

INTERNATIONAL POSITIVE PSYCHOLOGY ASSOCIATION CONSTITUTION

ARTICLE 1: NAME AND MISSION

Section 1.1. The name of the Association shall be the International Positive Psychology Association (“IPPA” or the “Association”). The Association is organized exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

Section 1.2: Positive psychology is the scientific study of what enables individuals and societies to thrive. The mission of the Association shall be:

- To advance the scientific study and ethical application of positive psychology.
- To facilitate collaboration among researchers, teachers, students, and practitioners of positive psychology around the world and across academic disciplines.
- To share the findings of positive psychology with the broadest possible international audience.

ARTICLE 2: OFFICES AND REGISTERED AGENT

Section 2.1: The principal office of the Association shall be located within or without the State of Arizona, at such place as the Association’s Board of Directors (the “Board”) shall from time to time designate. The Association may maintain additional offices at such other places as the Board may designate. The Association shall continuously maintain within Arizona a registered agent as may be designated from time to time by the Board.

ARTICLE 3: GOVERNANCE

Section 3.1: The Board, with support of the Executive Director, determines Association policies and has final authority over the affairs of the Association.

Section 3.2: The Council of Advisors, which shall include up to 50 members (in addition to *ex officio* members), elects the Board, and provides advice to the Board on a variety of matters relating to the mission of the Association.

Section 3.3: This Constitution, along with whatever amendments are approved, shall be the governing document for the Association. Association rules may also be adopted by the Board to provide guidance in the operation of the Association.

ARTICLE 4: MEMBERSHIP

Section 4.1: Membership shall be open to individuals and organizations who support the mission of the Association. All classes of members shall have only those voting rights guaranteed by the Arizona Nonprofit Corporation Act (the "Act").

Section 4.2: There shall be two classes of individual members: Regular Members and Student Members. The Board may, by resolution, modify the qualifications, rights, and privileges of such members, or create additional classes of members. Such resolution shall define the rights and privileges of any new class of member.

Section 4.3: Regular Members shall be academics, scholars, researchers, scientists, practitioners, or other individuals dedicated to the scientific study and evidence-based, ethical application of positive psychology and related fields.

Section 4.4: Student Members shall be students enrolled full-time and in good standing within an accredited, University-sponsored, degree-granting program. Students must provide verification of student status (e.g., a copy of a current student ID card, transcript, and/or an official letter from the University registrar or other administrative office confirming full-time enrollment) to join or renew membership at this level.

Section 4.5: The Board may grant Fellow status to those individuals who have made substantial contributions to the field of positive psychology. The Board shall determine the rights and obligations of Fellow status in the policies and procedures of the Association.

Section 4.6: All fees, including annual membership dues and any other fees required for participation in Association activities, shall be approved by the Board. At its discretion, the Board may permit the Executive Director to set pricing of certain products or services offered by the Association, and to provide discounts or other special pricing considerations to certain types of members (such as students and citizens of developing countries) as well as opportunities for any members to become benefactors of the Association through special contributions.

ARTICLE 5: SUSPENSION OR TERMINATION OF MEMBERSHIP

Section 5.1: Membership in the Association may be suspended temporarily or terminated permanently by (a) resignation, (b) non-payment of dues, or (c) by a decision of the Board in the best interests of the Association.

Section 5.2: Any member may be expelled, terminated, or suspended for infraction of the rules or the member code of conduct set by the Board or such other cause as may be determined by the Board as not being in the best interests of the Association, provided that the Board shall provide the member a reasonable opportunity to be heard by it prior to taking any such action. Any such member shall be notified by the Executive Director or Secretary of the Board by mail (or via electronic mail, where permitted) at least fifteen (15) days prior to the date of the Board

meeting at which suspension, termination, or expelling is to be considered. The member shall have the right to be heard at the meeting, in such format as the meeting occurs, or may offer their statement in writing and may present witnesses on their behalf.

Section 5.3: Fellow status in the Association may be suspended temporarily or terminated permanently by (a) resignation, or (b) by a decision of the Board in the best interests of the Association. An individual whose Fellowship has been suspended or terminated shall be notified and may appeal that decision in writing to the Board of Directors.

