

Bylaws for the International Association for Relationship Research

Bylaws for the

International Association for Relationship Research

A California Public Benefit Corporation

TABLE OF CONTENTS

ARTICLE 1 OFFICES
ARTICLE 2 PURPOSES
ARTICLE 3 DIRECTORS
ARTICLE 4 OFFICERS
ARTICLE 5 EDITORS
ARTICLE 6 COMMITTEES
ARTICLE 7 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS
ARTICLE 8 CORPORATE RECORDS, REPORTS, AND SEAL
ARTICLE 9 FISCAL YEAR
ARTICLE 10 AMENDMENT OF BYLAWS
ARTICLE 11 AMENDMENT OF ARTICLES OF INCORPORATION
ARTICLE 12 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS
ARTICLE 13 MEMBERS
ARTICLE 14 MEETINGS OF MEMBERS
ARTICLE 15 GENERAL PROVISIONS

**ARTICLE 1
OFFICES**

1.1 PRINCIPAL OFFICE

The principal office of the corporation (hereinafter the "Association") for the transaction of its business is located in Santa Barbara County, California.

1.2 CHANGE OF ADDRESS

The Board of Directors may change the principal office from one location to another within the State of California by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

_____ Dated: _____, 20__
_____ Dated: _____, 20__
_____ Dated: _____, 20__

1.3 OTHER OFFICES

The Association may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

**ARTICLE 2
PURPOSES**

2.1 OBJECTIVES AND PURPOSES

The primary objectives and purposes of the Association shall be to:

- (a) Stimulate and support the scientific study of personal relationships, including research, teaching, and scholarship related thereto;
- (b) Encourage cooperation among individuals around the world and in various disciplines who are engaged in the scientific study of personal relationships;
- (c) Support the development of the work of new scholars;
- (d) Encourage the application of research findings; and
- (e) Encourage the dissemination of educational and literary materials related to the scientific study of personal relationships.

2.2 FUNCTIONS

The Association serves its members by creating and providing opportunities for members to network with others as they explore relationship processes. These opportunities may include, but are not limited to, the following:

- (a) conferences held in different locations;
- (b) other workshops and meetings as needed;
- (c) representation of membership interests in a newsletter;
- (d) dissemination of a membership directory;
- (e) maintenance of an internet site; and
- (f) support or sponsorship of academic publications that focus on relationship processes and the study thereof.

**ARTICLE 3
DIRECTORS**

3.1 NUMBER

The Association shall have nine directors and collectively they shall be known as the Board of Directors. The number may be changed only by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. Editors and appointed committee chairs shall serve in an advisory capacity to the Board but shall not be members of the Board nor have any voting rights therein.

3.2 COMPOSITION

The Board of Directors shall generally consist of the duly elected Vice-President, Secretary-Treasurer, two Members-at-Large, New Professional Representative, Program Committee Chair, and Publications Committee Chair, as well as the President and Past-President. The Vice-President and the Secretary-Treasurer shall automatically become members of the Board upon their election as officers of the Association by vote of the membership in accordance with the provisions of these Bylaws. The President (who shall succeed to the office from the Vice-President's position) and the Past-President (who shall have served immediately prior as the President) shall automatically become members of the Board upon their succession to those positions. The Members-at-Large, New Professional Representative, Program Committee Chair,

Bylaws for the International Association for Relationship Research

and Publications Committee Chair shall become members of the Board upon their election to the Board by vote of the membership in accordance with the provisions of these Bylaws. The New Professional Representative shall be a student member of the Association, or shall have held the terminal degree for fewer than two years, at the time of her or his election. The Board of Directors shall be chaired by the President of the Association or, in her or his absence, the Vice-President.

3.3 DIVERSITY OF REPRESENTATION

In order to insure diversity of geographic representation on the Board, including international representation, if the top vote recipient among those candidates seeking a seat on the Board as a Member-at-Large is from the same geographical region (as determined by the Board) as the sitting Member-at-Large, then the next candidate with the highest number of votes from another geographic region shall replace the highest vote recipient. In order to insure disciplinary diversity, if the top vote recipient among those candidates seeking a seat on the board as a Member-at-Large is from the same discipline (as determined by the Board) as the sitting Member-at-Large, then the next candidate with the highest number of votes from another discipline shall replace the highest vote recipient. When geographic and disciplinary diversity goals conflict, disciplinary diversity shall have priority.

3.4 POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of this Association, the activities and affairs of this Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

3.5 DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Association, or by these Bylaws;
- (b) Except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Association;
- (c) Appoint, employ, remove and discharge, as applicable, all employees and agents of the Association;
- (d) Supervise all officers, agents and employees of the Association to assure that their duties are performed properly;
- (e) Appoint Committee Chairs and Editors (other than the Program Committee Chair and the Publications Committee Chair);
- (f) Establish membership criteria and continuing eligibility criteria;
- (g) Establish dues for membership;
- (h) Authorize conferences;
- (i) Meet at such times and places as is required by these Bylaws;
- (j) Register their addresses (both postal and e-mail) with the Secretary-Treasurer of the Association and notices of meetings mailed, faxed, or electronically sent to them at such addresses shall be valid notices thereof.

Bylaws for the International Association for Relationship Research

3.6 TERMS OF OFFICE

Each director shall hold office as follows, and until her or his successor is elected and qualifies:

- (a) The President, the elected Vice-President, and the Past-President shall each serve a two-year term.
- (b) The elected Secretary-Treasurer shall serve a three-year term.
- (c) The elected Members-at-Large shall each serve two-year staggered terms, with one Member-at-Large elected at each annual election conducted by the Association.
- (d) The elected New Professional Representative shall serve a two-year term.
- (e) The elected Publications Committee Chair shall serve a two-year term.
- (f) The elected Program Committee Chair shall serve a two-year term that begins two years preceding the regular conference of the Association.

All Board members shall begin serving their terms on the first day of August following their election.

3.7 COMPENSATION

Directors shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of those expenses authorized by the Board which have been incurred in the performance of their regular duties as specified in Section 5 of this Article. Directors may not be compensated for rendering services to the Association in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of this Article.

3.8 RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than thirty-three percent of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the Association for services rendered within the previous twelve months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

3.9 PLACE OF MEETINGS

Meetings shall be held at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. Any meeting, regular or special, may be held by conference via telephone or electronic communications method, so as long as all directors participating in such meeting can hear or otherwise interact with one another.

3.10 REGULAR MEETINGS

Regular meetings of Directors shall be held at such times as may be designated by the Board and shall also be held at the time of each regular meeting of the Association.

3.11 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice-President,

Bylaws for the International Association for Relationship Research

the Secretary-Treasurer, the Past-President, or by any five directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting.

3.12 NOTICE OF MEETINGS

Regular meetings of the Board may be held without notice. Special meetings of the Board may be held upon at least fourteen days' notice by first-class mail or forty-eight hours' notice delivered personally or by telephone, fax, or e-mail. If sent by mail, the notice shall be deemed to be delivered upon its deposit in the mails. Such notices shall be addressed to each director at her or his address as shown on the books of the Association. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four hours from the time of the original meeting. Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

3.13 WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

3.14 QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Board of Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Association, or by law, no business shall be considered by the Board at any meeting at which a quorum, as heretofore defined, is not present, and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 12 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Association.

3.15 MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held

Bylaws for the International Association for Relationship Research

at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this Association, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

3.16 CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President or, in the absence of this person, by the Vice-President, or in the absence of both these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary-Treasurer of the Association shall act as secretary of all meetings of the Board, provided that, in her or his absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by such rules as may be adopted by the Board, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Association, or with provisions of law.

3.17 ACTION BY MAJORITY WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if a majority of members of the Board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "a majority of members of the Board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the majority vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by majority written consent of the Board of Directors without a meeting and that the Bylaws of this Association authorize the directors to so act, and such statement shall be prima facie evidence of such authority. The provisions of this section shall not be applicable in instances in which a meeting is held in accordance with the provisions of Section 9 of this Article.

