



BYLAWS

ARTICLE I. NAME

The name of this organization shall be the International Society for the Study of Trauma and Dissociation, Inc., hereinafter referred to as the Society.

ARTICLE II. PURPOSE

The Society is a nonprofit professional organization that promotes research and training in the field of trauma and dissociation. The Society is dedicated to advancing education, training, and professional development of clinicians and researchers; supporting research and professional publications regarding complex trauma and dissociation; and providing a collegial community for networking among clinicians, researchers, and other professionals who are interested in the study of trauma and dissociation, and/or the identification, treatment, and prevention of posttraumatic and dissociative disorders.

ARTICLE III. OFFICE AND LOCATION

The Society shall maintain a registered office and Agent in its state of incorporation (Illinois). The Board shall establish such offices, headquarters, and management arrangements as the Board of Directors may authorize.

ARTICLE IV. MEMBERSHIP

Section 1. Membership

Membership in the Society shall be open to health and mental health professionals and other disciplines and individuals who are interested in the study of trauma and dissociation.

Section 2. Admission to Membership

Admission to membership shall require completion of the membership application and payment of annual dues, subject to verification of professional qualifications as deemed appropriate by the Board of Directors.

Section 3. Voting Privileges

A voting member is defined as a Member, Charter Member, Fellow, Retired, or Lifetime Member who is in good standing in the Society.

Section 4. Membership Termination

Membership may be terminated in accordance with Policies set by the Board of Directors for: (1) non-payment of dues, (2) violation of these bylaws, or (3) findings by national/state/provincial society ethics committees, or by appropriate regulatory/licensing bodies or courts of law that a member has functioned outside relevant standards of care.

ARTICLE V. GOVERNANCE

Section 1. Function

The Society shall be governed by a Board of Directors which shall establish the goals and policies of the Society, and oversee the management and finances of the Society.

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Section 2. Composition

The Board of Directors shall consist of a President, President-Elect, Immediate Past President, Secretary, Treasurer, and eight to twelve (8 to 12) elected Directors.

Section 3. Quorum

A simple majority of the Board of Directors shall constitute a quorum for the purposes of meeting and voting on motions so long as the simple majority includes one of the following: President, President-Elect, Immediate Past President, Secretary, or Treasurer

Section 4. Meetings

The Board of Directors shall meet in person at least once per year at a designated time at the Annual Conference. All Board members are expected to attend. The Executive Committee shall call other meetings of the Board with at least a two-week notification. Additional board meetings may occur in person or via electronic means.

Section 5. Minutes

Minutes of all Board Meetings shall be kept in writing at the headquarters of the Society, and shall be approved by the Board.

Section 6. Standing Rules

Standing rules may be passed by a simple majority of the Board of Directors, provided that a quorum (simple majority) is present and that a proper announcement of the vote has been sent to each member of the Board of Directors.

Section 7. Voting

Members of the Board of Directors shall vote in person during convened Board meetings and via telephone or electronic media at other times.

Section 8. Term of Office

8.1 Election and Tenure of Directors. Directors are elected for a term of three (3) calendar years and may be elected for no more than two consecutive terms, after which they may not stand for election to Director for a period of three years. This does not prohibit standing for election to an Officer position.

8.2 Vacancies and Succession. If a Director leaves the Board of Directors before the completion of his/her three-year term, the Board of Directors may appoint a replacement. The time spent as an appointed replacement shall not be counted toward the two-term limit.

ARTICLE VI. OFFICER

Section 1: Officer Definitions

The Officers of the Society shall be:

1.1. President. The President shall be the chief elected officer of the Society and shall preside over all meetings of the Board of Directors and the Annual Business Meeting. Term of office is one calendar year. The President shall not succeed himself/herself in office, nor be elected to this office more frequently than every fifth year.

1.2. Immediate Past President. The Immediate Past President shall advise the President. He/she shall chair the Nominating Committee and the Governance Committee. Term of office is one calendar year.