ARTICLE 6: AFFILIATIONS

Section 6.1: The Board may accept, as an Affiliate Organization, any regional, national, or international organization with values and purposes consistent with those of the Association. Affiliate organizations may, through an agreement with the Board of Directors, participate in IPPA activities.

ARTICLE 7: BOARD OF DIRECTORS

Section 7.1: The Board shall have final authority over the affairs and funds of the Association.

Section 7.2: The Board shall consist of the President, President-Elect, Immediate Past President, Secretary, Treasurer, four (4) At-Large Directors, Executive Director (non-voting), and any additional Members (non-voting) appointed by the Board for specific functions. Voting members of the Board shall be *ex officio* voting members of the Council of Advisors; the Executive Director shall be an *ex officio*, non-voting member of the Council of Advisors. Members of the Board must be Members in good standing of the Association.

Section 7.3: The terms of office are as follows: The President, President-Elect, and Immediate Past President shall serve terms of two (2) years and are not eligible for re-election. The Secretary, Treasurer, and At-Large Directors serve for four (4) years, and may be re-elected. Elections are staggered so that one (1) At-Large Director's term should end every year. Directors shall be ineligible for election to the Board for a period of two (2) years after serving eight (8) successive years as Director, including any terms as an Officer. Such term limit shall be automatically extended to allow any individual elected to the office of President-Elect to serve through the automatic succession of officer positions.

Section 7.4: The Executive Director is appointed by the Board and may be considered an employee of the Association, and a separate employment agreement may govern the role, the duties, and the responsibilities, as approved by the Board of Directors.

Section 7.5: The Board may appoint one or more additional non-voting members to the Board for a limited term to carry out specific functions needed by the Association. Such additional officers shall serve for the period approved by the Board of Directors. Two founding members of the Association, Dr. Martin Seligman and Dr. James Pawelski, shall be permitted to serve as

Senior Advisors to the Board of Directors, subject to any conflict of interest and confidentiality agreements that may be required from the Board of Directors from time to time.

Section 7.6: At the time of selection, the President-Elect shall not be a full-time resident from the same continent as the President. Voting members of the Board shall come from at least three (3) continents, whenever possible.

Section 7.7: The Board and/or the Executive Director shall communicate through any means of communications to the Council of Advisors on an annual basis the state of the Association and the general actions it has taken on its behalf.

Section 7.8: Quorum; Voting. A majority of the Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. All actions taken at any meeting of the Board at which a quorum is present shall be decided by a majority vote of Directors present unless otherwise specified in these Bylaws or required by law. Each Director shall have one (1) vote in all matters to be voted on by the Board of Directors.

Section 7.9: Should a member of the Board elect to resign from the position on the Board, that respective Director must inform the Board President, in writing, then the Executive Director and lastly, the whole Board of Directors, in this order. Resignations should be submitted in writing at least sixty (60) days in advance of departure from the Board, whenever possible. Unless not permitted otherwise, should a Director fail to attend three (3) or more consecutive Board meetings or be unavailable to perform the duties and responsibilities of the position for a period of three (3) consecutive months or longer, then, at the discretion of the Board President, such absences may be treated as a resignation. All vacancies, of any type, on the Association's Board shall require selection of a nominee(s) to be presented to and to be voted on by the Council of Advisors. The individual winning the election shall serve out the time remaining in the term, whereupon a regular election shall be held to fill the position for a full term. In the event an individual is appointed to fill a vacancy and such vacancy is for less than two (2) years, that individual may serve a maximum of ten (10) years prior to taking a two (2) year break from serving on the Board.

Section 7.10: A Director or Officer may be removed from the Board with or without cause by a two-thirds (2/3) vote of quorum of the Board of Directors, provided that the Director is provided with notice of the removal and given the opportunity to appeal the removal.

Section 7.11: Directors shall not receive any compensation from the Association for services rendered to the Association as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Association in reasonable amounts, based on policies approved by the Board. Notwithstanding the foregoing, if Directors serve other roles for the Association (e.g., officers, agents, employees), they may be compensated in reasonable amounts for such services, based on policies approved by the Board.

