, and so on.

The Committee shall be directed by a Chairperson, whose duties are to serve as an Editor-In-Chief and handle the initiation and finalization of each article. The Committee shall also include a variety of other members, whose duties are to handle the content production for each piece either directly as an interviewer and Spotlight article author or indirectly as a supporting editor for an invited Feature article author.

The Chair of the Committee is authorized to offer modest honorariums to each invited Feature article author and supporting editor, and to each Spotlight article author (but not to spotlight article subjects).

Members of the Features & Spotlights Committee may be elected by the Board and/or appointed by the President, and shall determine the Chair of the Committee from amongst themselves. The Committee may consist of Board members and Non-Board members, each of whom serves subject to the authority of the Board.

4.07 EXTERNAL ADVISORS

The Executive Committee (and Board of Directors, more broadly) is encouraged to cultivate a team of External Advisors who have expertise or professional experience related to the effective operation of non-profit charitable organizations and scientific societies. As a general guideline, the team of External Advisors should include A) colleagues with executive experience running other scientific societies, B) colleagues with experience as a treasurer at other organizations, C) an attorney with expertise in transactional law (corporate governance, taxes, intellectual property, etc.), D) colleagues with experience in non-profit fundraising and/or donor relations, and E) colleagues with experience in financial management and/or investment strategies. Executive Committee members should aim to consult with each of these External Advisors as needed, but at least once annually, for guidance.

External Advisors may be recruited by any member of the Board or Executive Committee, and may be appointed by the President. The team of External Advisors shall not include Board members, and each serves subject to the authority of the Board.

4.08 OTHER COMMITTEES

The Board may establish standing, ad hoc, and advisory committees.

4.09 FUNCTIONS AND RESPONSIBILITIES

All committees shall hold at least one (1) meeting per year and shall keep records of the proceedings and transactions. Any action by a committee shall be reported to the Board at its next meeting after such action. A majority of the members of the committee shall constitute a quorum. A committee member may attend a committee meeting by telephone or other electronic communication if all persons participating can hear one another contemporaneously. Such participation shall constitute presence at a meeting for purposes of determining whether a quorum exists.

4.10 ACTION BY COMMITTEE

The presence of a majority of committee members at a meeting shall constitute a quorum. The act of a majority of the committee members present at a committee meeting at which a quorum is present is the act of the committee. No committee or program may spend or commit more funds than budgeted.

4.10.1 Action without Meeting

Any action that the Committee can take at a meeting may be taken without a meeting by unanimous written consent of the members. Written consent may be conveyed by electronic mail or facsimile.

4.10.2 Attendance at Meetings

A member may attend a meeting of the Committee by telephone or other electronic communication device if all persons participating can hear one another contemporaneously. Such participation shall constitute presence at a meeting for purposes of determining whether a quorum exists.

4.11 REMOVAL AND RESIGNATION

Committee members may be removed at any time, with or without cause, by a two-thirds (2/3) vote of the Board. Any committee member may resign at any time by giving written notice to the Board. Such resignation shall take effect on the date of receipt or at any later time specified in said notice.

ARTICLE FIVE GENERAL PROVISIONS

5.01 CONFLICT OF INTEREST

The Directors shall establish and abide by a conflict of interest policy.

5.02 INDEMNIFICATION

The Corporation may indemnify Directors, committee members, and other persons and heirs, executors, and administrators of such persons to the fullest extent permitted by Chapter 1702 of the Ohio Nonprofit Corporation Law or any successor legislation. The Corporation may purchase and maintain indemnity insurance on behalf of itself and/or any person it chooses to indemnify if the Board so chooses.

5.03 FISCAL YEAR

The fiscal year of the Corporation shall be June 1-May 31.

5.04 CONSTRUCTION OF TERMS AND HEADINGS

The captions or headings in the Regulations are for convenience only and are not intended to limit or define the scope or effect of any provision of the Regulations.

5.05 NON-DISCRIMINATION

Services of the Corporation shall neither be rendered nor denied on the basis of race, age, color, religion, national origin, ancestry, gender, gender identity, handicap, physical/mental disability, or sexual preference. The Corporation shall not discriminate or otherwise base any decision or action on the basis of race, age, color, religion, national origin, ancestry, gender, gender identity, handicap, physical/mental disability, or sexual preference.

ARTICLE SIX AMENDMENT TO REGULATIONS

6.01 PROCEDURE

These Regulations may be amended, or new regulations may be adopted by the Directors at any meeting of the Board called for such purpose. A recommendation to amend or repeal these Regulations shall be considered by the Board, described by a written notice of the amendments or repeal distributed to the Board. Any member of the Board may recommend the amendment or repeal of these Regulations, similarly, described by a written notice of the amendments or repeal and distributed to the Board. At least seven (7) calendar days prior to such meeting, each Director shall receive written notice of and information concerning each proposed change to the regulations by personal delivery, mail, facsimile, courier service, or electronic mail.

AMENDMENTS

A.01 PROCEDURE

These Regulations may be amended, or new regulations may be adopted by the Directors at any meeting of the Board called for such purpose. A recommendation to amend or repeal these Regulations shall be considered by the Board, described by a written notice of the amendments or repeal distributed to the Board. Any member of the Board may recommend the amendment or repeal of these Regulations, similarly, described by a written notice of the amendments or repeal and distributed to the Board. At least seven (7) calendar days prior to such meeting, each Director shall receive written notice of and information concerning each proposed change to the regulations by personal delivery, mail, facsimile, courier service, or electronic mail.