3.18 VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law. Directors may also be removed without cause by a vote of a majority of the votes represented at a membership meeting at which a quorum is present. Any director may resign effective upon giving written notice to the President, the Secretary-Treasurer, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Association would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the

Bylaws for the International Association for Relationship Research

Attorney General.

Subject to the provisions of Section 5 of Article 4, vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (1) the written consent of a majority of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director. However, if vacancies are created by the removal of a director, then such vacancy may only be filled by the approval of the members, subject, however, to the provisions of Section 5 of Article 4. The members of this Association may elect a director at any time to fill any vacancy not filled by the directors.

A person appointed or elected to fill a vacancy as provided by this Section shall hold office until the next election of the Board of Directors or officers of the Association (whichever occurs first) where such vacant position is the subject of the election, or until her or his death, resignation, or removal from office, whichever occurs first.

3.19 NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

3.20 INDEMNIFICATION BY ASSOCIATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee, or other agent of this Association has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Association, or has been successful in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against her or him, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this Association but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

3.21 INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association (including a director, officer, employee, or other agent of the Association) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

**ARTICLE 4
OFFICERS**

4.1 NUMBER OF OFFICERS

The officers of the Association shall be a President, a Vice-President, a Past-President, and a Secretary-Treasurer. The Association may also have, as determined by the Board of Directors, one or more Assistant Secretaries, Assistant Treasurers, or other officers.

4.2 QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any member may serve as an officer of this Association. Officers shall represent a variety of disciplines and successive incumbents for each office shall have different disciplinary affiliations. The Vice-President and Secretary-Treasurer shall be elected by the members of the Association. The Vice-President shall serve for a one-year term and will then automatically become President. The President shall serve for a one-year term and will then automatically become Past-President. The Past-President shall serve for a one-year term. The Secretary-Treasurer shall serve for a three-year term. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until her or his successor shall be elected and qualified, whichever occurs first.

4.3 SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

4.4 REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time; provided, however, that if such officer is a member of the Board, then he or she may be removed from the Board only pursuant to the provisions of Section 17 of Article 3. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary-Treasurer of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Association.

4.5 VACANCIES

Any vacancy among the officers caused by the death, resignation, removal, disqualification, or otherwise of the Vice-President, Secretary-Treasurer, or Past-President shall be filled pursuant to the same procedures as those set forth for the replacement of members of the Board of Directors in Section 18 of Article 3. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of the President shall be filled by the Vice-President for the remainder of the President's term and shall not foreclose the Vice-President from serving out her or his full term as President thereafter. In the event the Vice-President is unable or unwilling to assume the position vacated by the President, then a President may be appointed by the Board of Directors to serve until the expiration of the President's term. Vacancies occurring in offices of

Bylaws for the International Association for Relationship Research

officers appointed at the discretion of the Board may or may not be filled by the Board, at its discretion.

4.6 DUTIES OF PRESIDENT

The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Association and the activities of the officers. He or she shall perform all duties incident to her or his office and such other duties as may be required by law, by the Articles of Incorporation of this Association, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President shall also preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Association, negotiate and execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The President shall be empowered to authorize expenditures in amounts up to the monetary limits set by the Board. Subject to the provisions of these Bylaws regarding the election of the Program Committee Chair and the Publications Committee Chair, the President may fill any vacancies that may occur among the Chairs of the various committees authorized herein, or as may hereafter be adopted by the Board.

4.7 DUTIES OF VICE-PRESIDENT

In the absence of the President, or in the event of her or his inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

4.8 DUTIES OF SECRETARY-TREASURER

4.8.1 Secretarial Duties

The Secretary-Treasurer shall:

- (a) Certify and keep, at such place as the Board may determine, the original or a copy of these Bylaws as amended or otherwise altered to date.
- (b) Keep at such place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records and of the seal of the Association and see that the seal is affixed to all duly executed documents wherein the Board requires the affixment of such seal and where the execution of such document on behalf of the Association under its seal is authorized by law or these Bylaws.
- (e) Keep, at such place as the Board may determine, a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Bylaws for the International Association for Relationship Research

- (f) Prepare and make available distribute to members a Directory of Members as frequent as may be required by the Board.
- (g) Exhibit at all reasonable times to any director of the Association, or to her or his agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the Association.
- (h) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Association, or by these Bylaws, or which may be assigned to her or him from time to time by the Board of Directors.

4.8.2 Treasurer Duties

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Secretary-Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (b) Receive, and give receipt for, monies due and payable to the Association from any source whatsoever.
- (c) Disburse, or cause to be disbursed, such funds of the Association as may be directed by the Board of Directors, or by the President under authorization of the Board, taking proper vouchers for such disbursements.
- (d) Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- (e) Exhibit at all reasonable times the books of account and financial records to any director of the Association, or to her or his agent or attorney, on request therefore.
- (f) Render to the President and directors, whenever requested, an account of any or all of her or his transactions as Treasurer and of the financial condition of the Association.
- (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (h) Collect dues from members and maintain records of the payment of such dues.
- (i) Disburse funds for routine expenditures of the Association in amounts up to the monetary limits set by the Board.
- (j) Prepare, in consultation with the Finance Committee and with such frequency as the Board may require, proposed budgets for the Association.
- (k) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Association, or by these Bylaws, or which may be assigned to her or him from time to time by the Board of Directors.

4.9 PAST-PRESIDENT DUTIES

The Past-President shall chair the Elections Committee and perform such other duties as may be required by law, by the Articles of Incorporation of the Association, or by these Bylaws, or which may be assigned to her or him from time to time by the Board of Directors.

4.10 COMPENSATION

No salaries shall be paid to officers of the Association. However, they shall be allowed

Bylaws for the International Association for Relationship Research

reasonable advancement or reimbursement of those expenses authorized by the Board which have been incurred in the performance of their regular duties as specified herein.

ARTICLE 5 EDITORS

5.1 NEWSLETTER EDITOR

The Board of Directors shall, in consultation with the Publications Committee, appoint the Editor of the Association's newsletter. The newsletter editor shall normally serve for a three-year period but may serve for such other period as is established by the Board. Such editor shall prepare editions of the newsletter for regular distribution to the members and to subscribers and shall make a report at each regular meeting of the Board. Such editor shall serve in an advisory capacity to the Board and may attend any meetings of the Board but shall have no voting rights with respect thereto. Successive editors shall have different disciplinary affiliations. New appointees shall be selected during the second-to-last year of the editor's term and shall serve as Deputy Editor for one year.

5.2 JOURNAL EDITORS

The Board of Directors shall, in consultation with the Publications Committee, appoint editors of the Association's journals and recommend editors for Association-sponsored journals. In cooperation with the publishers of the journals, editors shall prepare issues of the journals for regular distribution to the members and to subscribers. Journal editors shall make reports at each regular meeting of the Board. Journal editors shall serve in an advisory capacity to the Board and may attend any meetings of the Board but shall have no voting rights with respect thereto. Except under exceptional circumstances, successive editors shall have different disciplinary affiliations. New appointees shall be selected during the second-to-last year of the editors' terms and shall serve as Deputy Editors for one year.

The Personal Relationships (PR) journal (PR) editor will submit a prospective annual budget to the Board of Directors. A list of acceptable expenses will be provided to the editor before he/she submits this prospective budget. The PR editor can transfer a total of \$1,000 from one budget line to another, without the approval of the Board of Directors. If the PR editor wishes to add another budget line or transfer more than \$1,000, he/she needs approval from the Board of Directors. The Board of Directors will make every effort to review this request in a timely manner. The PR editor also will submit an end-of-the-year financial report to the Board of Directors. Unused funds for a given year must be returned to IARR. A new prospective annual budget will then be submitted to the Board of Directors for the next year.

5.3 OTHER EDITORS

The Board of Directors shall, in consultation with the Publications Committee, appoint editors of any book series or other publication sponsored by the Association and shall also appoint a web master for the Association's internet site. The Board shall specify the duties, responsibilities, and terms of office of any editors or web masters so appointed.

