

NORTH AMERICAN CHAPTER OF THE SOCIETY FOR PSYCHOTHERAPY RESEARCH  
BY-LAWS (adopted June 2009)

ARTICLE I - ORGANIZATION AND AIMS

A. The North American Chapter of the Society for Psychotherapy Research [NASPR or “the Corporation” or “the Chapter”] is a nonprofit corporation serving as the Regional Chapter of the Society for Psychotherapy Research [SPR]--an international, multidisciplinary scientific organization--as provided for in SPR By-Laws Article III.

B. NASPR is organized for, and will be operated to pursue, the following charitable, educational, and scientific purposes within North America:

- (1) to encourage the development of research on psychotherapy;
- (2) to foster the communication, understanding and appropriate utilization of research findings;
- (3) to enhance the scientific and social value of psychotherapy research; and
- (4) to contribute, through research, to enhancing the effectiveness of psychotherapies.

C. NASPR's By-Laws shall be interpreted in a manner that is consistent with SPR's Constitution and By-Laws as long as no such interpretation would disqualify NASPR for tax exemption under section 501(c)(3) of the Internal Revenue Code, as amended, or to corresponding sections of subsequent internal revenue laws (hereinafter, “Section 501(c)(3)”), or any other law to which NASPR is subject.

ARTICLE II – MEMBERSHIP

A. Members in good standing of SPR who reside or work in North America, Australia, and Taiwan, and who pay annual dues, if so required, shall be members of NASPR, concurrent with their membership in SPR.

B. Members shall be assigned to one of three classes (regular, student or retired) consistent with their SPR membership status as determined by the Executive Officer. Regular members shall pay annual dues of \$30, and student members shall pay annual dues of \$5. From time to time, the Steering Committee may resolve to recommend changes to the annual dues requirements to the members of NASPR, which may adopt such changes by a majority vote in accordance with the procedures set forth in Article IV. Any changes to the annual dues requirements approved by the members shall supersede the dues requirements of this Section B. SPR will be the Corporation’s agent for the sole purpose of collecting annual dues pursuant to a written agreement between SPR and NASPR.

C. Members shall have the right to vote as stated in the Corporation’s Articles of Incorporation, as otherwise permitted by these By-laws, and on any matter put to them by the Steering Committee, and shall have such other rights as may be afforded to them from time to time by resolution of the NASPR Steering Committee consistent with the Corporation’s status as a Section 501(c)(3) charitable, educational, and scientific organization.

ARTICLE III – SCIENTIFIC MEETINGS

NASPR shall hold Scientific Meetings at times and places designated by the Steering Committee. Programs shall be determined by the Conference Program Committee (cf. Article IX, B).

#### ARTICLE IV - MEMBERSHIP MEETINGS AND VOTING

A. An annual meeting of the members shall be held each year during which the members of NASPR shall be referred to as the Chapter Convention. The annual meeting shall be held at the time and place specified by the Steering Committee, and may be held in conjunction with the Annual Scientific Meeting of SPR. Written or printed notice stating the place, day, and hour of the annual meeting shall be delivered not less than ten (10) days before the date of the meeting. At the annual meeting, the Chapter Convention shall meet:

- (1) to hear a report on the state of the Chapter from the Chapter President;
- (2) to discuss the activities and affairs of the Chapter; and
- (3) to consider new business.

B. The President of the Chapter shall act as Chair of the Chapter Convention. If the President is not present at the meeting, the Steering Committee shall designate the Chair of the Chapter Convention. If the Secretary is not present at the meeting, the appointee of the Chair of the Chapter Convention shall act as secretary of the meeting.

C. Twenty-five members of the Chapter shall constitute a quorum for the conduct of business.

D. Each member shall have one vote, to be exercised in person or by mail or email ballot, as provided elsewhere in these By-Laws.

E. All action taken by the Chapter Convention shall be by a simple majority of those members present and voting, except as provided elsewhere in the Articles of Incorporation or By-Laws.

F. When the Chapter Convention is not in session, votes on issues may be conducted at any special meeting or by mail or email ballot (provided that the member shall state, or submit information from which it can be determined, that the method of voting chosen was authorized by the member) without a meeting of the members upon the recommendation of the Chapter Steering Committee.

