



IPA Bylaws

May 2009

ARTICLE I. NAME AND LOCATION.

Section 1. Name. The name of this Association shall be "INTERNATIONAL PSYCHOGERIATRIC ASSOCIATION" (IPA).

Section 2. Offices. The Association shall maintain a registered office in the State of Illinois and a registered agent at such office and may have such other offices within or without the state or in other parts of the world as may from time to time be designated by its Board of Directors.

ARTICLE II. OBJECTS.

The goals of this Association shall be:

- A. To promote the mental health of the aged, through the prevention, assessment, treatment, and rehabilitation of mental illness and the development of mental health disciplines.
- B. To provide an international forum for the exchange of information on matters pertaining to the mental health of the elderly.
 1. To organize international psychogeriatric conferences and symposia.
 2. To prepare and distribute publications providing information regarding psychogeriatrics in the elderly, to be made available to members and the general public (e.g., libraries, professional schools, and other groups or individuals interested in this area).
- C. To promote the development of educational resources and basic and applied research in the field of psychogeriatrics.
- D. To promote the development of services for maximizing the potential of aged individuals in the community and in institutions.

- E. To establish ongoing communication with other organizations, societies, professional organizations and, subject to Article XII hereof, governmental agencies and bodies which share an interest in the elderly.

ARTICLE III. MEMBERSHIP.

Section 1. Composition. The membership of this Association shall consist of individual members, organization members, and honorary members.

- A. Individual Members. Individual members will be professionals directly concerned with the field of mental health of the elderly in any country of the world. Individual members, as full members, pay dues and may hold office. They are entitled to vote on all matters submitted to the general membership for vote.
- B. Organization Members. Organization members may be affiliate or institutional. If an organization or institution wishes to exercise full membership rights, the organization or institution must designate an individual as its representative. The representative of such organization, as a full member, will have the rights accorded to individual members, including the right to vote and to hold office, as long as the organization's membership remains in effect.
- C. Honorary Members. Honorary members will be individuals who have made significant contributions to the field of mental health of the elderly and will be selected by the Board of Directors. They do not pay dues and may not hold office. They do not have voting privileges. An honorary member shall hold this status for life. Honorary members shall be entitled to notice of meetings and to attend. They may become individual members, with full membership rights, at any time on payment of membership fees.
- D. Any references to voting members shall include individual members and organization members.

Section 2. Application for and Maintenance of Full Membership.

- A. An application for membership which lists the name and qualifications of the candidate must be sent to the Secretariat and reviewed by the Secretary, who will determine membership status. Any questions regarding the eligibility of an individual for membership or a particular membership category shall be brought before the Board of Directors.
- B. Applicants shall be informed of their membership status no later than sixty days from the receipt of the application.
- C. Membership shall be renewable annually by payment of annual dues.

- D. Any member may resign from membership at any time by giving written notice to the Secretary.
- E. Failure to pay the appropriate membership fee within three months of the due date shall cancel membership.
- F. The Board of Directors may terminate the membership of any person for conduct which tends to injure the Association or which is contrary to, or destructive of, its objects, provided that allegations have been stated in writing by the Secretary to the member involved and that the said member has been given the opportunity to respond to the allegations either in person or in writing to the Board of Directors. There shall be no entitlement to reimbursement of fees paid. The Board of Directors may terminate such membership by the affirmative vote of two-thirds of the members of the Board of Directors then in office present and voting at a meeting of the Board of Directors at which a quorum is present.
- G. Any member has the right to appeal a decision by the Board of Directors to remove him/her from the membership of the organization. If such an appeal is made, the President must appoint a three-member committee of the Board of Directors, all of the members not being previously involved in the decision to remove the membership status. If such a committee recommends reinstatement of membership, such will be advised to the Board of Directors. The Board of Directors will then consider this matter at its next meeting for a final decision.

Section 3. Membership Fees.

All voting members are obligated to pay an annual fee to entitle them to maintain membership and to receive regular notification of meetings and other relevant communications pertaining to the Association. Dues are payable annually. The amount is to be determined from time to time by the Board of Directors.