Section 7.12: Meetings of the Board. Any or all members of the Board or of any committee designated by the Board may participate in a meeting by, or conduct the meeting through the use of, any means of communication by which all persons participating in the meeting may simultaneously hear each other during the meeting. A person participating in a meeting by this means is deemed to be present in person at the meeting.

Section 7.13: Action Without a Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if all of the Directors consent in writing through electronic mail, fax, or mail authorizing the action (“unanimous written consent”). The written consents by the Directors shall be filed with the minutes of proceedings of the Board of Directors. A unanimous written consent has the effect of action taken at a meeting of the Board and may be described as such.

ARTICLE 8: COUNCIL OF ADVISORS

Section 8.1: The Council of Advisors (the “Council”) shall include up to 50 members (in addition to *ex officio* members) generally representing the Association’s international membership. The selection of the Council of Advisors shall be made by the Board at the time, and shall prioritize participation by leading international scholars and also include respected positive psychology practitioners and dedicated students. The Board may also permit individuals from outside the field, at the discretion of the Board of Directors. Members of the Council of Advisors are expected to be Members in good standing of the Association.

Section 8.2: The regular term of office for each member of the Council of Advisors shall be four (4) years, at which time the member shall be eligible for reelection. There shall be no term limits for members of the Council. Elections shall be staggered in such a way that the terms of approximately half of the members shall end every two (2) years. Pursuant to the policies and procedures of the Association, the Nominating Committee shall be empowered to create special two-year terms, as needed, to ensure that a roughly equal number of positions expire every two (2) years.

Section 8.3: The Council of Advisors shall review the annual reports of activities provided by the Board and/or the Executive Director, and advise the Board and/or the Executive Director on the reports and on any other matters on which it is consulted.

Section 8.4: The Council of Advisors shall elect the members of the Board in regular elections. In the event of a mid-term vacancy that needs to be filled, the Council of Advisors shall hold a special election.

Section 8.5: The Board and the presidents of Divisions (including the Student Division) shall be *ex-officio* voting members of the Council of Advisors.

Section 8.6: Quorum; Voting. A majority of the members of the Council in office shall constitute a quorum for the transaction of business at any meeting of the Council of Advisors; provided that if less than a majority of the Advisors are present at said meeting, a majority of the Advisors present may adjourn the meeting from time to time without further notice. All actions taken at any meeting of the Council of Advisors at which a quorum is present shall be decided by a majority vote of Advisors present unless otherwise specified in these Bylaws or required by law. Each Advisor shall have one (1) vote in all matters to be voted on by the Council of Advisors.

Section 8.7: Any or all members of the Council of Advisors or of any committee designated by the Council of Advisors may participate in a meeting by, or conduct the meeting through the use of, any means of communication by which all persons participating in the meeting may simultaneously hear each other during the meeting. A person participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE 9: ELECTIONS

Section 9.1: The Council of Advisors shall be responsible for electing the Directors and Officers of the Board of the Association.

Section 9.2: Council of Advisors: New members of the Council of Advisors, as well as those standing for reelection, shall be elected by the current members of the Council of Advisors.

Section 9.3: Nominations. It shall be the duty of the Board to appoint a Nominating Committee comprised of members of the Board and/or the Council of Advisors to prepare a list of nominees to be considered for reelection or for filling vacancies on the Board and the Council of Advisors. The Nominating Committee is not required to submit more than one (1) candidate at any time, for any open position.

ARTICLE 10: DIVISIONS

Section 10.1: Divisions may be organized to represent major scientific and professional interests within the Association. All Division members must be members in good standing of the Association, unless otherwise permitted by the Board of Directors.

Section 10.2: A Division is established when these conditions are satisfied: (a) the Board recommends a new division and the leaders of the new division are selected and subsequently approved by the Board of Directors; OR (b) whenever 50 or more Members in good standing petition for a new division, the Board approves, and the leaders of the new Division are selected and subsequently approved by the Board of Directors. Divisions must comply with the IPPA Constitution and Association Rules. A Division may be dissolved by the Board when the number of members in the Division falls below 25 members, when the division no longer meets the needs of the Association, if the Division fails to comply with the IPPA Constitution or Association Rules, or when the Division votes to recommend dissolution.