G. In the case of voting by mail or email ballot without calling a special meeting:

- (1) The steering committee shall specify the day and time by which all votes must be received to be counted, but in no event shall the deadline be less than ten (10) or more than fifty (50) days after the date the notice of the motion to be voted on is sent to the members unless otherwise provided in these By-Laws.
- (2) A simple majority, with at least 25% of the membership voting, shall be required to pass the motion, except as provided elsewhere in the Articles of Incorporation and these and By-Laws.
- (3) If less than 25% voted but the majority of voters supported the motion, the matter shall be referred to the judgment of the Steering Committee.

H. Special meetings of the members may be called by the President, the Secretary, or the Steering Committee. Special meetings may also be convened by members entitled to cast twenty-five percent (25%) of the total number of votes entitled to be cast at such meeting.

I. Written or printed notice stating the place, day, and hour of any special meeting, and the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, including email, by or at the direction of the President, the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the member at his/her address as it appears in the records of the Corporation. Whenever notice is required to be given to any member under any provision of law, the Corporation's Articles of Incorporation or these By-Laws, a waiver in writing signed by the member entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The presence of any member at a meeting, in person or by conference telephone, without objection to the lack of notice of the meeting, shall also waive notice by such member.

J. Twenty-five percent (25%) of the members shall constitute a quorum at a special meeting of members for the transaction of any business. The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

K. At any special meeting of the members, the president shall chair the meeting. If the President is not present at a meeting, the Steering Committee shall designate the chair of the meeting. If the Secretary is not present at a meeting, the appointee of the chair of the meeting shall act as secretary of the meeting.

#### ARTICLE V - OFFICERS AND STEERING COMMITTEE

A. NASPR officers shall be a (1) President, (2) President-Elect, (3) Immediate Past-President, and (4) Executive Officer who shall also serve as both Secretary and Treasurer of the Corporation.

B. The four officers of the Regional Chapter together shall constitute the Corporation's Board of Directors, which shall also be referred to as the NASPR Steering Committee. Any reference to an officer of the Corporation is therefore also a reference to a director of the Corporation. The Steering Committee may exercise all of the powers and authority granted to the Corporation by law.

C. The Steering Committee shall meet annually at a convenient time and place, and at other times if deemed necessary, in order to discuss the organizational business of the Chapter, to prepare an agenda for the annual meeting of the Chapter Convention, and to exercise other functions specified elsewhere in these By-Laws and by law. Special meetings may be called by any two (2) officers with telephone or written notice, including notice by email. The notice of any meeting shall state the date, time, and place of such meeting. Whenever notice is required to be given to any officer under any provision of law, the Articles of Incorporation, or these By-Laws, a waiver in writing signed by the officer entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The presence of any

officer at a meeting, in person or by conference telephone, without objection to the lack of notice of the meeting, shall also waive notice by such officer/director.

D. The President may invite chairpersons of NASPR committees, National Representatives, local chapter representatives and other persons relevant to NASPR business to meet with the Steering Committee.

E. Unless a greater proportion is required by law, a quorum shall consist of a majority of the officers. All decisions will be by majority vote of those present at a meeting at which a quorum is present.

F. Any action required or permitted to be taken at a meeting of the Steering Committee may be taken without a meeting if all the members of the Steering Committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Steering Committee.

G. Any or all members of the Steering Committee may participate in a meeting by conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another, and such participation shall constitute presence in person at the meeting.

H. Officers shall not be compensated for serving on the Steering Committee, but the Corporation may reimburse officers for documented reasonable expenses incurred in the performance of their duties to the Corporation as members of the Steering Committee. Notwithstanding this restriction, the Executive Officer may be paid reasonable compensation for his/her service as Executive Officer.

#### ARTICLE VI - SELECTION AND TERMS OF THE OFFICERS

A. The initial officers of the Corporation shall be those individuals serving as officers of the North American Society for Psychotherapy Research (the Corporation's predecessor) immediately prior to the Corporation's date of incorporation. Such individuals shall hold the equivalent office conferred upon them by the Corporation's predecessor for the term granted to them by the Corporation's predecessor pursuant to its bylaws then existing. Thereafter, officers of the Corporation shall be elected or appointed and serve for terms as herein provided.

B. The President of NASPR shall serve a term of two years, after having previously served a two-year term as President-Elect, and shall serve a subsequent two-year term as Immediate Past-President.