ARTICLE IV. BOARD OF DIRECTORS.

Section 1. Composition. The Board of Directors shall include no less than 20 and no more than 25 directors of the Association, and shall also include, as voting members of the Board of Directors, the President, the President-Elect, the Secretary, the Treasurer, and the Immediate Past President. The Board of Directors shall be composed of two types of elected positions: open seats and designated seats. For the open seats, no more than two directors shall be residents of the same country, provided, however that if an incumbent director shall take up residence in a country in which two or more incumbent directors currently reside, all such directors shall be entitled to serve the remainder of their respective terms as directors. The designated seats will be available solely for directors with a non-medical background. A maximum of four seats may be designated solely for non-medical professionals on the Board. No more than two directors in the designated seats may be from the same country.

Directors shall be nominated and elected by the general membership of voting members. Officers shall be appointed by the then current Board of Directors.

To qualify for election to the Board of Directors, an individual must first be a voting member of the Association. Directors of the Association shall be elected by the voting members of the Association to serve four-year staggered terms and may not be elected to more than 2 four-year terms. A director appointed to fill a partial term will still be eligible to serve for 2 four-year terms.

Other persons deemed important and necessary to the functioning of the Board of Directors may be appointed by a majority of the directors present at a meeting at which a quorum is present to serve as ex officio members of the Board of Directors with no voting privileges.

Section 2. General Powers. The affairs of the Association shall be managed by its Board of Directors, which shall have such powers as are set forth in other Articles hereof and other powers including, but not limited to, the following:

- A. Interpreting the provisions of the articles of incorporation and bylaws.
- B. Presenting an annual report on the finances of the Association to the members at the annual meeting of the members.
- C. Establishing dues for membership.
- D. Controlling the funds of the Association and designating its depositories.
- E. Authorizing expenditures from the funds of the Association to implement its goals and purposes.
- F. Administering special funds, grants, and awards received or made by the Association.
- G. Publishing periodicals for the members and other publications useful in carrying out the aims of the Association.
- H. Appointing or authorizing the appointment or employment of administrative staff personnel, professional auditors and others to assist in carrying out the purposes and resolves of the Association.
- I. Establishing salaries for administrative staff personnel and determining compensation for services rendered or to be rendered to the Association by persons other than directors and officers of the Association.
- J. Dissolving or modifying any council, commission, committee, or other appointed organizational entity.

- K. Performing all other acts consistent with the articles of incorporation and bylaws that may be needed to carry out the purposes and resolves of the Association.

Section 3. Regular Meetings. The Board of Directors shall meet, without other notice than these bylaws, at least once a year, at the time of a scheduled scientific meeting of the Association. The Board of Directors may set, by resolution, the time and place for additional regular meetings without other notice than such resolution.

Section 4. Special Meetings.

- A. Calling. Special meetings of the Board of Directors may be called by the President or upon written request to the Secretary signed by at least one-fourth of the currently serving Directors.
- B. Notice. Notice of any special meeting of the Board of Directors shall be given at least five (5) days prior thereto by written notice to each director at his address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Notice of any special meetings of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted and the purpose of a special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting.

Section 5. Quorum and Board Actions.

- A. Quorum. Quorum shall consist of no fewer than one third of the voting directors of the Board.
- B. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- C. Attendance Other Than in Person. Members of the Board of Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Any person participating in a meeting by such means shall be deemed to be in attendance and present in person at such meeting for all purposes.

- D. Informal Action by Directors. The authority of the Board of Directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote with respect to the subject matter thereof. Such a consent may be signed by the directors in one or more counterparts, each of which shall be deemed an original, but all of which shall constitute a single instrument. A director may deliver an executed counterpart of any such consent by mail or facsimile to the Secretary of the Association.

Section 6. Removal.

- A. The full members may, by signed petition of at least one hundred (100) full members, recommend to the Board of Directors that a special meeting of the full members be called by the Board of Directors for the purpose of removing a director(s) from the Board of Directors on grounds of disability, incapacity, failure to comply with these Bylaws, substantial failure to perform duties as a director or any act which is found to be prejudicial to the purposes, objectives, or stature of the Association.