**ARTICLE 6
COMMITTEES**

6.1 MEMBERSHIP COMMITTEE

The Board of Directors shall establish a standing Membership Committee. This committee shall, subject to the provisions of these Bylaws, make recommendations to the Board with respect to the establishment of criteria for membership in the Association and shall foster the recruitment of new members. The committee shall also strive to foster the Association's goals of disciplinary and geographic diversity. Subject to the provisions of these Bylaws, this committee shall also make recommendations to the Board with respect to the suitability for membership of individual applicants who do not meet the Association's standard criteria for membership.

6.2 FUTURE CONFERENCES COMMITTEE

The Board of Directors shall establish a standing Future Conferences Committee. This committee shall, subject to the provisions of these Bylaws, engage in long-range planning for meetings of the Association, including the identification and evaluation of potential sites for future meetings in various geographic regions and the feasibility of holding future conferences with other scientific societies. Subject to the provisions of these Bylaws, this committee shall also make recommendations to the Board with respect to potential conference locations and about individuals who might serve as the chairperson for the Local Arrangements Committee for each conference.

6.3 LOCAL ARRANGEMENTS COMMITTEE

The Board of Directors shall establish a Local Arrangements Committee for each regular meeting and/or conference of the Association. This committee shall, subject to the provisions of these Bylaws, be responsible for hosting the meeting of the Association, including making arrangements for conference facilities, meals and lodging for the participants, registration, and other local arrangements. This committee shall coordinate its activities with the Program Committee and consult the Board as appropriate. For each conference, a minimum of two-thirds of the local arrangements committee shall be composed of IARR members.

6.4 PROGRAM COMMITTEE

The Board of Directors shall establish a Program Committee for each regular meeting and/or conference of the Association, to be chaired by the elected Program Committee Chair. This committee shall, subject to the provisions of these Bylaws, coordinate its activities with the Local Arrangements Committee in planning and announcing each upcoming meeting and/or conference. This committee shall also be responsible for publicity for each such meeting and/or conference and for requesting proposals from members with respect to presentations for each such meeting and/or conference. This committee shall also evaluate proposals submitted by members and notify applicants with respect to their acceptance or rejection. This committee shall also organize the program of speakers, papers, and other events at the meeting and/or conference, and shall prepare the final program for such meeting and/or conference.

6.5 PUBLICATIONS COMMITTEE

The Board of Directors shall establish a standing Publications Committee, to be chaired by the elected Publications Committee Chair. This committee shall, subject to the provisions of these

Bylaws for the International Association for Relationship Research

Bylaws, make recommendations to the Board concerning the Association's publications, any book series, the newsletter, and the internet site. This committee shall foster and oversee the Association's publications within the guideline established by the Board, encourage scholarship on personal relationships, assist and advise with publishing contracts, act as consultants to the editors referenced herein and, at the discretion of the President of the Association, make recommendations in regard to the selection of new editors.

6.6 AWARDS COMMITTEE

The Board of Directors shall establish a standing Awards Committee to administer the awards of the Association. This committee shall, subject to the provisions of these Bylaws, make recommendations to the Board concerning what awards the Association should sponsor, as well as the criteria to be used in assessing candidates or entrants (e.g., journal articles) for each award. This committee shall have the responsibility for all aspects of the granting of awards, including, but not limited to, announcing what awards will be given, screening articles (as applicable), soliciting materials from potential candidates, recommending recipients to the Board of Directors, arranging for award plaques or other award displays, coordinating the presentation of the awards, and preparing announcements with respect to the award recipients for publication in the Association's newsletter and other outlets for publicity. The Awards Committee shall be responsible for procuring certificates or gifts to recognize the contributions of outgoing officers, Board members, and committee chairs.

6.7 ELECTIONS COMMITTEE

The Board of Directors shall establish a standing Elections Committee to coordinate nominations and elections, to be chaired by the Past-President. This committee shall, subject to the provisions of these Bylaws, make recommendations to the Board concerning nomination and election procedures. This committee shall have the responsibility for all aspects of the election process, including, but not limited to, establishing and advertising a time-table for elections, seeking nominations for officers and Board members, guaranteeing that various disciplines and geographic regions are represented on the ballot, distributing ballots, receiving and counting ballots, and reporting election results to the Board, nominees, and membership.

6.8 MENTORSHIP COMMITTEE

The Board of Directors shall establish a standing Mentorship Committee to foster professional development among members in the early career stage. This committee shall, subject to the provisions of these Bylaws, make recommendations to the Board concerning a variety of programs, workshops, or other activities relevant to professional development in the field of personal relationships, including, but not limited to, teaching, research, advocacy, clinical interventions, and professional service.

6.9 FINANCE COMMITTEE

The Board of Directors shall establish a standing Finance Committee. This committee shall consist of the Secretary-Treasurer, who shall serve as Chair, and not fewer than three members of the Association, who shall serve two-year terms. This committee shall, subject to the provisions of these Bylaws, have responsibility for all aspects of the Association's finances, including, but not limited to, presenting an annual budget to the Board, reviewing the annual

Bylaws for the International Association for Relationship Research

financial statements of the Association, and making recommendations to the Board on the management of the Association's financial assets.

6.10 MEDIA RELATIONS COMMITTEE

The Board of Directors shall establish a standing Media Relations Committee. This committee shall, subject to the provisions of these Bylaws, have responsibility for all aspects of establishing contact with the media in order to encourage positive and favorable relations between relationship scholars and established media outlets. This committee will assist IARR members in the dissemination of their scholarship to the public via media outlets. This may include, but not be limited to, establishing a list of IARR members who are willing to talk to the media on various topics, highlighting articles from Association journals for the media to promote, promoting media presence at Association meetings, and networking with media contacts.

6.11 GENERALLY

The Board of Directors may, from time to time, and by resolution, form various other committees to assist the Board and, at their discretion, disband such committees. Such committees may also be formed by the President, subject to Board authorization. All committees herein, or to be formed hereafter, may consist of persons who are not also members of the Board. All of the committees referenced herein, or to be formed hereafter, shall act in an advisory capacity only to the Board and/or the President, and in no manner shall the Board delegate its authority to act with respect to the findings of such committees. Accordingly, the Board retains final approval over all recommendations and other actions of any committees of the Association.

The Vice-President shall nominate any Chairpersons of committees of the Association whom he or she desires to serve once the Vice-President assumes the position of President; provided, however, that the Future Conferences Committee shall nominate the Chairperson of the Local Arrangements Committee, and the Secretary-Treasurer shall chair the Finance Committee, and the Chairpersons of the Program Committee and the Publications Committee shall be elected by the members of the Association. Committee chairs shall represent disciplinary and geographic diversity.

Notwithstanding the foregoing, the Board shall have the full and sole power to appoint and/or remove, in its discretion, the Chairperson of each committee authorized by the Board herein (except for the election of the Chairpersons of the Program Committee and the Publications Committee).

Committee Chairpersons, in consultation with the Board, shall invite members of the Association to serve on their committees. Except under extraordinary circumstances, each committee shall include a student member. Committee chairs shall insure disciplinary and geographic diversity among the members.

6.12 MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with such rules and procedures as the Board of Directors may adopt. The Board of Directors may also adopt rules and procedures pertaining to the conduct of meetings of committees to the extent that such rules and procedures are not inconsistent with the provisions of these Bylaws.

Bylaws for the International Association for Relationship Research

Committee chairs shall make reports at each regular meeting of the Board. They shall serve in an advisory capacity to the Board and may attend any meetings of the Board without vote, unless elected to the Board.

ARTICLE 7 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

7.1 EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit or render it liable monetarily for any purpose or in any amount.

7.2 CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Secretary-Treasurer for any amount less than One Thousand Dollars. Any amount over the sum of One Thousand Dollars shall require approval of the President of the Association. Approval of the President can be obtained by the Secretary-Treasurer via email communication.

