

BYLAWS OF
INTERDISCIPLINARY NETWORK FOR GROUP RESEARCH

ARTICLE I: Name and Purpose

Section 1. Name. The name of the organization shall be Interdisciplinary Network for Group Research, hereinafter called the Corporation. Official use of the Corporation's name shall be made only through the authority of the Board of Directors (hereafter referred to as "the Board").

Section 2. Purpose. The purpose of the Corporation is to promote communication about group research across fields and nations; advance understanding about group dynamics through research; advance theory and methods for understanding groups; promote interdisciplinary research; foster interest in group research among junior scholars; promote and support the next generation of group scholars; develop a sense of community for those who study groups. The Corporation, which is organized under the Non-Profit Corporation Act of North Carolina, shall operate exclusively for charitable and educational purposes and in a manner consistent with Chapter SSA of the General Statutes of North Carolina and Section 501 (c) (3) or successor provision of the Internal Revenue Code. The Corporation exists for educational, scientific, and literary purposes only. No part of the organization's net revenues may be used for the private benefit of any individual or group.

Section 3. Offices. The principal office and registered agent of the Corporation shall be located in Raleigh, North Carolina. The Corporation may have such other offices, within or outside the city of Raleigh as may be designated by the Board, or as shall be appropriate or necessary for the conduct of the affairs of the Corporation.

ARTICLE II: Membership and Dues

Section 1. General Rights and Powers. Except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws, the number, classes, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions governing the withdrawal, suspension, and expulsion of members shall be determined by the Board. Except as may otherwise be required by law, the Articles of Incorporation, or these bylaws, any right of members to vote and right, title or interest in or to the Corporation, its properties and franchises, shall cease and divest upon termination of membership, except that liability of a member for sum due the Corporation shall survive such termination unless otherwise expressly provided by the Board.

Section 2. Qualifications for Membership. Membership in the Corporation is open to persons interested in promoting the organization's purposes, and who fill out and submit an Application for Membership and pay annual dues.

Section 3. Membership Dues. The Board shall establish the initial and annual dues for membership in the Corporation. The billing and collection of dues shall be in a manner prescribed by the Board.

Section 4. Termination of Membership. Membership may be terminated by the Board on the occurrence of any of the following events:

- a) Failure to pay dues within 90 days after written notice of payment due.
- b) Failure to satisfy the requirements of section 2 of this article.

Section 5. Voting Rights. Except as otherwise provided in these bylaws, each member shall be entitled to one vote on each matter upon which members have voting rights.

Section 6. Compensation. No member shall receive any compensation for his or her service in such capacity, except that the Board may authorize reimbursement for actual disbursements expended on behalf of or in service to the Corporation and according to policies authorized by the Board.

ARTICLE III: Annual Meeting of Membership

Section 1. Annual Meeting. The annual meeting of the members shall be held at a time and place to be determined by the Board in conjunction with the Corporation's Annual Conference. Members shall be entitled to participate in and vote at the annual meeting of the Corporation and vote in all ballots conducted by the Corporation.

Section 2. Special Meetings. Special meetings of the members may be called by the Chair of the Board/President, or by one-third of the members of the Board. Such meetings may also be called by the Chair of the Board/President or Secretary at the written request by members having one-tenth of the votes entitled to be cast at such meeting

Section 3. Notice of Meetings. Written notice stating the place, date, and hour of the Annual Meeting and any special meetings shall be distributed by electronic mail to the email address of record for each member entitled to vote at the meeting not less than two weeks nor more than 90 days before the date of the meeting, by or at the direction of the Secretary. Alternatively, notice may be published in the Corporation's newsletter, provided that the newsletter is published at least semiannually and is mailed to the members entitled to vote at the meeting not less than 10 days or more than 60 days before the date of the meeting.

Section 4. Place of Meetings. All membership meetings shall be held at the Corporation's principal office or at any other place determined by the Board and stated in the notice of the meeting.

Section 5. Quorum. One fifth of the number of members then in good standing present in person or by proxy shall constitute a quorum at the meeting. If at any meeting of the members, there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is obtained.