Upon receipt of such petition, the Board of Directors shall call a special meeting of the full members to consider the proposed removal, and written notice of the proposed removal and such meeting shall be delivered to all full members entitled to vote at least twenty (20) but no more than sixty (60) days prior to the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of such meeting and shall include a proxy. Prior to such meeting of the full members, there shall be submitted to the director proposed to be removed a written statement of the alleged grounds for removal, and the director shall be afforded an opportunity to answer such allegations in writing and to appear in person or by counsel at a hearing conducted by the Board of Directors.

A full members' meeting to consider the removal of a director shall require a quorum, either in person or by proxy, and if such a quorum shall not exist, the meeting shall be adjourned without decision and the matter tabled until it shall be possible to convene a members' meeting at which such a quorum exists. If a quorum of members is present at such meeting, the vote of two-thirds of the members present and voting either in person or by proxy shall be required to remove the director from the Board of Directors.

For purposes of this provision, a full member's signed proxy may be submitted via U.S. mail, courier service or facsimile to the Executive Director and shall be deemed delivered upon receipt by the Executive Director.

- B. A director shall automatically become ineligible to serve as director upon termination of his/her membership as a voting member of the Association,

and such director shall be deemed to have resigned without any affirmative action required on the part of such director.

- C. If a member of the Board of Directors does not attend three Board meetings in a row without a reasonable and proper explanation, as determined by the Board of Directors, such behavior is a cause for removal, as outlined in this Article IV Section 6, Paragraph A.

Section 7. Vacancies. Any vacancies occurring in the Board of Directors before the term expires may be filled by the Board of Directors. A member of the Board of Directors elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office ("casual vacancy").

ARTICLE V. OFFICERS.

Section 1. Officers. The Officers of this Association shall be the President, President-Elect, Secretary, Treasurer, and Immediate Past President. In order to qualify for appointment to office, an individual must first be a voting member of the Association. Officers are appointed to serve for a term of two years and may not be appointed to more than 2 two-year terms, except in the case of the President. The President may not be appointed to more than 1 two-year term.

Section 2. Duties.

- A. President. The President shall be the principal executive officer of the Association. Subject to the direction and control of the Board of Directors, he shall be in charge of the business and affairs of the Association; he shall see that the resolutions and directives of the Board of Directors are carried into effect in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, he shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Association or a different mode of execution for the Association is expressly prescribed by the Board of Directors or these bylaws, he may execute for the Association any contracts or other instruments without prior approval of the Board of Directors, and he may accomplish such execution either under or without the seal of the Association and either individually or with the Secretary or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

- B. President-Elect. The President-Elect shall assist the President in the discharge of his duties as the President may direct and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. In the absence of the President or in the event of his inability or refusal to act, the President-Elect shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Association or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, the President-Elect may execute for the Association any contracts or other instruments which the Board of Directors has authorized to be executed, and he may accomplish such execution either under or without the seal of the Association and either individually or with the Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.
- C. Secretary. The Secretary shall record the minutes of the annual meetings of the members and all meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Association; keep a register of the mailing address of each member which shall be furnished to the Secretary by such member; and perform all duties as from time to time may be assigned to him by the President or by the Board of Directors.
- D. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Association. He shall have charge of and be responsible for the maintenance of adequate books of account for the Association; have charge and custody of all funds of the Association, and be responsible therefore, and have charge of the receipt and disbursement thereof; and perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.
- E. Combined Office: The office of the Secretary and Treasurer may be combined into one as determined by the Board of Directors from time to time, according to the needs of the International Psychogeriatric Association.
- F. Immediate Past President. The Immediate Past President is a full officer of the Board of Directors with full voting rights. The Immediate Past President may also conduct meetings of the Board of Directors in the absence of the President and President-Elect.

Section 3. No Compensation. No officer shall be entitled to receive any compensation for services rendered in such office; however, he shall be entitled to reimbursement for any expenses reasonably incurred in performing such services, if previously approved by the Board. Such reimbursement does not include travel to meetings of the Board of Directors, unless specifically noted by the Board of Directors.