7.3 DEPOSITS

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

7.4 GIFTS

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the charitable or public purposes of this Association.

ARTICLE 8 CORPORATE RECORDS, REPORTS AND SEAL

8.1 MAINTENANCE OF CORPORATE RECORDS

The Association shall keep at its principal office in the State of California, or at such other place as shall be determined by the Board of Directors:

- (a) Minutes of all meetings of directors, committees of the Board, and meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, the names of those present, and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions, and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) A record of its members indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the Association's Articles of Incorporation and Bylaws as amended to date, which

Bylaws for the International Association for Relationship Research

shall be open to inspection by the members of the Association at all reasonable times during office hours.

8.2 CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Association or such other location as shall be determined by the Board of Directors. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

8.3 DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Association.

8.4 MEMBERS' INSPECTION RIGHTS

Each and every member of this Association shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon five business days' prior written demand on the Association, which demand shall state the purpose for which the inspection rights are requested.
- (b) To obtain from the Secretary-Treasurer of the Association, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board, or committees of the Board, upon written demand on the Association by the member, for a purpose reasonably related to such person's interests as a member.

8.5 RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney, and the right to inspection includes the right to copy and make extracts.

8.6 ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty days after the close of the Association's fiscal year to all directors of the Association and to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Association, for both general and restricted purposes, during the fiscal year; and

Bylaws for the International Association for Relationship Research

(e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Association that such statements were prepared without audit from the books and records of the Association.

If this Association receives one hundred thousand dollars (\$100,000) or more in gross revenues or receipts during its fiscal year, this Association shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

8.7 ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This Association shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

(a) Any transaction in which the Association, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

(1) Any director or officer of the Association, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or

(2) Any holder of more than ten percent the voting power of the Association's parent or its subsidiary, if any.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than fifty thousand dollars (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than fifty thousand dollars (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Association, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this Association provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

**ARTICLE 9
FISCAL YEAR**

9.1 FISCAL YEAR OF THE ASSOCIATION

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE 10
AMENDMENT OF BYLAWS**

10.1 AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted upon approval of two-thirds of those members of the Association casting a ballot. In addition to any amendments to the Bylaws that may be proposed by the Board of Directors pursuant to a resolution duly passed by the Board, any petition submitted to the Board of Directors containing the signatures of ten percent or more of the membership shall be submitted by the Board of Directors to the full membership for a vote.

**ARTICLE 11
AMENDMENT OF ARTICLES OF INCORPORATION**

11.1 AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any members have been admitted to the Association, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

11.2 AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members have been admitted to the Association, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors or by the approval of the members of this Association.

11.3 CERTAIN AMENDMENTS

Notwithstanding the above sections of this Article, this Association shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this Association, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Association has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

**ARTICLE 12
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

12.1 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this Association, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided, however, that this provision shall not prevent payment

to any such person of reasonable compensation for services performed for the Association in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets upon the dissolution of the Association. All members of the Association shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Association, whether voluntarily or involuntarily, the assets of the Association, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Association and not otherwise.

ARTICLE 13 MEMBERS

13.1 CATEGORIES OF MEMBERS

The Association shall have regular members, reduced fee members, associate members, and such other members as may be established by the Board of Directors. No member shall hold more than one membership in the Association.

13.2 QUALIFICATIONS OF MEMBERS

The qualifications for membership in this Association are as follows:

- (a) Regular members must have a graduate degree in, and/or be employed in, a field that involves the study, research, teaching, and/or professional practice related to personal relationships.
- (b) Reduced fee members include: (1) current students in a field that is related to the study of personal relationships. Upon completion of a graduate degree in a field that involves the study of personal relationships, student members automatically become eligible for regular membership. (2) those currently employed as a faculty member in a field related to the study of personal relationships or who work in a professional practice related to personal relationships and who reside in a country designated by the World Bank as anything other than a high-income economy (country income status can be checked at http://data.worldbank.org/about/country-classifications/country-and-lending-groups#High_income). (3) those formerly employed as a faculty member in a field related to the study of personal relationships, including retired and emeritus faculty, or who worked in professional practice related to personal relationships.
- (c) Associate members may be domestic partners of regular or reduced fee members or other persons who have a bona fide interest in furthering the objectives and purposes of the Association.

13.3 ADMISSION OF MEMBERS

- (a) Applicants who clearly meet the above requirements shall be admitted to membership upon their submission of a written application for membership to the Association and the payment of their first annual dues.
- (b) The applications of applicants who do not clearly meet the above requirements shall be referred to the Membership Committee which shall make a recommendation to the Board of Directors regarding the admission of the applicant. All decisions by the Board of Directors regarding eligibility for membership shall be final.

Bylaws for the International Association for Relationship Research

13.4 FEES, DUES, AND ASSESSMENTS

(a) The annual dues payable to the Association by members, and any special assessments or fees, shall be established by the Board of Directors.

(b) Members who are delinquent in the payment of any such dues, assessments, or fees shall relinquish their voting privileges and such other benefits of membership as may be determined by the Board of Directors.

13.5 NUMBER OF MEMBERS

There is no limit on the number of members the Association may admit.

13.6 MEMBERSHIP BOOK

The Association shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at such location as may be determined by the Board of Directors and shall be available for inspection by any director or member of the Association during regular business hours.

The record of names and addresses of the members of this Association shall constitute the membership list of this Association and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

13.7 NONLIABILITY OF MEMBERS

A member of this Association is not, as such, personally liable for the debts, liabilities, or obligations of the Association.

13.8 NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

13.9 TERMINATION OF MEMBERSHIP

(a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

(1) Upon her or his notice of such termination delivered to the President or the Secretary-Treasurer of the Association personally, by mail, or by other means such as electronic delivery. Such membership shall terminate upon the date of delivery of the notice or date of deposit in the mail.

(2) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial or injurious to the interests, purposes, or reputation of the Association.

(3) Upon a failure to renew her or his membership by paying dues on or before their due date. Such termination shall be effective thirty days after a written notification of delinquency is given personally, mailed, or otherwise transmitted electronically to such member by the Secretary-Treasurer of the Association. A member may avoid such termination by paying the amount of delinquent dues within a thirty-day period following the member's receipt of the written notification of delinquency.

(b) Procedure for Expulsion. Following the determination by the Board that a member should be expelled under subparagraph (a)(2) of this Section, the following procedure shall be

Bylaws for the International Association for Relationship Research

implemented:

(1) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the Association's records, setting forth the proposed expulsion and the reasons therefor. Such notice shall be sent at least thirty days before the proposed effective date of the expulsion.

(2) The member subject to expulsion shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of her or his proposed expulsion shall state the date, time, and place of the hearing on her or his proposed expulsion.

(3) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

(4) If this Association has provided for the payment of dues by members, any person expelled from the Association shall receive a refund of dues already paid; provided, however, that the refund shall be pro-rated to return only the unaccrued balance remaining for the period of the dues payment.

13.10 RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the Association shall cease on termination of membership as herein provided.

13.11 AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this Association would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 14 MEETINGS OF MEMBERS

14.1 PLACE OF MEETINGS

Meetings of members shall be held at such place or places within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

14.2 REGULAR MEETINGS

The members shall meet annually or at such times as may be established by the Board of Directors, at a time and place to be established by the Board of Directors, for the purpose of transacting such business as may come before the meeting. Such meeting shall be referred to as a "regular meeting."

14.3 SPECIAL MEETINGS OF MEMBERS

Special meetings of the members may be called by the Board of Directors or the President of the Association. In addition, special meetings of the members for any lawful purpose may be called

Bylaws for the International Association for Relationship Research

by ten percent or more of the members, provided, however, that the Board of Directors shall determine the time and place of such special meeting.

14.4 NOTICE OF MEETINGS

(a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting, or notice in electronic form, shall be given by the Secretary-Treasurer of the Association not fewer than sixty days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat.

