

ISSPD INTERNATIONAL SOCIETY  
for the Studies of  
PERSONALITY DISORDERS

# Bylaws

Amended as of July 2, 2010



**BYLAWS  
OF  
INTERNATIONAL SOCIETY FOR THE STUDY OF PERSONALITY DISORDERS, INC.**

Amended as of July 2, 2010

**ARTICLE 1**

**General Provisions**

**Section 1.1 Name.** The name of this corporation is International Society for the Study of Personality Disorders, Inc., a nonprofit corporation organized under the laws of the Commonwealth of Massachusetts, and shall herein be referred to as "the Society."

**Section 1.2 Offices.** The principal business office of the Society shall be at such location as the Board of Directors shall determine. If the principal office is not located in the Commonwealth of Massachusetts, the Board of Directors shall appoint a registered agent who shall be a resident of Massachusetts. The Society may also have offices at such other places as the Society may require.

**Section 1.3 Fiscal Year.** The fiscal year of the Society shall begin on January 1 and end on the following December 31 of each year.

**Section 1.4 Organizational Structure.** The Society shall consist of four Regions termed: North American, Latin American (including Central America and South America), European (including Europe and Africa), and Asian-Australian. Each Region shall have National organizations, groups or representatives (also referred to as "National Societies") that are affiliated with the corresponding Region through Officers on the Regional Board. Each Regional and-National organization may build in an automatic affiliation to the Society.

**ARTICLE 2**

**Statement of Purposes**

The Society is organized for charitable, educational, and scientific purposes. Such purposes include, but are not limited to, promoting international training, scholarship, collaboration and communication regarding the understanding, diagnosis and treatment of personality disorders. The goals of the Society include holding international and regional Congresses and arranging for the publication of the Journal of Personality Disorders, as well as other publications and activities that advance clinical and scientific aims of the Society. The Society may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Chapter 180 of the General Laws of Massachusetts and which are not inconsistent with the Society's qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

## ARTICLE 3

### **Board of Directors**

**Section 3.1 Authority.** The business and affairs of the Society shall be controlled and governed by the Board of Directors

**Section 3.2 Composition and Election.** The Board of Directors shall be composed of two representatives of each of the four Regions identified in Section 1.4 above and representatives of each of the National Societies identified in Section 1.4 above. The Board shall determine the total number of directors. One of the two Regional representatives from each Region shall be the Regional Vice-President from such region, *ex-officio*. The other Regional representative and the representatives of the National Societies shall be elected by the Board of Directors, after reviewing an advisory vote by the members of the Society as set forth in section 5.2 of these bylaws. Nominees for elected director seats will be selected by the Nominating Committee as set forth in Section 3.15

**Section 3.3 Terms of Office.** The term of any director serving *ex-officio* by virtue of his/her position as a Regional Vice-President shall coincide with the term of his/her position as Regional Vice-President. The term of all other directors shall be four years and shall commence upon election by the Board. The Board of Directors shall determine whether to limit the number of terms to be served by directors.

**Section 3.4 Meetings.** The Board of Directors shall hold annual meetings each year and may select the time and place for annual and other meetings of the board. Other meetings of the Board of Directors may be called by the President or by a majority of the directors then in office by delivering notice in writing, of the date, time, place, and purpose of such meeting, to all directors at least three (3) days in advance of such meeting.

**Section 3.5 Quorum and Voting.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board. At any meeting of the Board of Directors at which a quorum is present, a majority of those directors present shall decide any matter, unless a different vote is specified by law, the Articles of Organization, or these bylaws.

**Section 3.6 Meetings by Telephone.** One or more directors may participate in any annual, regular, or special meeting of the board by means of conference telephone or similar communications equipment by which all persons participating in the meeting are able to hear each other at the same time. Such participation shall constitute presence in person at such meeting.

**Section 3.7 Action Without a Meeting.** Any action required or permitted to be taken at any board meeting may be taken without a meeting if a consent in writing, setting forth the action as taken, shall be signed by all of the directors with respect to such subject matter. Such consent, which may be signed in counterparts, shall have the same force and effect as a vote of the Board of Directors.

**Section 3.8 Waiver of Notice for Meetings.** Whenever any notice of a meeting is required to be given to any director under the Articles of Organization, these bylaws, or the laws of Massachusetts, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

**Section 3.9 Committees.** The Board of Directors may create such standing and special committees as it determines to be in the best interest of the Society. The Board of Directors shall determine the duties, powers, and composition of such committees, except that the board shall not delegate to such committees those powers that by law may not be delegated. Each such committee shall submit to the Board of Directors at such meetings as the board may designate, a report of the actions and recommendations of such committees for consideration and approval by the Board of Directors. Any committee may be terminated at any time by the Board of Directors.