Section 6. Proxies. At any meeting of the members, a member entitled to vote may do so by proxy executed in writing for that meeting. Proxies may confer general voting rights, or they may be limited to prescribed action on a particular issue.

Section 7. Voting. A majority of the votes cast on a matter to be voted upon by the members

present or represented by proxy at a duly constituted meeting shall be necessary for the adoption thereof unless a greater proportion is required by law or these bylaws. Each member is entitled to one vote on each matter submitted to a vote. A vote may be cast orally, in writing, or electronically. When an action is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute.

Section 8. Alternative Action. Any action required by law to be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote with respect to the subject matter thereof and filed with the Secretary of the Corporation as part of the corporate records, whether done before or after the action so taken. Meetings may be held in a form other than physical presence, such as conference calls or teleconferences. Any other action which may be taken at a meeting of members, including the election of Directors, may be conducted by mail or electronic ballot in such manner as the Board may by resolution determine.

Section 9. Record Dates. The Board may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 10 days before the date of the meeting, nor more than 60 days before any other action.

Section 10. List of Members. The secretary of the Corporation or the agent of the Corporation having charge of the membership records of the Corporation shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the electronic address of each member, be produced at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.

ARTICLE IV: Board of Directors

Section 1. General Powers. The business, property, and affairs of the Corporation shall be managed by the Board in accordance with these bylaws. The Board is responsible for overall policy and direction of the Corporation and delegates responsibility for day-to-day operations to the Chair of the Board/President and the Vice-President, Association. Specific powers of the Board include but are not limited to:

- a) Defining the mission, goals, and objectives of the Corporation, and assigning priorities
- b) Among the goals and objectives when needed;
- c) Selecting the Corporation's Chair of the Board/President and periodically reviewing his or her performance;
- d) Approving major personnel policies;
- e) Reviewing and approving the Corporation's budget;
- f) Raising the financial resources required to meet the Corporation's goals and objectives, as coordination by the Chair of the Board/President, and establishing general fund raising

- policies; and
- g) Conducting a biennial review and evaluation of the Corporation's performance of the goals and objectives of highest priority.

Section 2. Number and Qualifications. There shall be not less than 5 nor more than 11 directors on the board as shall be fixed from time to time by the Board. All board members and officers of the Corporation shall have earned the doctoral degree (with the exception of Graduate Student Board Members). Three shall be elected by the members of the Corporation in accordance with these bylaws; the remainder shall be appointed by the elected Directors and the continuing appointed Directors. The appointed members shall fill the roles of Chair of the Board/President (hereafter referred to as "President"), Vice-President, Association, Vice-President, Conference Coordinator, Secretary, Treasurer, Program Chair, Local Arrangements Chair, Incoming Program Chair, and Incoming Local Arrangements Chair. The appointed members shall be members and have a demonstrated commitment to the Corporation's mission. To the extent possible, the Board and the membership shall seek international and interdisciplinary representation of its membership in both elected and appointed positions.

Section 3. Nomination. The Chair of the Board of Directors/President shall appoint a Nominations Committee which shall be responsible for producing a slate of candidates for election to the Board, in accordance with such procedures as the Board may by resolution determine. The Nominations Committee shall provide each member of the Corporation, in such form as the Board may prescribe, a description of the procedure for nomination and election of Directors.

Section 4. Election. Directors shall be elected by electronic ballot prior to the Corporation's Annual Meeting. All members who are current in their payment of association dues are eligible to vote. Three elected Directors shall serve staggered three-year terms.

Section 5. Appointed Directors. The Board of Directors in office at the time that a call for nominations is made shall by majority vote appoint to the Board one person for each vacancy in the appointive seats thereof. The Program Chair and Local Arrangements chair will serve two year terms, the first as incoming chair. The President shall serve a total of 4 years, the first year as "Incoming President", with a three-year term of President immediately following. The Vice-Presidents, Secretary, and Treasurer will serve staggered three year terms. The Graduate Student Board Members will serve staggered two year terms.

Section 6. Tenure. Each Director shall hold office until his or her term expires, death, resignation, removal, disqualification, or his or her success has been elected or appointed. No one may serve as an Elected Director for more than six consecutive years. Officers may serve up to two successive terms in addition to a maximum of six consecutive years as an Elected Director. The Chair of the Board/President may serve two successive terms, or no more than eight years.