C. The President-Elect shall be elected by a mail or email ballot of the entire NASPR membership prior to the annual meeting of the Chapter Convention, as follows:

- (1) Candidates must be members in good standing, who have not served in a NASPR office for at least three years.
- (2) Candidates shall be nominated by a nominating committee consisting of not less than two members. The slate shall consist of not less than two and no more than four candidates.
- (3) A mail or email ballot shall be submitted by the Steering Committee to the NASPR

membership, which may include a brief statement by the candidates specifying their qualifications for office and proposed policies for NASPR.

- (4) Ballots must be returned to the Steering Committee within 60 days after the posting of ballots.
- (5) The Steering Committee shall inform the candidates of the result immediately, and shall inform the membership of the result at the earliest opportunity.

D. The President-Elect shall serve from the business meeting of the annual meeting of the Chapter Convention following his or her election for two calendar years, after which he or she will serve as President for two calendar years, and then assume the office of Immediate Past-President for two calendar years.

E. The Executive Officer shall be elected by the Steering Committee from among NASPR's members in good standing and shall serve for an initial term of three years and until his or her successor is elected and qualified. A person serving an initial term as Executive Officer shall be eligible for an additional two-year term if so elected by the affirmative vote of a majority of the members of the Steering Committee excluding the Executive Officer. The Executive Officer shall not participate in the decision, which shall be conducted in accordance with the procedure described in the Conflict of Interest Policy in Article XI below.

F. Resignation or incapacity of officers to serve out their terms shall be dealt with as follows:

- (1) If the President resigns, is incapacitated, or is no longer a member in good standing of SPR, the Immediate Past-President shall resume the office of President and serve the unexpired portion of the term of President.
- (2) If the President-Elect resigns, is incapacitated, or is no longer a member in good standing of SPR, the Steering Committee shall solicit nominations by mail or email from the membership within 60 days, and arrange for the election of a new President-Elect to serve the unexpired term of the President-Elect.
- (3) If the office of Immediate Past-President is vacant, or if the Immediate Past-President resigns, is incapacitated, or is no longer a member in good standing of SPR, the Steering Committee shall elect one of the former Immediate Past Presidents to serve the unexpired portion of the term of the Immediate Past-President.
- (4) If the Executive Officer resigns, is incapacitated, or is no longer a member in good standing of NASPR, the Steering Committee shall elect another NASPR member to serve as Executive Officer for the unexpired term.

## ARTICLE VII - DUTIES OF OFFICERS

A. The President shall:

- (1) serve as Regional Vice-President of SPR for North America and as a member of SPR's Executive Council, as specified in SPR By-Laws;
- (2) represent the Society, in consultation with the SPR Executive Council, in relations with professional organizations and governmental bodies within North America, or appoint a National Representative to do so;
- (3) chair the annual meeting of the Chapter Convention;
- (4) chair the Steering Committee;
- (5) conduct or supervise Regional Chapter finances and business negotiations;
- (6) make an annual report on the Chapter's activities and affairs;

- (7) appoint chairpersons and members of Standing and Ad Hoc committees (except as stipulated in Article IX B.); and
- (8) serve on the Conference Program Committee.

B. The President-Elect shall:

- (1) serve as a member of the Steering Committee;
- (2) serve on the Conference Program Committee; and
- (3) assume other duties assigned by the President.

C. The Immediate Past-President shall:

- (1) serve as a member of the Steering Committee;
- (2) serve on the Conference Program Committee; and
- (3) assume other duties assigned by the President.

D. The Executive Officer shall:

- (1) serve as a member of the Steering Committee;
- (2) as Secretary and Treasurer maintain the financial and historical records of the chapter;
- (3) prepare and present the budget at the annual convention;
- (4) act on behalf of the Steering Committee in financial matters such as collection of dues, administration of prizes, awards or bursaries and negotiate and enter into contracts, as approved by the Steering Committee, on behalf of the organization; and
- (5) oversee the Chapter's web presence.

E. The Steering Committee shall:

- (1) organize and convene regional scientific meetings at appropriate intervals;
- (2) notify active psychotherapy researchers in North America of SPR and NASPR programs, and of the benefits of membership;
- (3) assist with arrangements for the annual SPR Scientific Meeting when that is to be held in North America, as requested;
- (4) assist the SPR Executive Officer in the collection of dues from North American members, as requested;
- (5) assist the SPR Executive Officer in distributing ballots and communications to North American members, as requested;
- (6) ensure that annual elections for chapter offices are conducted;
- (7) cause minutes to be taken at Regional Chapter business meetings, to be circulated among Chapter members and made available to the SPR Executive Council;
- (8) promote other activities to further NASPR's purposes.