Section 10.3: A Division shall have a President and is recommended to have a Secretary and such other officers as it may determine. Each Division may draw up and maintain its own Rules as long as they are consistent with IPPA's Constitution and Association Rules and approved by the Board of Directors.

Section 10.4: The president of each Division shall serve as an *ex officio* member of the Council of Advisors.

Section 10.5: Primary support from Divisions shall come from the Association in the form of access to existing operational and administrative resources. In addition to this, on an annual basis, and in an amount to be determined each year by the Board of Directors, the Association may make funds available to supplement division dues or other revenues generated by Divisions that support their operations and activities. Divisions may apply for some or all these funds by submitting a detailed proposal and budget to the Board of Directors, which shall select proposals for approval. Funds for approved projects shall be distributed to the Divisions by the Executive Director as needed, and only for such operations and activities outlined in proposals approved by the Board of Directors.

Section 10.6: In each year, and no later than June 1, each Division shall submit to the Executive Director a report that covers the activities of the Division during the preceding year or since any prior report had been submitted and acknowledged by the Executive Director. The Executive Director shall share reports with the Board of Directors for review. The Executive Director shall notify or remind Divisions of the report deadline; in the absence of such notification or reminder, the report must be submitted to the Executive Director by the deadline. No distribution of funds shall be made to a Division that has not submitted its report for the previous year.

ARTICLE 11: MEETINGS

Section 11.1: The Council of Advisors shall, when possible, meet at each IPPA World Congress, or at time and place that is relatively close, when feasible. Special meetings of the Council of Advisors may take place at such other times as determined by the Board of Directors.

Section 11.2: The Board shall hold at least two (2) regular meetings per calendar year. Additionally, it shall meet, at the discretion of the President, as often as is needed to manage the business of the Association. Special meetings of the Board may be called by any three (3) Directors. At least three (3) days' advance written notice of any special meeting shall be given to each Director. Meetings of the Board may be held in-person or through electronic or telephonic means pursuant to Section 7.12 of these Bylaws.

ARTICLE 12: FINANCES

Section 12.1: Payment of expenses shall be made by the Executive Director or his or her designee who shall have the power to receive funds, to open banking accounts, to sign checks in the Association's name, and, with the approval of the Board of Directors, to make appropriate

investment of the Association's funds. Oversight of the Association's financial activity is the responsibility of the Treasurer, and shall minimally include timely review and approval of financial reports. In the absence of the Executive Director, the President or Treasurer are authorized to approve payment of funds in the Association's name.

ARTICLE 13: PROHIBITIONS AND LIMITATIONS

Section 13.1: No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its Directors, officers, employees, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 1 hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation or this Constitution, the Association shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code), or (ii) by a corporation, contributions to which are tax-deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

ARTICLE 14: LIFE OF THE ASSOCIATION

Section 14.1: The life of the Association shall be perpetual. The Association may be chartered, registered or otherwise certified in various countries, but shall have a Secretariat at a fixed location to be determined by the Board of Directors.

Section 14.2: The termination of the Association can only be determined by a three-quarter majority plus one (e.g., 75% + 1) vote of the entire Board of Directors.

Section 14.3: The Board of Directors, if considering dissolution of the Association, shall seek comments from the Council of Advisors and the general membership at least six (6) months in advance, whenever possible, on the advisability of doing so.

Section 14.4: Upon the termination or dissolution of the Association, any assets lawfully available for distribution, after paying or adequately providing for the debts and obligations of the Corporation, shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code), which organization(s) have purposes which, at least generally, includes a purpose similar to the Corporation. The determination of which organization(s) shall receive such assets hereunder shall be made by the affirmative vote of a three-quarter plus one majority vote of the entire Board of Directors. Announcement of such a decision must be made to the membership at least 90 days prior to termination.

ARTICLE 15: AMENDMENTS

Section 15.1: Amendments to the Constitution may be proposed by members of the Board or the Council of Advisors, or by any Fellow, Member, or Student Member of the Association. Amendments approved by a two-thirds vote of the full Board shall become part of this Constitution. Amendments to the Constitution which are directly related to changing authority and primary roles of the Council of Advisors as outlined in the Constitution must be approved by a two-thirds vote of the full Council of Advisors to become a part of this Constitution.