Section 4. Removal.

- A. The Board of Directors may remove an officer by the affirmative vote of two-thirds of the members of the Board of Directors then in office, present and voting either in person or by proxy at a meeting of the Board of Directors at which a quorum is present, on grounds of disability, incapacity, failure to comply with these bylaws, substantial failure to perform duties as officer or any act which is found to be prejudicial to the purposes, objectives, or stature of the Association; provided, however, that no officer may be removed at any special meeting of the Board of Directors unless written notice of the proposed removal is delivered to all directors at least twenty (20) (but no more than sixty (60)) days prior to such meeting. Prior to the removal of an officer, there shall be submitted to such officer a written statement of the alleged grounds for removal, and the officer shall be afforded an opportunity to answer such allegations in writing and to appear in person or by counsel at a hearing conducted by the Board of Directors. The Board of Directors may undertake such investigation in connection with the consideration of the removal of an officer as it deems necessary or appropriate in the circumstances and may appoint a special committee for the purpose.
- B. An officer shall automatically become ineligible to serve as officer upon termination of his/her membership as a voting member of the Association, and such officer shall be deemed to have resigned without any affirmative action required on the part of such officer.

ARTICLE VI. COMMITTEES.

Section 1. Executive Committee. There shall be an Executive Committee consisting of the President, President-Elect, Secretary, Treasurer, and Immediate Past President. The Executive Director shall serve as an ex officio member of the Executive Committee. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the corporation during the periods between Board meetings, and in furtherance of such purpose shall hold such regularly scheduled and other meetings, in person or using other communications equipment, as in its judgment are appropriate. All decisions made by the Executive Committee shall be subject to final ratification and approval by the full Board.

- Section 2. Other Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors and have directors constitute a majority of its membership, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.
- Section 3. Other Committees. Other committees whose members do not have the authority of the Board of Directors in the Association and which may not act on behalf of or bind the Association, may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be voting members of the Association, and the President of the Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such a member whenever in their judgment the best interests of the Association shall be served by such removal.
- Section 4. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Association and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.
- Section 5. Chairman. One member of each committee shall be appointed chairman. The President, if available, and otherwise the President-Elect shall chair the Executive Committee.
- Section 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- Section 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
- Section 8. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with the rules adopted by the Board of Directors.

ARTICLE VII. GENERAL MEETINGS.

Section 1. Annual Members Business Meetings.

- A. There shall be an annual meeting to receive the report of the Board of Directors, to receive the audited statement and to conduct such other business as may come before the membership.
- B. Quorum and Manner of Action. Quorum for the Annual Members Business Meeting shall consist of twenty voting members or 10 per cent of the roster of voting members, whichever is less. Consent of over 50 per cent of the quorum shall constitute the percentage necessary to approve an action.
- C. Notice. The membership shall be given written notice of the Annual Members Business Meeting not less than 40 days prior to the day of the meeting. This will include date, time, location, and agenda.
- D. Informal Action by Members. Any action required to be taken at a meeting of the members of the Association, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed (a) by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting, provided that five (5) days prior written notice of the proposed action is given to all of the members entitled to vote with respect to the subject matter thereof, or (b) by all of the members entitled to vote with respect to the subject matter thereof. Prompt notice of the taking of corporate action without a meeting by less than unanimous written consent shall be given in writing to those members who have not so consented in writing.
- E. Proxies. Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by written proxy, but no such proxy shall be voted or acted upon after eleven (11) months from its date, unless otherwise provided in the proxy.

Section 2. Special Meetings.

- A. Calling. A special meeting of the Association may be called by:
 - 1. the Board of Directors;

2. 10 percent of the voting membership, only if the Board of Directors has refused to call a special meeting within thirty days after 10 percent of the voting membership has made written request for such a meeting; or
 3. Notwithstanding anything contained herein to the contrary, the Board of Directors shall call a special meeting of the full members for the purpose of removing a director(s) from the Board of Directors upon receipt of the petition specified in Article IV, Section 6(A) herein.
- B. Notice. The membership shall be given written notice of a special membership meeting not less than twenty (20) days but no more than sixty (60) days prior to the day of the meeting. This will include date, time, location, and agenda.
- C. Quorum and Manner of Acting. Quorum for a special general membership meeting shall consist of twenty voting members or 10 per cent of the roster of voting members, whichever is less. Except as provided in Article IV, Section 6(A), consent of over 50 per cent of the quorum shall constitute the percentage necessary to approve an action.