## ARTICLE VIII - FINANCES

A. The fiscal year of the Chapter shall be January 1 through December 31.

B. The Steering Committee may raise funds to support its official programs and activities (1) by setting reasonable fees for meetings and other Chapter activities, and (2) by addressing budgetary requests to the SPR Executive Council.

C. An annual budget for the Chapter's activities will be prepared by the Steering Committee, submitted for approval to the Chapter Convention, and reported to the

membership.

D. The NASPR President, Executive Officer, and the Steering Committee's appointed representative acting under the President or Executive Officer's supervision, each shall be empowered to enter contracts and to receive, hold and expend monies on behalf of the Chapter.

#### ARTICLE IX - COMMITTEES AND LOCAL CHAPTERS

A. The Steering Committee may establish standing and ad hoc committees, and recognize regional groups of NASPR, in furtherance of the Society's purposes. Those committees with the power to exercise the authority of the Steering Committee shall consist only of members of the Steering Committee. Committees shall consist of at least two (2) officers.

B. A standing committee of NASPR shall be the Conference Program Committee, which will determine the content and format of NASPR conferences, and which shall consist of the Steering Committee and a Local Arrangements Chairperson who shall be appointed by the President with the advice and consent of the Steering Committee.

C. The President shall appoint chairpersons and members for all other committees subject to these By-Laws, with the advice and consent of the Steering Committee, from the membership of the Chapter.

D. Regional Groups:

- (1) Regional Groups of NASPR may be organized by 10 or more members in good standing, to hold local meetings and engage in other activities serving NASPR's purposes, by applying to the Steering Committee.
- (2) Regional Groups shall elect an official representative who shall communicate regularly with NASPR's President about the activities of the Regional Group.

#### ARTICLE X - INDEMNIFICATION

A. The following definitions shall apply to this Article:

- (1) "Matter" shall mean any actual or threatened civil, criminal, or administrative action, arbitration proceeding, claim, suit, proceeding, or appeals therefrom, or any criminal, administrative, or congressional (or other body's) investigation, hearing, or other proceeding.
- (2) "Eligible Person" shall mean any person who at any time was or is an officer (director), a member of any committee or subcommittee, an agent, an employee, or a volunteer of the Corporation.

B. Any Eligible Person made a party to or respondent in a Matter by reason of his or her position with or service to the Corporation shall, to the fullest extent permitted by law, be indemnified by the Corporation against all liabilities and all expenses reasonably incurred by him or her arising out of or in connection with such Matter, except in relation to Matters as to which (1) the Eligible Person failed to act in good faith and for a purpose which he or she reasonably believed to be in the best interests of the Corporation, (2) in the case of a criminal Matter, the

person had reasonable cause to believe that his or her conduct was unlawful, or (3) the person shall be adjudged to be liable for misconduct or negligence in the performance of a duty.

C. Except where an Eligible Person has been successful on the merits with respect to such Matter, any indemnification hereunder shall be made only after (1) the Steering Committee (acting by a quorum consisting of officers who were not involved in such Matter) determines that the Eligible Person met the applicable indemnification standard set forth in Section B above; or (2) in the absence of a quorum, a finding is rendered in a written opinion by independent legal counsel that the person or persons met the applicable indemnification standard set forth in Section B above.

D. Any indemnification provided hereunder shall not be deemed exclusive of any other right to which any person may be entitled in addition to the indemnification provided hereunder. This indemnification shall in the case of the death of the person entitled to indemnification inure to the benefit of his or her heirs, executors, or other lawful representative.

E. The Corporation shall with respect to a Matter described in Section B above advance attorneys fees as interim indemnification to any Eligible Person if the following conditions are satisfied: (1)(a) the Steering Committee (acting by a quorum consisting of officers who are not involved in such litigation) determines that the Eligible Person is likely to meet the applicable indemnification standard set forth in Section B above or (b) in the absence of such a quorum, a finding is rendered in a written opinion by independent legal counsel that the Eligible Person is likely to meet the applicable indemnification standard set forth in Section B above; and (2) the Eligible Person (a) requests interim indemnification, (b) agrees to repay the interim indemnification promptly upon a determination unfavorable to him or her under Section C above, and (c) deposits a bond or equivalent security.