**Section 3.10 Bi-annual and Regional Congress Scientific Committees.** There shall be bi-annual and Regional Congresses held at a time and a place selected by the Board of Directors, with due cognizance given the international character of the Society. Each Regional Congress will be held in alternate interim years at a place consistent with the Regional character of the meeting. The agenda for these Congresses shall be determined by the Board of Directors in consultation with the Congress Scientific Committees. National groups or organizations affiliated to the Society may hold Symposia or Congresses sponsored in the name of the Society, when approved by the Board of Directors. The Bi-annual and Regional Congress Scientific Committees shall consist of a Chairperson and additional members appointed by the President and Regional Vice-President with the approval of the Board of Directors. Scientific Committees shall have complete responsibility for planning the program for the bi-annual and Regional Congresses. Members of these committees shall invite distinguished lecturers, encourage submissions of research and clinical reports for presentation at the Congress, evaluate and select appropriate presentations, arrange social activities as well as other program details. These committees should select speakers and plan the scientific program so that there is substantial international representation and work from diverse cultural settings.

**Section 3.11 Congress Organizing Committee.** The President and Vice-president shall appoint the Chairpersons of a Congress Organizing Committee to oversee the local arrangements for the bi-annual and Regional Congresses. Chairpersons shall, in turn, select a suitable number of Society members for this committee from the local Congress site to ensure adequate planning and preparations. If feasible, at least one member of this committee shall also be a member of the Congress Scientific Committee. The Society's Treasurer shall be an *ex-officio* member of this committee, and all business matters relating to the arrangements for the Congress shall be coordinated between the Congress Organizing Committee Chairperson and the Treasurer.

**Section 3.12 Publications Committee.** The Committee on Publications may be appointed by the President and approved by the Board of Directors. This committee shall oversee publications that the Board of Directors shall authorize, and relationships and projects with commercial publishers that are consistent with the purposes of the Society. Guilford Press, publisher of the Journal of Personality Disorders, has arranged to have the Journal serve as an official publication of the Society. This committee shall assume responsibility to review this

relationship and report their judgments of the Journal's progress to the Board. When feasible, the Board of Directors should be consulted by Guilford Press regarding the Editorship of the Journal.

**Section 3.13 Collaborative Research Committee.** If appointed, this committee shall consist of a Chairperson and additional members selected by the President with the approval of the Board of Directors. It shall have as its principal responsibility the encouragement, facilitation, and coordination of international research projects and other scholarly endeavors relevant to the personality disorders and promote guidelines for research grants.

**Section 3.14 Committee on Scientific and Scholarly Awards.** If appointed, this committee shall consist of a Chairperson and additional members selected by the President and approved by the Board of Directors. It shall make recommendations to the Board regarding awards to individuals in recognition of their meritorious contributions to the study of the personality disorders. It shall also recommend suitable titles and token commensurate with those scholarly achievements. When consistent with the purposes and integrity of the Society, the committee shall seek to encourage agencies and foundations to provide support for such awards and for honorary lectureships on the personality disorders.

**Section 3.15 Nominating Committee.** The Nominating Committee shall be appointed by the Board of Directors. It will be responsible for preparing a slate of candidates for the elected board positions by soliciting nominees from each of the four Regions identified in Section 1.4 above and from each of the National Societies identified in Section 1.4 above. The Nominating Committee will provide a list of nominees to the members for an advisory vote, and will supervise the election.

**Section 3.16 Ad Hoc Committees.** The President and the Board may appoint Ad Hoc Committees from time to time as deemed necessary to further the purposes of the Society.

**Section 3.17 Compensation.** Directors as such shall not receive any salaries for their services on the board, but directors shall not be precluded from serving the Society in any other capacity, e.g., as a lecturer, and receiving reasonable compensation. Reimbursement for expenses actually incurred by attendance at the meetings of the Society will not ordinarily be granted. Where reimbursement of such expenses appears appropriate, it must be approved by vote of the Board of Directors when feasible, or by concurrence of both the President and Treasurer.

**Section 3.18 Resignation.** Any director may resign by delivering a written resignation to the Society at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

**Section 3.19 Removal.** Any director may be removed, with or without assignment of cause, by a vote of two-thirds of the entire Board of Directors at any meeting of the directors. No member of the Board shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the director whose removal is sought.

**Section 3.20 Vacancies.** Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

**ARTICLE 4****Officers**

**Section 4.1 Officers.** The officers of the Society shall be a President, President-Elect, Regional Vice Presidents, Treasurer, and Secretary of the Board of Directors and such other officers as may be elected in accordance with the provisions of this Article.

**Section 4.2 Election and Term.** The officers of the Society shall be elected by the Board of Directors at the bi-annual congresses. The term of office of the officers shall be four years. Each officer shall hold office until a successor shall have been elected and qualified.

**Section 4.3 Vacancies.** A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

**Section 4.4 Removal.** No officer shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the officer whose removal is sought. Any officer may be removed, with or without assignment of cause, by a vote of a majority of the entire Board of Directors at any meeting of the Board of Directors. Notwithstanding the notice provision of Section 3.4 above, written notice shall be delivered to all directors at least fourteen (14) days in advance of a meeting at which removal is sought.