Section 7. Resignation. A director may resign at any time by providing written notice to the Corporation. Notice of resignation will be effective on receipt or at a later time designated in the notice. The acceptance of such resignation shall not be necessary to make it effective. A successor shall be appointed as provided in article 4, section 3 of the bylaws.

Section 8. Removal. Any Director may be removed with or without cause by two-thirds vote of the Board of Directors.

Section 9. Board Vacancies. A vacancy on the board may be filled with a person selected by the remaining directors of the board, through less than a quorum of the Board, unless filled by proper action of the members. Each person so elected shall be a director for term of office continuing until the next election of directors by the members.

Section 10. Quorum. A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.

Section 11. Meetings. Meetings of the full Board of Directors shall be held at least twice each year. One meeting will be held in conjunction with the Corporation's Annual Meeting; otherwise meetings shall be held at such place within or outside of North Carolina as may be fixed by resolution of the Board, or as may be specified in the notice of the meeting. Regular meetings of the Board shall be held at times set by resolution of the Board. Any meeting of the Board may be held in a form other than physical presence. Special meetings of the Board may be called by or at the request of the Chair/President, or any three Directors. Notice must be given at least two weeks in advance by any usual means of communication to each member of the Board, and any action taken at a special meeting shall be voidable upon a failure to obtain acknowledgement of receipt of notice from any member of the Board. Such notice need not specify the purpose of which the meeting is called. Notice need not be given of regular meetings of the Board held at times fixed by resolution of the Board. Meetings may be held at any time without notice if all the directors are present, or if at any time before or after the meeting those not present waive notice of the meeting in writing.

Section 12. Waiver of Notice. Any Director may waive notice of any meeting. The attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the expressed purpose of objective to the transaction of any business because the meeting is now lawfully called or convened.

Section 13. Graduate Student Board Member. Up to two graduate students will be appointed by the Board in overlapping two-year terms. Each will be a voting member of the Board and will be notified of and allowed to participate in all Board regular and special meetings.

Section 14. Committees. The Board of Directors may create committees, including an Executive Committee, which shall have and may exercise such powers as conferred or authorized by the resolutions creating them. The Chair of the Board/President shall appoint the chairpersons of all committees of the Board. If an Executive Committee is created, it shall be composed of Directors, shall consist of three or more members of the Board, shall include the Chair of the Board/President, and shall have all the powers and authority of the Board in the intervals between meetings of the Board, subject to the direction and control of the Board. The designation of any committee and the delegation thereto of authority shall not relieve the Board, or any member of the Board, of any responsibility or liability imposed upon it or him or her by law. A majority of any

such committee, if the committee is composed more than two members, may determine its action and fix the time and place of its meetings, unless the Board shall provide otherwise.

Section 15. Compensation. No Director or officer shall receive any compensation for his or her service in such capacity, except that the Board may by resolution provide for the reimbursement of actual travel and lodging expenses incurred in the performance of duties of Directors, to the extent provided by such resolution, and except as otherwise provided in these bylaws.

Section 16. Consent to Corporate Actions. Any action required or permitted to be taken pursuant to board authorization may be taken without a meeting if, before or after the action, all Directors consent to the action in writing. Written consent shall be filed with the minutes of the board's proceeding.

ARTICLE V: Officers

Section 1. Number. The officers of the Corporation shall be appointed by the Board of Directors. The officers shall consist of a Chair of the Board of Directors/President, Secretary, Treasurer, Vice-President, Association and Vice-President, Conference Coordinator. All officers, with the exception of the Chair/President, are selected by the at-large Board members. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required.

Section 2. Election. Each year, the Board shall select from the membership the incoming Local Arrangements Chair and the incoming Program Chair. As terms expire, the Board shall select from the membership the Chair/President, Secretary, Treasurer, and such Vice-Presidents as the Board may have authorized. Each officer shall hold office until his or her term expires, or until his or her death, resignation, retirement, removal, or disqualification. If necessary to fill offices that have become vacant, the Board may elect officers at any regular meeting.