F. The Board may authorize the purchase of and maintain insurance on behalf of any Eligible Person against any liability asserted against or incurred by him which arises out of such person's status in such capacity or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

## ARTICLE XI - CONFLICTS OF INTEREST

A. Purpose: The purpose of this conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations.

B. Definitions:

- (1) Interested Person: Any Director, principal officer, or member of a committee with Board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.
- (2) Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - (a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

(b) A compensation arrangement with the Corporation (other than a payment for reasonable and documented travel expenses incurred by an interested person in the performance of necessary services to the Corporation) or with any entity or individual with which the Corporation has a transaction or arrangement; or

(c) Is considering an ownership or investment interest in or compensation arrangement with any entity or individual with which the Corporation is negotiating a transaction or arrangement.

(3) Compensation: Direct and indirect remuneration, including gifts or favors that are not insubstantial.

(4) Conflict of Interest: A conflict between the personal or financial interests and the official or professional responsibilities of a person in a position of trust; however, a financial interest is not necessarily a conflict of interest. Under Section C(2) below, a person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

C. Procedures:

(1) Duty to Disclose: If an actual or possible conflict of interest arises, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees considering the proposed transaction or arrangement.

(2) Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts and after any discussion with the interested person, he or she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

(3) Procedures for Addressing the Conflict of Interest:

(a) An interested person may make a presentation at the Board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of and the vote on the transaction or arrangement involving the possible conflict of interest.

(b) The Chair or President of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Directors or committee members whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(4) Violations of the Conflict of Interest Policy:

(a) If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- (b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

D. Records of Proceedings: The minutes of the Board and all committees with Board delegated powers shall contain:

- (1) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- (2) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

E. Compensation:

- (1) A member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to his/her compensation.
- (2) A member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to his/her compensation.
- (3) Any member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, may provide information to any committee regarding compensation.

F. Annual Statements: Each Director, principal officer, and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

- (1) Has received a copy of the conflicts of interest policy;
- (2) Has read and understands the policy;
- (3) Has agreed to comply with the policy; and
- (4) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## ARTICLE XII - RECORDS

A. The Executive Officer or his or her designee shall keep or cause to be kept adequate minutes of meetings of the Steering Committee, any committee with powers to act with the authority of the Steering Committee, and all business meetings of the Chapter Convention reflecting at a minimum the names of those attending a Steering Committee meeting or a meeting of any committee with powers to act with the authority of the Steering Committee, any resolutions passed, and the outcomes of any votes taken, as well as records of all votes taken by the membership by mail or email.

B. After receiving IRS recognition of its 501(c)(3) status, the Corporation shall keep available for public inspection at its principal place of business and any branch office copies of the Form 1023 (exemption application) as filed and any Form 990 (information tax return) filed within the past three years. Names and identifying information of contributors shall be redacted from publicly available copies. In addition, as required by the tax code and regulations, the Corporation shall either (1) make such materials widely available to the public, such as by posting on the Internet, or (2) provide copies of the materials to any member of the public making a request in person during normal business hours or in writing. This public disclosure obligation shall be no broader than required by law and shall not apply, for example, if the Corporation is the target of a campaign of harassment.

### ARTICLE XIII - ADOPTION AND AMENDMENT

A. These By-Laws shall be adopted by the Steering Committee.

B. Amendments to these By-Laws may be proposed (1) by the Steering Committee, or (2) by any member submitting a proposal in writing to the Steering Committee with the signatures of at least 25 members of the Chapter.

C. Adoption of Amendments:

- (1) A mail or email ballot shall be distributed to the membership by the Steering Committee within 60 days of receipt of any such proposal, with appropriate explanatory material.
- (2) Voted ballots shall be returned to the Steering Committee within 60 days of their posting to the membership, and shall be tallied by the Steering Committee.
- (3) Notwithstanding any other provision of these By-Laws, amendments shall be passed by receiving (a) a two-thirds vote of at least 50% of the members, or (b) a majority of the members voting, approval by the Steering Committee, and approval by the Chapter Convention.
- (4) Members shall be sent a timely notification of the result.