International Society for Traumatic Stress Studies Bylaws

Article I - Name

Section 1. The name of this organization shall be The International Society for Traumatic Stress Studies, Inc.

Article II - Geographical Area

Section 1. The principal office of said corporation shall be located within the continental limits of the United States of America.

Article III - Purpose

Section 1. The ISTSS is an international multidisciplinary, professional membership organization that promotes advancement and exchange of knowledge about severe stress and trauma. This knowledge includes understanding the scope and consequences of traumatic exposure, preventing traumatic events and ameliorating their consequences, and advocating for the field of traumatic stress.

Article IV - Membership

Section 1. Qualifications and dues for membership shall be set by the Board of Directors and approved by the general membership.

Section 2. All members who have paid their dues in full shall be members in good standing and shall be entitled to nominate and/or run for office.

Section 3. All members in good standing shall be eligible to present matters for consideration by the Board and general membership at any time.

Section 4. Only those who are members in good standing 7 calendar days prior to the close of the election of Board Members described in Article IX shall be eligible to receive ballots and vote in the election.

Article V - Board of Directors

Section 1. The membership shall elect a governing body, consisting of twenty-one (21) members, which shall be known as the Board of Directors.

Section 2. The Board of Directors shall consist of a President, President-Elect, and Past President, and up to eighteen (18) members-at-large, three of whom shall serve as Vice-President, Secretary, and Treasurer.

Section 3. [a] The standard term for each at-large member of the Board shall be three (3) years commencing at the Corporation's Annual Business Meeting immediately following the election of each member, and terminating at the Corporation's Annual Business Meeting three years thereafter. [b] At-large members of the Board shall be permitted to serve no more than two (2) consecutive terms of office. Service on the Board as President, President-Elect, or Past-President does not count toward the limitation to two consecutive terms.

Section 4. Any vacancies in at-large Board membership shall be filled by the candidate(s) receiving the next highest vote total in the most recent election. Replacement Board members shall serve the remainder of the incomplete term.

Section 5. Vacancies in the position of President-Elect shall be filled by special election of the membership. The President shall appoint a special nominating committee of up to seven (7) members to establish procedures for such a special election and for the nomination of candidates for the position.

Section 6. In all cases, members of the Board of Directors shall be selected without regard to race, color, religion, national origin, age, sex, or disability status.

Article VI - Duties of the Board of Directors

Section 1. The duties and powers of the Board of Directors shall be to manage the affairs of the corporation, receive and disburse funds, employ staff, and to do all other acts necessary and proper to carry out the purpose and functions of the Corporation as stated in Article III of the Bylaws.

Section 2. The relationship of the corporation to any other organization or agency shall be determined by the Board.

Section 3. Board decisions may be subject to review at the Annual Meeting of the Corporation.

Section 4. The officers of the Board, the President-Elect, and the Past President shall function as the Executive Committee.

Section 5. The Executive Committee shall function as the decision making body with regard to day-to-day operations of the organization. Executive Committee decisions shall be reported to the full Board at its next regularly scheduled meeting.

Article VII - Meetings

Section 1. The Board of Directors shall meet at least two (2) times each year. Special meetings may be called by the President.

Section 2. The Annual Meeting of the Corporation shall be held during the Fall of each year at such time and place as shall be designated by the Board of Directors.

Section 3. The President-Elect shall nominate and the Board shall appoint the Chair of the Program Committee from the general membership at the Annual Meeting. The composition of the Committee shall represent the diverse interests and backgrounds of the Society membership.

Section 4. A majority of the members of the Board shall constitute a quorum for the transaction of business. Unless otherwise specified in the Bylaws, all issues presented for vote shall require a majority vote of the Board present at such meetings for passage. No voting by proxy shall be permitted.

Section 5. Minutes of all meetings of the Board of Directors shall be kept, read, and approved.

Section 6. Robert's Rules of Order, Revised, shall govern the meetings of the board in such procedural matters not otherwise controlled by the Articles of Incorporation or the Bylaws.

