

Constitution

of the

INTERNATIONAL SOCIETY FOR INTERPERSONAL ACCEPTANCE AND REJECTION, INC. (ISIPAR)

CONSTITUTION

Article I - Name

The name of this organization is the International Society for Interpersonal Acceptance and Rejection, Inc., (ISIPAR), hereafter referred to as the Society.

[The Society is a nonstock, nonprofit corporation organized pursuant to the Revised Nonstock Corporation Act of the State of Connecticut, C.G.S. Section 33-1000 et. Seq. \(the "Act"\). This Constitution is the Certificate of Incorporation for that corporation.](#)

Article II - Purpose

In general, the Society may engage in any lawful act or activity for which corporations may be formed under the Act. More specifically, the purpose of the Society is to support and encourage research and practice related to issues of interpersonal acceptance and rejection, including but not limited to parental acceptance-rejection, peer acceptance-rejection, acceptance-rejection in intimate adult relationships, and acceptance-rejection in other attachment relationships throughout the lifespan. The services of the Society shall be provided on a nonprofit basis. No earnings of the society shall accrue to the benefit of any individual; nor shall the Society have or issue shares of stock or make distributions or pay dividends; no part of the Society's income or assets shall be distributed to its directors, officers, employees or any individual; nor shall any member, director or employee of the Society receive or be entitled to receive any pecuniary profit from the operations thereof except for reasonable compensation for services. The Society is organized and will be operated exclusively for charitable scientific, and educational purposes within the meaning of Section 501(c) 3 of the Internal Revenue Code of 1986, as amended (the "IRC"), or such corresponding section or sections of the IRC as may from time to time be in force.

Article III - Powers

The Society shall have the power to receive, administer, and disburse dues, assessments, and other grants to further its ends; to acquire, hold absolutely or in trust for the purpose of the Society, and convey property, real or personal; to publish reports, bulletins, journals, and monographs; to affiliate with other

organizations in the pursuit of common aims, and to appoint delegates or representatives to such organizations; establish branches, sections or divisions, on a regional or functional basis; and to engage in such other activities as are authorized for corporations under the Act or are necessary to the advancement of the purpose as specified in Article II and to the furtherance of the professional interests of the Society.

Article IV - Membership

The Society shall have one class of members. Membership in the Society is open to anyone who subscribes to the purpose of the Society as set forth in Article II and who applies in writing for membership. All such persons who pay the appropriate annual dues described in the By-Laws shall be designated as Members in good standing (hereafter referred to as Members). Only Members shall be eligible to nominate persons for office, vote on any issue before the Society, or serve on the Executive Council (as described in Article V).

Article V - Organization

Section 1. Officers and Executive Council

The Officers of the Society shall be the President, The President-Elect, the Past-President, the Secretary, and the Treasurer, except that the last two Offices may be combined in one person known as the Secretary-Treasurer. Together these Officers—along with Regional Representatives specified in Article V, Section 2—shall be designated as the Executive Council. Only Members who have demonstrated professional competence in research or practice consistent with the purpose of the Society as set forth in Article II may be Officers or Regional Representatives [?].

Section 2. Regional Representatives

For the purpose of determining regional representation on the Executive Council, the world is divided into 10 sociocultural/geographic regions, as follows: 1) Europe, 2) North Africa and the Middle East, 3) Sub-Saharan Africa, 4) Central and Southern Asia, 5) Southeast Asia, 6) East Asia, 7) Insular Pacific, 8) North America, 9) Mexico, Central America, and the Caribbean, and 10) South America.

Any ambiguity regarding country (especially border countries) included in given regions shall be resolved by the Officers, normally following the convention of culture-area classification and geographical proximity.

Insofar as possible there shall be one representative from each region serving on the Executive Council.

Section 3. Duration of Office

The President, Past-President, and President-Elect shall hold office for two years. The Secretary-Treasurer and Regional Representatives shall hold office for four years. The Secretary-Treasurer and Regional Representatives may be re-elected, but the President may not.

On completion of the term of office of the President, the Past-President shall retire from office, the President-Elect shall become the President, and the former President shall become the Past-President.

Section 4. Powers of the Executive Council

(a) The Executive Council shall comprise the Board of Directors for the purposes of the Act and the officers and the Regional Representatives of the Society shall be ex-officio directors pursuant to 33-1083(b) (1) of the Act. Each officer and Regional Representative shall continue to be a member of the Executive Council for so long as he or she retains the office from which his or her status derives.