Section 3. Vacancies. The term of office of any officer shall terminate upon the election and qualification of a successor or upon the effective date of his or her resignation submitted in writing to the Secretary of the Board, upon his or her death, or upon a vote of two-thirds of the Directors then in office to remove him or her from office if in their judgment the best interests of the Corporation will be served thereby. Any vacancy among the officers shall be filled by the Board. Any officer or assistant officer may also be removed from office by the Board, upon such terms as may have been specified in writing at the time of appointment of such officer.

Section 4. Chair/President. The Chair of the Board/ President shall chair the Annual Meeting and meetings of the Board and shall perform the following duties and responsibilities:

- a) Appoint the chairpersons of all Board committees and serve as liaison among the Corporation's Board and its committees;
- b) Facilitate and coordinate the Board's discharge of its responsibilities as set forth in the bylaws and by Board resolutions; and
- c) Such other responsibilities as provided in the Corporation's bylaws or as may be directed by the Board.

Section 5. Vice-Presidents.

- a) The Vice-President, Association, shall have such powers and perform such duties as the Board may prescribe or as the Chair may delegate., The Vice-President, Association shall sit in the stead of the chair in his or her absence.
- b) Vice-President, Conference Coordinator – is responsible for programmatic and logistical coordination of the Annual Conference, as supported by the Board and membership. The Vice-President, Conference Coordinator works closely with the Conference Program Chair and Local Arrangements Chair.

Section 6. Secretary. The Secretary shall do or over see the following:

- a) Keeping of minutes of all meetings of the Board and the Executive Committee, if authorized, including all votes and resolutions adopted;
- b) The recording of all Corporate documents and records;
- c) Maintaining archives of the Corporation;
- d) The issuing of notices for the Annual meeting and for meetings of the Board;
- e) The filing of all reports required by governmental authorities. The Secretary shall have other responsibilities as the Board may prescribe.

Section 7. Treasurer. The Treasurer shall do or over see the following:

- a) Oversee the custody of all funds and assets of the Corporation;
- b) Make to the Board at each meeting an accurate account of the Corporation's receipts and disbursements;
- c) Furnish the Board with an operating and financial report at each meeting thereof;
- d) Prepare or cause to be prepared a true statement of the Corporation's assets and liabilities within a reasonable time after the close of each fiscal year; and
- e) In conjunction with the Chair of the Board/President, make financial information available to Board members and members.

The Treasurer can sign checks, drafts, or other orders for payment of money as authorized by the Chair/President. The Treasurer shall also deposit monies and other assets in the name of the Corporation according to policies or in such depositories as the Chair/President directs. The Treasurer shall have other responsibilities as the Board may prescribe.

Section 8. Local Arrangements Chair. The Local Arrangements chair, in consultation with the Chair of the Board/President, shall select and facilitate the Corporation's annual conference. The foregoing duties shall include, but not be limited to:

- a) Identify and select venue for the annual conference;
- b) Negotiate contracts with vendors (e.g., hotel, meeting space, catering, equipment);
- c) Work with the Program Chair to schedule meeting sessions;
- d) Sign checks, drafts, or other orders for payment of money for expenses associated with the conference;
- e) Deposit monies and other assets in the name of the Corporation according to policies or in such depositories as the Board may prescribe.

The Local Arrangements Chair shall have other responsibilities as the Board may prescribe.

Section 9. Program Chair. The Program Chair, in consultation with the Chair of the Board/President, is responsible for creating and facilitating the content of the Corporation's annual conference. The foregoing duties shall include, but not be limited to:

- a) Publicize the call for papers for the next conference to all members of the Corporation and through other outlets;
- b) Appoint the conference program committee that will evaluate the papers submitted for presentation at the conference;
- c) Facilitate the competitive review of submissions;
- d) Select the submissions to be included in the program; and
- e) Constitute the program for the Corporation's annual conference in consultation with the Local Arrangements Chair.

The Program Chair shall have other responsibilities as the Board may prescribe.

Section 10. Other Officers. The duties and terms of office of any other officer or assistant officer appointed pursuant to Section I of this Article shall be specified by the Board of Directors or by the chair or Chair of the Board/President if so authorized by the Board.