(b) Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally or by mail, or by other means of written or electronic communication, addressed to the member at the address of such member appearing on the books of the Association or given by the member to the Association for the purpose of notice; or if no address appears or is given, at the place where the principal office of the Association is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail, or sent by other means of written or electronic communication.

(c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors or officers are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(d) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail to the President, Vice-President, or Secretary-Treasurer of the Association. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be fewer than thirty-five nor more than ninety days after the receipt of the request for the meeting by the officer. If the notice is not given within thirty days after the receipt of the request, persons calling the meeting may give the notice themselves.

(e) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present in person, and if, either before or after the meeting, each of the persons entitled to vote, but not present in person, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this Section, the waiver of notice or consent shall state the general nature of the proposal.

(f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless approved by a majority of those entitled to vote or unless the general nature of the proposal is stated in the

Bylaws for the International Association for Relationship Research

notice of meeting or in any written waiver of notice:

- (1) Removal of directors without cause;
- (2) Filling of vacancies on the Board by members;
- (3) Amending the Articles of Incorporation; or
- (4) An election to voluntarily wind up and dissolve the Association.

14.5 QUORUM FOR MEETINGS

A quorum for all regular meetings and other meetings shall consist of five percent (5%) of the voting members of the Association.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than ninety days.

Notwithstanding any other provision of this Article, if this Association authorizes members to conduct a meeting with a quorum of less than one-third of the voting power, then, if less than one-third of the voting power actually attends a regular meeting, in person, no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

14.6 MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this Association, or these Bylaws require a greater number.

14.7 VOTING RIGHTS

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors and officers, however, shall be by ballot. Cumulative voting for the election of directors shall not be permitted. Subject to the provisions of Section 3 of Article 3, the candidates receiving the highest number of votes up to the number of directors to be elected shall be elected.

Bylaws for the International Association for Relationship Research

14.8 PROXY VOTING

Members entitled to vote shall not be permitted to vote or act by proxy. Accordingly, no provision in this or other sections of these Bylaws referring to proxy voting shall be construed to permit any member to vote or act by proxy.

14.9 CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President of the Association or, in her or his absence, by the Vice-President of the Association or, in her or his absence, or in the absence of both of these persons, by a Chairperson chosen by the Board. The Secretary-Treasurer of the Association shall act as Secretary of all meetings of members, provided that, in her or his absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by such rules as may be adopted by the Board, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Association, or with any provision of law.

14.10 ACTION BY WRITTEN BALLOT WITHOUT A MEETING

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Association distributes a written or electronic ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the Association. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4(b) of this Article.

All written or electronic ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors or officers, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the Association in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors and officers may be elected by written or electronic ballot. Such ballots for the election of directors or officers shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors or officers is withheld, they shall not be counted as votes either for or against the election of a director or officer.

A written or electronic ballot may not be revoked after its receipt by the Association or its deposit in the mail, whichever occurs first.

14.11 ACTION BY MAJORITY WRITTEN CONSENT WITHOUT MEETING

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if a majority of members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the majority vote of the members. The provisions of this section shall not be applicable in instances in which a meeting is held in accordance with the provisions of Section 10 of this Article.

14.12 RECORD DATE FOR MEETINGS

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

**ARTICLE 15
GENERAL PROVISIONS**

15.1 COMMITMENT TO DIVERSITY

The Association is committed to encouraging diversity according to gender, race, discipline, and geographic region among its officers and other designated roles within the Association (e.g., among officers, directors, editors, committee chairpersons, editorial Board members, and committee members). Accordingly, the Board may authorize such actions to promote this goal of diversity as it deems appropriate.

15.2 USE OF ASSOCIATION'S NAME

No member, officer, or director of the Association may take any action or issue any statement in the name of, or on behalf of, the Association except upon explicit and specific authorization by the Board.

15.3 AFFILIATIONS WITH OTHER ORGANIZATIONS

The Board may, on behalf of the Association, establish affiliations and cooperative activities with other scientific and professional organizations, and may delegate representatives thereto and the expenditure of funds in furtherance of such affiliations and activities. The Board may also terminate such affiliations and activities when the Board determines that they are not in the best interests of the Association.

Bylaws for the International Association for Relationship Research

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of the Association, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by majority written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws as the Bylaws of this corporation.

Dated: December 1, 2003

Robert M. Milardo, Ph.D., Director

William Cupach, Ph.D., Director

Terri Orbuch, Ph.D., Director

Christopher Agnew, Ph.D., Director

F. Scott Christopher, Ph.D., Director

Anita Vangelisti, Ph.D., Director

Larry Kurdek, Ph.D., Director

Barbara Winstead, Ph.D., Director

Joao Moreira, Ph.D., Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: December 1, 2003

Christopher R. Agnew, Secretary-Treasurer

AS AMENDED BY MEMBERSHIP VOTE, FEBRUARY 21, 2005.

Bylaws for the

International Association for Relationship Research

A California Public Benefit Corporation

TABLE OF CONTENTS

ARTICLE 1 OFFICES ARTICLE 2 PURPOSES ARTICLE 3 DIRECTORS ARTICLE 4 OFFICERS
ARTICLE 5 EDITORS ARTICLE 6 COMMITTEES ARTICLE 7 EXECUTION OF INSTRUMENTS,
DEPOSITS, AND FUNDS ARTICLE 8 CORPORATE RECORDS, REPORTS, AND SEAL ARTICLE 9
FISCAL YEAR ARTICLE 10 AMENDMENT OF BYLAWS ARTICLE 11 AMENDMENT OF
ARTICLES OF INCORPORATION ARTICLE 12 PROHIBITION AGAINST SHARING CORPORATE
PROFITS AND ASSETS ARTICLE 13 MEMBERS ARTICLE 14 MEETINGS OF MEMBERS
ARTICLE 15 GENERAL PROVISIONS

ARTICLE 1 OFFICES

1.1 PRINCIPAL OFFICE The principal office of the corporation (hereinafter the "Association") for the transaction of its business is located in Santa Barbara County, California.

1.2 CHANGE OF ADDRESS The Board of Directors may change the principal office from one location to another within the State of California by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws: _____ Dated: _____, 20____ Dated: _____, 20____ Dated: _____, 20____

1.3 OTHER OFFICES The Association may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 2 PURPOSES

2.1 **OBJECTIVES AND PURPOSES** The primary objectives and purposes of the Association shall be to:

- (a) Stimulate and support the scientific study of personal relationships, including research, teaching, and scholarship related thereto;
- (b) Encourage cooperation among individuals around the world and in various disciplines who are engaged in the scientific study of personal relationships;
- (c) Support the development of the work of new scholars;
- (d) Encourage the application of research findings; and
- (e) Encourage the dissemination of educational and literary materials related to the scientific study of personal relationships.

2.2 **FUNCTIONS** The Association serves its members by creating and providing opportunities for members to network with others as they explore relationship processes. These opportunities may include, but are not limited to, the following:

- (a) conferences held in different locations;
- (b) other workshops and meetings as needed;
- (c) representation of membership interests in a newsletter;
- (d) dissemination of a membership directory;
- (e) maintenance of an internet site; and
- (f) support or sponsorship of academic publications that focus on relationship processes and the study thereof.

ARTICLE 3 DIRECTORS

3.1 **NUMBER** The Association shall have nine directors and collectively they shall be known as the Board of Directors. The number may be changed only by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. Editors and appointed committee chairs shall serve in an advisory capacity to the Board but shall not be members of the Board nor have any voting rights therein.

3.2 **COMPOSITION** The Board of Directors shall generally consist of the duly elected Vice-President, Secretary, Treasurer, two Members-at-Large, New Professional Representative, Publications Committee Chair, President, and Past-President. The Vice-President, Secretary, and Treasurer shall automatically become members of the Board upon their election as officers of the Association by vote of the membership in accordance with the provisions of these Bylaws. The President (who shall succeed to the office from the Vice President's position) and the Past-President (who shall have served immediately prior as the President) shall automatically become members of the Board upon their succession to those positions. The Members-at-Large, New Professional Representative, and Publications Committee Chair shall become members of the Board upon their election to the Board by vote of the membership in accordance with the provisions of these Bylaws. The New Professional Representative shall be a student member of the Association, or shall have held the terminal degree for fewer than two years, at the time of her or his election. The Program Committee Chair, who will be appointed by the Board in consultation with the planning committee of the next regular conference, will serve as a non-voting member of the Board. The Board of Directors shall be chaired by the President of the Association or, in her or his absence, the Vice-President.