Article VIII - Officers

Section 1. The officers of the Board shall be a President, President-Elect, Immediate Past President, Vice-President, Secretary, and Treasurer.

Section 2. The duties of the officers shall be as follows:

President. The President shall call and chair all Board meetings, represent the corporation in its relations with other groups, and carry out such other activities as may be decided by the Board.

Vice-President. The Vice-President shall perform the duties of the President during the absence or incapacity of the President and such other duties as may be assigned by the President.

Secretary. The Secretary shall maintain the minutes of all meetings of the Board and of all Committees and keep a membership record containing the home addresses of each Director and the date of the Director's election. These responsibilities can be delegated to Corporation staff as appropriate.

Treasurer. The Treasurer, with assistance from Corporation staff, shall review and oversee all receipts and disbursements of funding of the Corporation as directed by the Board and prepare an annual financial report for review by the membership at the Annual Meeting. The Treasurer shall serve as Chair of the Finance Committee.

President-Elect. The President-Elect shall work closely with the President, the purpose of the position being to provide a preparatory and planning year for the President-Elect so that when s/he assumes the Presidency, s/he has experience with the position.

Immediate Past President. The Immediate Past President serves as Chair of the Nominations Committee, advises the President and the Board, completes any special project or task force initiatives from the preceding year.

Section 3. The Vice-President, Secretary, and Treasurer shall be nominated by the President and elected by the Board to serve one (1) year terms. There shall be no restrictions on the number of terms individuals may serve in these offices.

Article IX - Election of Board Members and Officers

Section 1. Members of the Board shall serve three (3) year terms with one-third (1/3) of the members standing for election each year.

Section 2. The Board shall appoint six (6) members of the Nominations Committee from a list of members in good standing as presented by the Past President who shall chair the Nominations Committee. The composition of the Committee shall represent the diverse interests and backgrounds of the Society membership.

Section 3. The Nominations Committee shall be responsible for arranging the slate of candidates and shall present the slate to the membership no less than one hundred and twenty (120) days before the Annual Meeting.

Section 4. No members of the Nominations Committee will be eligible for election to the Board.

Section 5. The general membership may place additional names in nomination by offering a petition signed by at least (16) members in good standing. The deadline by which petitions must be submitted shall be established by the Nominations Committee. The deadline shall be communicated to the membership prior to or simultaneously with distribution of the slate and must be no less than 28 days from the date of distribution of the slate of candidates.

Section 6. A final slate of candidates shall be distributed to the membership for balloting during a specified period of not less than 28 days. Ballots may be dispersed through any means approved by the Board. No voting by proxy shall be permitted.

Section 7. All ballots shall be received no later than forty-five (45) days before the Annual Meeting to be counted. Tabulation of the ballots shall be conducted by the Nominations Committee or delegated to Corporation staff as appropriate, and the results presented at the Annual Meeting.

Section 8. If it is not possible to determine which candidate has been elected to a vacant position on the Board of Directors or as President-Elect because two or more candidates received an equal number of votes for that position, a runoff election will be held. Only members in good standing eligible to vote in the election that resulted in the tied vote shall be eligible to vote in the runoff election. Candidates on the ballot for the runoff election shall be those with a tied number of votes for the vacant positions that could not be filled.

Article X - Fiscal Year

Section 1. The fiscal year for the Corporation shall begin on January 1 and shall end on December 31.

Section 2. Dues and other funds shall be deposited and handled in a manner to be determined by the Board.

Section 3. There shall be an annual independent audit of the Corporation that shall be reported to the membership.

Article XI – Assurance of Non-Discrimination

Section 1. The Corporation shall not discriminate or permit discrimination by its employees or agents against any member or applicant because of race, color, religion, age, sex, handicap, or national origin.

Article XII – Amendments

Section 1. Changes in the Bylaws or membership-determined policy decisions shall be authorized by two-thirds (2/3) of those members in good standing who cast a vote.

Section 2. Notices of proposed changes in the Bylaws shall be distributed to the membership no less than forty-five (45) days prior to voting. Notices shall be dispersed through any means approved by the Board.