1.3. President-Elect. The President-Elect shall succeed to the Presidency after completing a one-year term as President-Elect. Term of office is one calendar year. The President-Elect shall

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assume the President's duty in case of the latter's absence, resignation, disability, or death. Immediate election of a new President-Elect may take place at the discretion of the Board. In order to take up the office of President-Elect a minimum of two years service on the Board is a prerequisite.

1.4. Secretary. The Secretary shall be responsible for recording the minutes of all Society Executive Committee and Board meetings and ensures that approved copies of minutes are maintained in the corporate records. The secretary ensures that the records of the organization are maintained as required by law. The secretary oversees proper notice of directors' and members' meetings, and shall assist the officers in coordinating and directing the activities of the board of directors. Certain duties of the secretary may be delegated to the executive director, board members and or committees as appropriate. The secretary may serve a maximum of two consecutive terms. Term of office is three years.

1.5. Treasurer. The Treasurer shall have stewardship over the financial standing of the Society. The Treasurer shall prepare in conjunction with Staff an annual budget, ensure an accurate accounting of all Society income and expenses, and shall make recommendations to the Board of Directors regarding the annual budget. The Treasurer shall serve as an ex-officio member of the Audit Committee. Term of office is three calendar years. The Treasurer may serve a maximum of two consecutive terms.

Section 2. Vacancies and Succession

Vacancies in the Board of Directors, other than the President and the President-Elect, shall be appointed by a vote of the Board. In the case of death or disability of the President or prolonged unavailability of the President, the duties of the President shall fall upon the following officers, in the order stated: President-Elect, Immediate Past President, Secretary, and Treasurer. Should all officers be rendered unable to serve by force majeure or otherwise, the Board will elect one of their number to assume the duties of the President until an election by the general membership can be held.

Section 3. Nomination and Election

The Nominating Committee shall recommend annually a slate of 2 or more nominees for each elected office and vacant board position. If less than 2 nominees are recommended, the Board of Directors may accept such a slate by majority vote. The nominated slate will be submitted to the membership for a vote.

ARTICLE VII. COMPONENT GROUPS

Section 1. The Board of Directors will determine the need and criteria for the establishment of Society Component Groups or regional societies.

ARTICLE VIII. COMMITTEES

The President will be an ex-officio member of all committees. The President shall appoint chairs of standing committees, special committees, and task forces. The Board of Directors shall ratify appointments of chairs.

Section 1. Finance Committee

The Finance Committee consists of the Treasurer of the Society (who chairs the Finance Committee) and three (3) to five (5) members of the Society, appointed by the Society President.

Section 2. Audit Committee

The Audit committee consists of Board members appointed by the President. The audit committee oversees the work of the external audit firm and ensures compliance with generally accepted accounting procedures (GAAP). Members of the Audit Committee must be members of the Board of Directors, but the President may appoint Advisors to the Audit Committee. Advisors to the Audit

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Committee shall be individuals with experience and/or special expertise in the audit process; they may be non-members of the Society.

Section 3. Executive Committee

The Executive Committee consists of the Officers of the Society and any chief staff executive who shall serve *ex officio* and without vote. The Executive Committee may exercise the authority of the Board of Directors between Board meetings if the Board of Directors approves the actions of the Executive Committee at its next meeting. Failure of the Board to approve Executive Committee action renders Executive Committee action null and void. A majority of the entire Executive Committee shall constitute a quorum. The President may call and preside at meetings of the Executive Committee. If the President is unavailable, the next Officer in the Order of Succession (see Article VI, Section 2) may call and preside at meetings of the Executive Committee.

Section 4. Nominating Committee

The Nominating Committee shall consist of at least five members including but not limited to; the Immediate Past President who shall serve as Chair, one active member of the Board of Directors, and one past member. The Nominating Committee shall publish the Criteria for Nominations and a Call for Nominations. The Nominating Committee shall propose a slate of candidates to the Board.

Section 5. Membership Committee

The Membership Committee shall consist of a Chair and members who shall be responsible for membership recruitment and retention strategies.