3.3 DIVERSITY OF REPRESENTATION In order to insure diversity of geographic representation on the Board, including international representation, if the top vote recipient among those candidates seeking a seat on the Board as a Member-at-Large is from the same geographical region (as determined by the Board) as the sitting Member-at-Large, then the next candidate with the highest number of votes from another geographic region shall replace the highest vote recipient. In order to insure disciplinary diversity, if the top vote recipient among those candidates seeking a seat on the board as a Member-at-Large is from the same discipline (as determined by the Board) as the sitting Member-at-Large, then the next candidate with the highest number of votes from another discipline shall replace the highest vote recipient. When geographic and disciplinary diversity goals conflict, disciplinary diversity shall have priority.

3.4 POWERS Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of this Association, the activities and affairs of this Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

3.5 DUTIES It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Association, or by these Bylaws;
- (b) Except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Association;
- (c) Appoint, employ, remove and discharge, as applicable, all employees and agents of the Association;
- (d) Supervise all officers, agents and employees of the Association to assure that their duties are performed properly;
- (e) Appoint Committee Chairs, the Editors, and the Program Committee Chair (other than the Publications Committee Chair);
- (f) Establish membership criteria and continuing eligibility criteria;
- (g) Establish dues for membership;
- (h) Authorize conferences;
- (i) Meet at such times and places as is required by these Bylaws;
- (j) Register their addresses (both postal and e-mail) with the Secretary of the Association and notices of meetings mailed, faxed, or electronically sent to them at such addresses shall be valid notices thereof.

3.6 TERMS OF OFFICE

Each director shall hold office as follows, and until her or his successor is elected and qualifies:

- (a) The President, the elected Vice-President, and the Past-President shall each serve a two-year term.
- (b) The elected Secretary and Treasurer shall each serve a three-year term.
- (c) The elected Members-at-Large shall each serve two-year staggered terms, with one Member-at-Large elected at each annual election conducted by the Association.
- (d) The elected New Professional Representative shall serve a two-year term.
- (e) The elected Publications Committee Chair shall serve a two-year term.

All Board members shall begin serving their terms on the first day of August following their election.

3.7 COMPENSATION Directors shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of those expenses authorized by the Board which have been incurred in the performance of their regular duties as specified in Section 5 of this Article. Directors may not be compensated for rendering services to the Association in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of this Article.

3.8 RESTRICTION REGARDING INTERESTED DIRECTORS Notwithstanding any other provision of these Bylaws, not more than thirty-three percent of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the Association for services rendered within the previous twelve months, whether as a full-or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

3.9 PLACE OF MEETINGS Meetings shall be held at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. Any meeting, regular or special, may be held by conference via telephone or electronic communications method, so as long as all directors participating in such meeting can hear or otherwise interact with one another.

3.10 REGULAR MEETINGS Regular meetings of Directors shall be held at such times as may be designated by the Board and shall also be held at the time of each regular meeting of the Association.

3.11 SPECIAL MEETINGS Special meetings of the Board of Directors may be called by the President, the Vice-President,

the Secretary, the Treasurer, the Past-President, or by any directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting.

3.12 NOTICE OF MEETINGS Regular meetings of the Board may be held without notice. Special meetings of the Board may be held upon at least fourteen days' notice by first-class mail or forty-eight hours' notice delivered personally or by telephone, fax, or e-mail. If sent by mail, the notice shall be deemed to be delivered upon its deposit in the mails. Such notices shall be addressed to each director at her or his address as shown on the books of the Association. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four hours from the time of the original meeting. Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

3.13 WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

3.14 QUORUM FOR MEETINGS A quorum shall consist of a majority of the Board of Directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Association, or by law, no business shall be considered by the Board at any meeting at which a quorum, as heretofore defined, is not present, and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn. When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 12 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Association.

3.15 MAJORITY ACTION AS BOARD ACTION Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this Association, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

3.16 CONDUCT OF MEETINGS Meetings of the Board of Directors shall be presided over by the President or, in the absence of this person, by the Vice-President, or in the absence of both these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Association shall act as secretary of all meetings of the Board, provided that, in her or his absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by such rules as may be adopted by the Board, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Association, or with provisions of law.

3.17 ACTION BY MAJORITY WRITTEN CONSENT WITHOUT MEETING Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if a majority of members of the Board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "a majority of members of the Board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the majority vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by majority written consent of the Board of Directors without a meeting and that the Bylaws of this Association authorize the directors to so act, and such statement shall be prima facie evidence of such authority. The provisions of this section shall not be applicable in instances in which a meeting is held in accordance with the provisions of Section 9 of this Article.

3.18 VACANCIES Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law. Directors may also be removed without cause by a vote of a majority of the votes represented at a membership meeting at which a quorum is present. Any director may resign effective upon giving written notice to the President, the Secretary, the Treasurer, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Association would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Subject to the provisions of Section 5 of Article 4, vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (1) the written consent of a majority of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director. However, if vacancies are created by the removal of a director, then such vacancy may only be filled by the approval of the members, subject, however, to the provisions of Section 5 of Article 4. The members of this Association may elect a director at any time to fill any vacancy not filled by the directors.

A person appointed or elected to fill a vacancy as provided by this Section shall hold office until the next election of the Board of Directors or officers of the Association (whichever occurs first) where such vacant position is the subject of the election, or until her or his death, resignation, or removal from office, whichever occurs first.

3.19 NON-LIABILITY OF DIRECTORS The directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

3.20 INDEMNIFICATION BY ASSOCIATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS To the extent that a person who is, or was, a director, officer, employee, or other agent of this Association has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Association, or has been successful in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against her or him, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this Association but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

3.21 INSURANCE FOR CORPORATE AGENTS The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association (including a director, officer, employee, or other agent of the Association) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4 OFFICERS**4.1 NUMBER OF OFFICERS**

The officers of the Association shall be a President, a Vice-President, a Past-President, a Secretary, and a Treasurer. The Association may also have, as determined by the Board of Directors, one or more Assistant Secretaries, Assistant Treasurers, or other officers.

4.2 QUALIFICATION, ELECTION, AND TERM OF OFFICE Any member may serve as an officer of this Association. Officers shall represent a variety of disciplines and successive incumbents for each office shall have different disciplinary affiliations. The Vice-President, Secretary, and Treasurer shall be elected by the members of the Association. The Vice-President shall serve for a two-year term and will then automatically become President. The President shall serve for two-year term and will then automatically become Past-President. The Past-President shall serve for a two-year term. The Secretary and the Treasurer shall serve for three-year terms. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until her or his successor shall be elected and qualified, whichever occurs first.

4.3 SUBORDINATE OFFICERS The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

4.4 REMOVAL AND RESIGNATION Any officer may be removed, either with or without cause, by the Board of Directors, at any time; provided, however, that if such officer is a member of the Board, then he or she may be removed from the Board only pursuant to the provisions of Section 17 of Article 3. Any officer may resign at any time by giving written notice to the Board of Directors or to the President, the Secretary, or Treasurer of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Association.

4.5 VACANCIES Any vacancy among the officers caused by the death, resignation, removal, disqualification, or otherwise of the Vice-President, the Secretary, or the Treasurer, or the Past-President shall be filled pursuant to the same procedures as those set forth for the replacement of members of the Board of Directors in Section 18 of Article 3. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of the President shall be filled by the Vice-President for the remainder of the President's term and shall not foreclose the Vice-President from serving out her or his full term as President thereafter. In the event the Vice-President is unable or unwilling to assume the position vacated by the President, then a President may be appointed by the Board of Directors to serve until the expiration of the President's term. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled by the Board, at its discretion.