(b) The Executive Council shall have the authority to execute on behalf of the Society all powers and functions as defined in Article III and in the By-Laws. The Executive Council shall establish and make known its rules and procedures.

(c) The Executive Council may appoint from among the membership of the Society other agents and committees, and delegate to them such authority as required, supervise their activities, and receive and act upon budgets, requests, and plans submitted to them. It shall also appoint persons to fill vacancies in the Executive Council until the next election.

Section 5. Limited Liability of Directors

(a) Pursuant to Section 33-1026 of the Act, the personal liability of the Directors of the Society to the Society or its members for monetary damages for breach of duty as Director is limited to an amount that is not more than the compensation received by the Director for serving the Society during the year of the violation if such breach did not: (1) involve a knowing and culpable violation of law by the Director, (2) enable the Director or an "associate," as defined in Section 33-840 of the Act, to receive an improper personal economic gain, (3) show a lack of good faith and a conscious disregard for the duty of the Director to the Society under circumstances in which the Director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Society, or (4) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Society.

Any lawful repeal or modification of this Article or the adoption of any provision inconsistent herewith by the Board of Directors of the Society shall not, with respect to a person who is or was a Director, adversely affect any limitation

of liability, right or protection of such person existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

(b) The limitation of liability of any person who is or was a Director provided for in this Article shall not be exclusive of any other limitation or elimination of liability contained in, or which may be provided to any person under, Connecticut law as in effect on the effective date of this Certificate of Incorporation and as thereafter amended.

Article VI – Conflicts of Interest

The Society shall adopt procedures to assure that any potential “conflicting interest transaction,” as that term is defined in Section 33-1127 of the Act or any potential “excess benefit transaction,” as that term is defined in Section 4958 of the Internal Revenue Code, involving a disqualified person, including Directors and officers of the Society, shall only be undertaken after the requisite disclosure and voting by both Directors and, where appropriate, members of the Society as provided in Sections 33-1129 and 33-1130 of the Act. and under any relevant regulations of the I.R.S. to avoid any possible violation of such statutes or regulations.

Article VI - Amendments

This constitution may be amended by the Society by ballot, provided that one-fourth (25%) of the Members cast a vote on a proposed amendment with approval by two-thirds (67%) of the votes cast. Amendments may be proposed by the Executive Council or by twenty Members. The Executive Council shall have the proposed amendment circulated to the Members. The amendment shall go into effect immediately upon approval of the Members.

The amendments and provisions of the Constitution, as approved, shall be effective immediately upon adoption, and shall supersede and nullify previous constitutional amendments and provisions not mentioned herein.

Article VIII – Dissolution of the Society

The Society may be dissolved by a two-thirds (67%) majority vote of the Members at a special meeting called for that purpose, or it may be dissolved by a two-thirds (67%) majority vote in ballot, provided that in each case at least a majority (51%) of the Society’s Members cast a vote.

In the event of dissolution, remaining assets of the Society shall, after payment of all just debts and obligations ~~and subject to the approval of the appropriate court,~~ be distributed in such manner as the Executive Council decides, to (an)other tax exempt, charitable, scientific and educational association(s) with similar interest, and with compatible aims and objectives.

Article IX—Registered Agent

The street address of the Society's initial registered agent is c/o The International Society for Interpersonal Acceptance and Rejection, Inc. Human Development and Family Studies, Unit 1058, University of Connecticut, Storrs, CT 06269-1058. The name of the initial registered agent at that address is Dr. Ronald P. Rohner.

I hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.



Ronald P. Rohner, PhD, Incorporator

Dated at Mansfield, Connecticut this 23 day of July, 2007.

*Original draft prepared by Ronald P. Rohner, June 15, 2006, and ratified at the First International Congress on Interpersonal Acceptance and Rejection, June 24, 2006.

Revised August 16, 2006

Ratified by the Executive Council, September 1, 2006

Revised July 3, 2007

Ratified by the Executive Council, July 23, 2007

Ratified by the membership, July 5, 2008

Revised November 11, 2015

Ratified by the Executive Council, November 13, 2015

Ratified by the membership, January 18, 2016