Section 6. Special Committees and Task Forces

Additional Special Committees and Task Forces may be created by the Board of Directors or the President of the Board with the approval of the Board of Directors. Special Committees and Task Forces shall be provided with written charges created by the Board of Directors or President. They shall have no fewer than three (3) members, and shall exist for a term as specified by the Board of Directors. If necessary, the Board of Directors or the President, with the approval of the Board, may reappoint and re-charge the Committee or Task Force as deemed necessary.

ARTICLE VIII. ANNUAL BUSINESS MEETINGS

Section 1.

The Society shall conduct an Annual Business Meeting for the members in conjunction with the Annual Conference.

Section 2.

A quorum shall constitute a simple majority of eligible voting members in attendance.

Section 3.

The current Robert's Rules of Order will be used for conducting business.

Section 4.

The President or Presiding Officer shall determine the order of business. New business not in the published order of business will be forwarded to the next regularly scheduled meeting of the Board of Directors for action.

ARTICLE IX. FINANCES

Section 1. Fiscal Year

The fiscal year of the Society shall be from January 1 to December 31, or as determined by the Board of Directors. The fiscal calendar can only be changed three times and must be communicated to the IRS after each change.

Section 2. Membership Dues

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1.1. Membership dues will be determined annually by the Board of Directors based on the recommendations of the Finance Committee.

1.2. Membership fees may be adjusted by nations or economic zones, based on Economic Classification by the World Bank, United Nations, International Monetary Fund, or other published data available to the public.

1.3. Dues are paid for a twelve (12) month period, the anniversary date being the date of receipt of application for membership.

1.4. Renewal of membership is the responsibility of the member. Renewal notices and invoices will be sent to the last known email or postal address no later than 60 days before membership expiration or another interval set by the Board of Directors.

1.5. Any member of the Society who is delinquent in dues for a period of thirty (30) days from the time dues become due shall be notified of such delinquency and suspended from further services. If payment is not made within the next thirty (30) days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension, at the request of that member, is waived by an affirmative action of the Board of Directors.

Section 3. Fiscal Policies and Procedures

The Board of Directors shall develop and implement such Policies and Procedures as may be necessary to ensure the fiscal health of the Society; and to ensure compliance with all relevant laws, regulations, best practices, and Generally Accepted Accounting Principles.

ARTICLE X. OFFICIAL COMMUNICATIONS

No individual or entity is authorized to use the name or logo of the Society in any manner which suggests or may imply approval of the Society, or to speak or act on behalf of the Society without prior written authorization of the Board of Directors unless otherwise specified in these Bylaws.

ARTICLE XI. DISSOLUTION

Dissolution of the Society (Corporation) must comply with applicable State/District and Federal Law. Dissolution shall require proper notice to all Members and approval by two-thirds (2/3) or more of all members voting during a 30-day voting period. Upon Dissolution and following satisfaction of all Society obligations, the Board of Directors shall select one or more tax exempt organizations qualified under Section 501 (c) – 6 or 3 of the Code, to receive remaining assets and real property of the Society.

ARTICLE XII. AMENDMENTS

The Bylaws may be amended by a simple majority of the members voting.

ARTICLE XIII. GENERAL

Section 1. Conflicts of Interest

Officers, Directors, Committee Members, staff, and all other “Agents” serving in any capacity must disclose any financial interest and/or relationship with any vendor or entity receiving or being considered to receive compensation and/or any other consideration from the Society. A more comprehensive Conflict of Interest Policy may be adopted at the will of the Board of Directors.

Section 1.2. Antitrust Compliance

The Society shall comply with all laws applicable to the Society, including Federal Antitrust laws.

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Section 1.3. Notice of Waiver

When notice is required by law or these Bylaws, the persons and/or entities entitled to receive such notice may waive such entitlement in writing prior to or following action requiring notice.

Section 1.4. Interpretation

Words suggesting gender herein shall be deemed to include both genders unless the text otherwise requires and words importing singular members shall include the plural and vice versa unless the context otherwise requires.