**Section 4.5 President.** The President shall preside at all meetings of the Board of Directors. The President, or other proper officer or agent of the Society authorized by the Board of Directors, may sign any contracts or other instruments that the Board of Directors has authorized to be executed. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 4.6 President-Elect.** The President-Elect shall perform such duties as assigned by the President or the Board. The term of the President Elect should be two years and the President-Elect shall become President at the end of the current President's term. The President-Elect shall act for the President should that office be vacated or in the event of the absence or incapacity of the President. In so doing, the President-Elect does not vacate the office of President-Elect.

**Section 4.7 Regional Vice Presidents.** Regional Vice Presidents, or other proper officers or agents of the Society authorized by the Board of Directors, shall preside at regional meetings and oversee the affairs of the regional sections. Regional Vice Presidents shall perform such other duties as may be prescribed by the Board of Directors from time to time.

**Section 4.8 Treasurer.** The Treasurer, or other proper officer or agent of the Society authorized by the Board of Directors, shall have charge and custody of and be responsible for all funds and securities of the Society; receive and give receipt for moneys due and payable to the Society from any source whatsoever, and deposit all such moneys in the name of the Society in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general perform all of the duties incident to the office of Treasurer and such others as may from time to time be assigned by the Board of Directors. Provisions shall be made by the Board of Directors for periodical reviews of the accounts of the Treasurer by an accountant retained by the Board of Directors for that purpose.

**Section 4.9 Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; ensure that all notices are given in accordance with the provisions of these bylaws; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the Board of Directors.

## ARTICLE 5

### Members

**Section 5.1 Members.** Persons in psychology, medicine, or related fields, whose work and interests lie in the study, assessment, or treatment of Personality Disorders and related psychopathology may join the Society as members. The membership shall not be created under Massachusetts General Laws chapter 180 section 3, but members shall have the right to participate in the Society's activities and to conduct an advisory election for members of the Board of Directors.

**Section 5.2 Advisory Election.** The members shall have the right to conduct an advisory election for members of the Board of Directors, the results of which may be confirmed or approved by the Board of Directors. Advisory elections shall be held bi-annually in proximity to the bi-annual congresses, or at a time when necessitated, via electronic means or by proxy of communication. A majority of members voting via electronic means shall determine the board slate to submit to the Board of Directors for confirmation or approval.

**Section 5.3. Membership Meetings.** There shall be Membership meetings in conjunction to the bi-annual international congresses. Such meetings may be called by the President of the Society.

**Section 5.3. Dues.** The amount of annual dues, which shall include a subscription to the Journal of Personality Disorders, shall be determined by the Board of Directors. Dues are payable annually. Any member whose dues remain unpaid by the end of the year in which they fell due will be deemed to have resigned. Any member deemed to have resigned on this basis may be reinstated without further application upon payment of dues for the year in which he or she seeks readmission to membership.

## ARTICLE 6

### Corporate Transactions

**Section 6.1 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Society in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined by specific instances.

**Section 6.2 Indebtedness.** All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Society, shall be signed by the President or Treasurer, or such other officer or agent of the Society as from time to time

may be determined by the Board of Directors. In the absence of such determination of the board, such instruments shall be signed by the President or Treasurer of the Society.

**Section 6.3 Deposits.** All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, brokerages, or other depositories as the Board of Directors shall select.

**Section 6.4 Contributions.** The Board of Directors or any authorized officer or agent may accept on behalf of the Society any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Society.

## ARTICLE 7

### **Books and Records**

The Society shall keep at the principal office of the Society correct and complete books and records of account; minutes of the proceedings of Board of Directors; and a register of the names and addresses of the directors of the Society. All books, and records of the Society may be inspected by any director, or agent or attorney thereof, for any proper purpose at any reasonable time.

## ARTICLE 8

### **Restrictions on Activities**

No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these bylaws, no director, officer, employee, agent, or any other representative of the Society shall take any action or carry on any activity by or on behalf of the Society not permitted to be taken by an organization exempt under section 501(c)(3) of the Internal Revenue Code, as it now exists or may hereafter be amended, or any corresponding section of any future tax code.

## ARTICLE 9

### **Dissolution**

In the event of dissolution of the Society, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Society to the extent assets of the Society permit, dispose of all the assets of the Society exclusively for the purposes of the Society, as the Board of Directors shall determine, in such manner as required by section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States



Internal Revenue law) and in accordance with the statutes of the Commonwealth of Massachusetts.

## ARTICLE 10

### Conflicts of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Society to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

## ARTICLE 11

### Personal Liability

No officer or director of the Society shall be personally liable to the Society for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the Society, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

## ARTICLE 12

### Indemnification

The Society shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Society against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Society; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the Society and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

### **ARTICLE 13**

#### **Amendments to Bylaws**

These bylaws may be amended or repealed by a majority vote of the Board of Directors.

(End of Bylaws)