4.6 DUTIES OF PRESIDENT The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Association and the activities of the officers. He or she shall perform all duties incident to her or his office and such other duties as may be required by law, by the Articles of Incorporation of this Association, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President shall also preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Association, negotiate and execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The President shall be empowered to authorize expenditures in amounts up to the monetary limits set by the Board. Subject to the provisions of these Bylaws regarding the election of the Publications Committee Chair, the President may fill any vacancies that may occur among the Chairs of the various committees authorized herein, or as may hereafter be adopted by the Board.

4.7 DUTIES OF VICE-PRESIDENT In the absence of the President, or in the event of her or his inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

4.8 DUTIES OF SECRETARY

4.8.1 Secretarial Duties The Secretary shall:

- (a) Certify and keep, at such place as the Board may determine, the original or a copy of these Bylaws as amended or otherwise altered to date.
- (b) Keep at such place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records and of the seal of the Association and see that the seal is affixed to all duly executed documents wherein the Board requires the affixment of such seal and where the execution of such document on behalf of the Association under its seal is authorized by law or these Bylaws.
- (e) Keep, at such place as the Board may determine, a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
- (f) Prepare and make available to members a Directory of Members as frequent as may be required by the Board.
- (g) Exhibit at all reasonable times to any director of the Association, or to her or his agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the Association.
- (h) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Association, or by these Bylaws, or which may be assigned to her or him from time to time by the Board of Directors.

4.8.2 Treasurer Duties Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (b) Receive, and give receipt for, monies due and payable to the Association from any source whatsoever.
- (c) Disburse, or cause to be disbursed, such funds of the Association as may be directed by the Board of Directors, or by the President under authorization of the Board, taking proper vouchers for such disbursements.
- (d) Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- (e) Exhibit at all reasonable times the books of account and financial records to any director of the Association, or to her or his agent or attorney, on request therefore.
- (f) Render to the President and directors, whenever requested, an account of any or all of her or his transactions as Treasurer and of the financial condition of the Association.
- (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (h) Collect dues from members and maintain records of the payment of such dues.
- (i) Disburse funds for routine expenditures of the Association in amounts up to the monetary limits set by the Board.
- (j) Prepare, in consultation with the Finance Committee and with such frequency as the Board may require, proposed budgets for the Association.
- (k) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Association, or by these Bylaws, or which may be assigned to her or him from time to time by the Board of Directors.

4.9 PAST-PRESIDENT DUTIES The Past-President shall chair the Elections Committee and perform such other duties as may be required by law, by the Articles of Incorporation of the Association, or by these Bylaws, or which may be assigned to her or him from time to time by the Board of Directors.

4.10 COMPENSATION No salaries shall be paid to officers of the Association. However, they shall be allowed reasonable advancement or reimbursement of those expenses authorized by the Board which have been incurred in the performance of their regular duties as specified herein.

ARTICLE 5 EDITORS

5.1 NEWSLETTER EDITOR The Board of Directors shall, in consultation with the Publications Committee, appoint the Editor of the Association's newsletter. The newsletter editor shall normally serve for a three-year period but may serve for such other period as is established by the Board. Such editor shall prepare editions of the newsletter for regular distribution to the members and to subscribers and shall make a report at each regular meeting of the Board. Such editor shall serve in an advisory capacity to the Board and may attend any meetings of the Board but shall have no voting rights with respect thereto. An effort shall be made for successive editors to have different disciplinary affiliations. New appointees shall be selected during the second-to-last year of the editor's term and shall serve as Deputy Editor for one year.

5.2 JOURNAL EDITORS The Board of Directors shall, in consultation with the Publications Committee, appoint editors of the Association's journals and recommend editors for Association-sponsored journals. In cooperation with the publishers of the journals, editors shall prepare issues of the journals for regular distribution to the members and to subscribers. Journal editors shall make reports at each regular meeting of the Board. Journal editors shall serve in an advisory capacity to the Board and may attend any meetings of the Board but shall have no voting rights with respect thereto. An effort shall be made for successive editors to have different disciplinary affiliations. New appointees shall be selected during the second-to-last year of the editors' terms and shall serve as Deputy Editors for one year.

The Personal Relationships (PR) journal (PR) editor will submit a prospective annual budget to the Board of Directors. A list of acceptable expenses will be provided to the editor before he/she submits this prospective budget. The PR editor can transfer a total of \$1,000 from one budget line to another, without the approval of the Board of Directors. If the PR editor wishes to add another budget line or transfer more than \$1,000, he/she needs approval from the Board of Directors. The Board of Directors will make every effort to review this request in a timely manner. The PR editor also will submit an end-of-the-year financial report to the Board of Directors. Unused funds for a given year must be returned to IARR. A new prospective annual budget will then be submitted to the Board of Directors for the next year.

5.3 OTHER EDITORS The Board of Directors shall, in consultation with the Publications Committee, appoint editors of any book series or other publication sponsored by the Association and shall also appoint a web master for the Association's internet site. The Board shall specify the duties, responsibilities, and terms of office of any editors or web masters so appointed.

ARTICLE 6 COMMITTEES**6.1 MEMBERSHIP COMMITTEE**

The Board of Directors shall establish a standing Membership Committee. This committee shall, subject to the provisions of these Bylaws, make recommendations to the Board with respect to the establishment of criteria for membership in the Association and shall foster the recruitment of new members. The committee shall also strive to foster the Association's goals of disciplinary and geographic diversity. Subject to the provisions of these Bylaws, this committee shall also make recommendations to the Board with respect to the suitability for membership of individual applicants who do not meet the Association's standard criteria for membership.

6.2 FUTURE CONFERENCES COMMITTEE The Board of Directors shall establish a standing Future Conferences Committee. This committee shall, subject to the provisions of these Bylaws, engage in long-range planning for meetings of the Association, including the identification and evaluation of potential sites for future meetings in various geographic regions and the feasibility of holding future conferences with other scientific societies. Subject to the provisions of these Bylaws, this committee shall also make recommendations to the Board with respect to potential conference locations and about individuals who might serve as the chairperson for the Local Arrangements Committee for each regular conference.

6.3 LOCAL ARRANGEMENTS COMMITTEE The Board of Directors shall establish a Local Arrangements Committee for each regular meeting and/or conference of the Association. This committee shall, subject to the provisions of these Bylaws, be responsible for hosting the meeting of the Association, including making arrangements for conference facilities, meals and lodging for the participants, registration, and other local arrangements. This committee shall coordinate its activities with the Program Committee and consult the Board as appropriate. For each conference, a minimum of two-thirds of the local arrangements committee shall be composed of IARR members.

6.4 PROGRAM COMMITTEE The Board of Directors shall establish a Program Committee for each regular meeting and/or conference of the Association, to be chaired by the Board-appointed Program Committee Chair. This committee shall, subject to the provisions of these Bylaws, coordinate its activities with the Local Arrangements Committee in planning and announcing each upcoming meeting and/or conference. This committee shall also be responsible for publicity for each such meeting and/or conference and for requesting proposals from members with respect to presentations for each such meeting and/or conference. This committee shall also evaluate proposals submitted by members and notify applicants with respect to their acceptance or rejection. This committee shall also organize the program of speakers, papers, and other events at the meeting and/or conference, and shall prepare the final program for such meeting and/or conference.

6.5 PUBLICATIONS COMMITTEE The Board of Directors shall establish a standing Publications Committee, to be chaired by the elected Publications Committee Chair. This committee shall, subject to the provisions of these Bylaws, make recommendations to the Board concerning the Association's publications, any book series, the newsletter, and the internet site. This committee shall foster and oversee the Association's publications within the guideline established by the Board, encourage scholarship on personal relationships, assist and advise with publishing contracts, act as consultants to the editors referenced herein and, at the discretion of the President of the Association, make recommendations in regard to the selection of new editors.