ARTICLE VI: Annual Conference of the Corporation

Section 1. Conference Cycle. The Corporation shall hold a conference once every year.

Section 2. Conference Participation. Members shall be entitled to participate in the Corporation's Annual Conference and other general activities.

Section 3. Location of Conference. The Board, with the recommendation of the Chair of the Board/President, shall decide the location of the Annual Conference of the Corporation.

Section 4. Conference Program Chair. The Conference Program Chair shall be responsible for developing and administering a plan for the Annual Conference of the Corporation. The Conference Program Chair shall preside over the Annual Conference.

Section 5. Change to Conference Cycle. The Board has the right and responsibility of changing from an annual conference and the Board's fiscal responsibility to the membership.

ARTICLE VIII: Awards of the Corporation

Section 1. Awards Committee. The Corporation may recognize, annually, meritorious contributions that epitomize the goals and purposes of the Corporation. The Awards Committee or Committees, appointed by the Chair of the Board/President and comprised of at least three members, shall administer these awards. The chair of the Awards Committee(s) shall announce the recipients of the awards at the Annual Conference of the Corporation.

ARTICLE IX: Miscellaneous Provisions

Section 1. Indemnification. Every person who is or shall have been a director or officer of the Corporation and his or her personal representatives shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party of reason of his or her being or having been a director or officer of the Corporation or any of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duty as such director or officer. Costs and expenses shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

Section 2. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of September of each year and shall end on the thirty-first of August of the next year, unless otherwise determined by the Board.

Section 3. Corporate Seal. The official seal of the Corporation shall have inscribed thereon the name of the Corporation. The official seal shall also contain such other words or figures as the Board of Directors may determine. The official seal may be used by placing, by any process whatsoever, an impression, facsimile, or other reproduction of said official seal.

Section 4. Amendments. The Bylaws may be altered, amended, or repealed and new Bylaws adopted upon the vote of two-thirds of the members of the Board present and voting at a duly constituted meeting, provided that notice of such proposed action, including the content thereof, be included in the call for the meeting. These Bylaws may also be amended by mail or electronic ballot upon the affirmative vote of two-thirds of the members of the Board. In the case of amendment by mail or electronic ballot, the notice of vote shall include a description of the proposed amendment and a statement as to its effect and purpose.

Section 5. Activities of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) of (b) by a Corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

Section 6. Conflict of Interest. No contract or other transaction between the Corporation and one or more of its trustees or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of the trustees or officers are directors or officers, or have a substantial financial interest, shall be approved by a vote of the Board or any committee thereof if such trustee or trustees or officer or officers (hereinafter called "interested trustee or trustees") are present at the meeting of the Board, or a committee thereof, which authorizes such contract or transaction, or his or her votes are counted for such purpose, unless:

- a) The material facts as such trustee's or officer's interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or are known to the Board or committee, and the Board or committee authorizes such contract or transaction by unanimous written consent, provided at least one trustee so consenting is disinterested, or by a majority vote without counting the vote or votes of such interested trustee or officer even through the disinterested trustees are less than a quorum;
or
- b) The material facts as to such trustee's or officer's interest in such contract or transaction as to any such common directorship, officership, or financial interests are disclosed in good faith or are known to the members entitled to vote thereon, if any, and such contract or transaction is authorized by a majority vote of such members.

Section 7. Dissolution and Distribution of Assets. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustee' officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth herein. The Corporation may be dissolved and its assets and liabilities liquidated in such manner as the Board of Directors shall resolve, provided that upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any trustee, member, or officer of the Corporation but shall be distributed as the Articles of Incorporation direct in accordance with such laws and regulations as may be applicable thereto, provided, however, that the distribution must be to another organization exempt under Section 502(c)(3) of the United States Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), or the United States, state or local governments, for a public purpose.

These Bylaws were approved at a meeting of the Board of Directors of the Interdisciplinary Network for Group Research on February 1, 2008. Revisions were approved by the Board on February 24, 2014. Further revisions were approved by the Board on July 23, 2015.

Signed on behalf of the board and officers:

Stephen M. Fiore, Chair of the Board/President