Section 3. Scientific Meetings and Symposia.

- A. International congresses, symposia or other educational meetings are to be held at least once a year and are to be arranged by a committee designated by the Board of Directors.
- B. One such meeting shall host the Annual Members Business Meeting.

ARTICLE VIII. PUBLICATIONS OF THE ASSOCIATION.

There shall be a publication of the Association published at least twice a year, if financially feasible.

ARTICLE IX. ELECTION OF OFFICERS AND DIRECTORS.

Section 1. Election Procedures. As previously indicated in Article IV, Section 1, the Board of Directors will appoint officers of the Association. The voting members, shall nominate and elect Directors according to the procedures described in Sections 2 and 3 of this Article.

Section 2. Nomination Procedures.

- A. The membership shall receive the call for nominations for full-term vacancies which need to be filled among the Directors of the Board no later than 6-1/2 months prior to the Annual General Meeting.

- B. Nominations shall be received from voting members only.
- C. Nominations for full-term vacant positions on the Board of Directors shall be submitted by no less than two voting members for each vacant position not later than 5 months prior to the Annual Members Business Meeting.

Section 3. Election Procedures.

- A. Ballot forms and information sheets briefly describing the background and activities of all candidates shall be made available to all voting members of the Association no later than 3-½ months prior to the Annual Members Business Meeting. Members will deliver their executed ballot form to an address designated by the Association.
- B. Elections shall be determined by a plurality of votes received. In case of a tie, the President of the Association shall cast the deciding vote.
- C. Voting shall close no later than 60 days prior to Annual Members Business Meeting.

ARTICLE X. CONTRACTS, CHECKS, DEPOSITS AND FUNDS.

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, 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 Association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Grants and Gifts. The Board of Directors may apply for and/or accept on behalf of the Association any grant, contribution, gift, bequest or device for the general purposes or for any special purpose of the Association.

ARTICLE XI. BOOKS AND RECORDS.

The Association shall have on file correct and complete books and records of account and shall also have on file minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his agent or attorney, for any proper purpose at any time.

ARTICLE XII. POLITICAL CAMPAIGNS.

The Association shall not, at any time, directly or indirectly participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office or, except as an insubstantial part of its activities, attempt to influence the passage or defeat of legislative proposals. This provision shall not be construed to prevent any member in his individual capacity from engaging in any of the foregoing activities.

ARTICLE XIII. SEAL.

The corporate seal shall have inscribed thereon the name of the Association and the words "Corporate Seal, Illinois."

ARTICLE XIV. WAIVER OF NOTICE.

Whenever any notice is required to be given under the provisions of the General Not-For-Profit Association Act of Illinois or under the provisions of the articles of incorporation or the bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV. AMENDMENTS.

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notice of such purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with the law of the articles of the incorporation.

ARTICLE XVI. MISCELLANEOUS.

All words used in the singular shall mean, extend to and include the plural where applicable and vice versa and all words used in any gender shall mean, extend to and include any other gender, all as the context may require.

The Board of Directors can constitute rules for all issues not settled by these bylaws. These rules cannot be in violation of these bylaws.

Electronic means may be used for delivery of any notice or document.

ARTICLE XVII. DISSOLUTION.

Upon the dissolution of the Association, any assets remaining after the payment of all debts and liabilities shall be distributed to one or more charitable organizations as determined by the Board of Directors.

ARTICLE XVIII. INDEMNIFICATION.

The Association may, at its sole option, indemnify its directors, officers, employees, and agents to the fullest extent permitted by applicable law, and Section 108.75 of the General Not-For-Profit Corporation Act of the State of Illinois (and any corresponding provision of any future law) is incorporated herein in its entirety by reference.