6.6 AWARDS COMMITTEE The Board of Directors shall establish a standing Awards Committee to administer the awards of the Association. This committee shall, subject to the provisions of these Bylaws, make recommendations to the Board concerning what awards the Association should sponsor, as well as the criteria to be used in assessing candidates or entrants (e.g., journal articles) for each award. This committee shall have the responsibility for all aspects of the granting of awards, including, but not limited to, announcing what awards will be given, screening articles (as applicable), soliciting materials from potential candidates, recommending recipients to the Board of Directors, arranging for award plaques or other award displays, coordinating the presentation of the awards, and preparing announcements with respect to the award recipients for publication in the Association's newsletter and other outlets for publicity. The Awards Committee shall be responsible for procuring certificates or gifts to recognize the contributions of outgoing officers, Board members, and committee chairs.

6.7 ELECTIONS COMMITTEE The Board of Directors shall establish a standing Elections Committee to coordinate nominations and elections, to be chaired by the Past-President. This committee shall, subject to the provisions of these Bylaws, make recommendations to the Board concerning nomination and election procedures. This committee shall have the responsibility for all aspects of the election process, including, but not limited to, establishing and advertising a time-table for elections, seeking nominations for officers and Board members, guaranteeing that various disciplines and geographic regions are represented on the ballot, distributing ballots, receiving and counting ballots, and reporting election results to the Board, nominees, and membership.

6.8 MENTORSHIP COMMITTEE The Board of Directors shall establish a standing Mentorship Committee to foster professional development among members in the early career stage. This committee shall, subject to the provisions of these Bylaws, make recommendations to the Board concerning a variety of programs, workshops, or other activities relevant to professional development in the field of personal relationships, including, but not limited to, teaching, research, advocacy, clinical interventions, and professional service.

6.9 FINANCE COMMITTEE The Board of Directors shall establish a standing Finance Committee. This committee shall consist of the Treasurer, who shall serve as Chair, and not fewer than three members of the Association, who shall serve two-year terms, subject to renewal. This committee shall, subject to the provisions of these Bylaws, have responsibility for all aspects of the Association's finances, including, but not limited to, presenting an annual budget to the Board, reviewing the annual financial statements of the Association, and making recommendations to the Board on the management of the Association's financial assets.

6.10 MEDIA RELATIONS COMMITTEE The Board of Directors shall establish a standing Media Relations Committee. This committee shall, subject to the provisions of these Bylaws, have responsibility for all aspects of establishing contact with the media in order to encourage positive and favorable relations between relationship scholars and established media outlets. This committee will assist IARR members in the dissemination of their scholarship to the public via media outlets. This may include, but not be limited to, establishing a list of IARR members who are willing to talk to the media on various topics, highlighting articles from Association journals for the media to promote, promoting media presence at Association meetings, and networking with media contacts.

6.11 GENERALLY The Board of Directors may, from time to time, and by resolution, form various other committees to assist the Board and, at their discretion, disband such committees. Such committees may also be formed by the President, subject to Board authorization. All committees herein, or to be formed hereafter, may consist of persons who are not also members of the Board. All of the committees referenced herein, or to be formed hereafter, shall act in an advisory capacity only to the Board and/or the President, and in no manner shall the Board delegate its authority to act with respect to the findings of such committees. Accordingly, the Board retains final approval over all recommendations and other actions of any committees of the Association.

The Vice-President shall nominate any Chairpersons of committees of the Association whom he or she desires to serve once the Vice-President assumes the position of President; provided, however, that the Future Conferences Committee shall nominate the Chairperson of the Local Arrangements Committee, the Treasurer shall chair the Finance Committee, and the Chairperson of the Publications Committee shall be elected by the members of the Association. Committee chairs shall represent disciplinary and geographic diversity.

Notwithstanding the foregoing, the Board shall have the full and sole power to appoint and/or remove, in its discretion, the Chairperson of each committee authorized by the Board herein (except for the election of the Chairperson of the Publications Committee).

Committee Chairpersons, in consultation with the Board, shall invite members of the Association to serve on their committees. Except under extraordinary circumstances, each committee shall include a student member. Committee chairs shall insure disciplinary and geographic diversity among the members.

6.12 MEETINGS AND ACTION OF COMMITTEES Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with such rules and procedures as the Board of Directors may adopt. The Board of Directors may also adopt rules and procedures pertaining to the conduct of meetings of committees to the extent that such rules and procedures are not inconsistent with the provisions of these Bylaws.

Committee chairs shall make reports at each regular meeting of the Board. They shall serve in an advisory capacity to the Board and may attend any meetings of the Board without vote, unless elected to the Board.

ARTICLE 7 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

7.1 EXECUTION OF INSTRUMENTS The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit or render it liable monetarily for any purpose or in any amount.

7.2 CHECKS AND NOTES Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Treasurer for any amount less than One Thousand Dollars. Any amount over the sum of One Thousand Dollars shall require approval of the President of the Association. Approval of the President can be obtained by the Treasurer via email communication.

7.3 DEPOSITS All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

7.4 GIFTS The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the charitable or public purposes of this Association.

ARTICLE 8 CORPORATE RECORDS, REPORTS AND SEAL

8.1 MAINTENANCE OF CORPORATE RECORDS The Association shall keep at its principal office in the State of California, or at such other place as shall be determined by the Board of Directors:

- (a) Minutes of all meetings of directors, committees of the Board, and meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, the names of those present, and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions, and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) A record of its members indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the Association's Articles of Incorporation and Bylaws as amended to date, which

shall be open to inspection by the members of the Association at all reasonable times during office hours.

8.2 CORPORATE SEAL The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Association or such other location as shall be determined by the Board of Directors. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

8.3 DIRECTORS' INSPECTION RIGHTS Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Association.

8.4 MEMBERS' INSPECTION RIGHTS Each and every member of this Association shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon five business days' prior written demand on the Association, which demand shall state the purpose for which the inspection rights are requested.
- (b) To obtain from the Secretary of the Association, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board, or committees of the Board, upon written demand on the Association by the member, for a purpose reasonably related to such person's interests as a member.

8.5 RIGHT TO COPY AND MAKE EXTRACTS Any inspection under the provisions of this Article may be made in person or by agent or attorney, and the right to inspection includes the right to copy and make extracts.

8.6 ANNUAL REPORT The Board shall cause an annual report to be furnished not later than one hundred and twenty days after the close of the Association's fiscal year to all directors of the Association and to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Association, for both general and restricted purposes, during the fiscal year; and
- (e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Association that such statements were prepared without audit from the books and records of the Association.

If this Association receives one hundred thousand dollars (\$100,000) or more in gross revenues or receipts during its fiscal year, this Association shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

8.7 ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS This Association shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

(a) Any transaction in which the Association, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

(1) Any director or officer of the Association, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or

(2) Any holder of more than ten percent the voting power of the Association's parent or its subsidiary, if any.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than fifty thousand dollars (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than fifty thousand dollars (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Association, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this Association provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

ARTICLE 9 FISCAL YEAR**9.1 FISCAL YEAR OF THE ASSOCIATION**

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

ARTICLE 10 AMENDMENT OF BYLAWS

10.1 AMENDMENT Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted upon approval of two-thirds of those members of the Association casting a ballot. In addition to any amendments to the Bylaws that may be proposed by the Board of Directors pursuant to a resolution duly passed by the Board, any petition submitted to the Board of Directors containing the signatures of ten percent or more of the membership shall be submitted by the Board of Directors to the full membership for a vote.

ARTICLE 11 AMENDMENT OF ARTICLES OF INCORPORATION

11.1 AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS Before any members have been admitted to the Association, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

11.2 AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS After members have been admitted to the Association, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors or by the approval of the members of this Association.

11.3 CERTAIN AMENDMENTS Notwithstanding the above sections of this Article, this Association shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this Association, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Association has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 12 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

12.1 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS No member, director, officer, employee, or other person connected with this Association, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Association in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets upon the dissolution of the Association. All members of the Association shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Association, whether voluntarily or involuntarily, the assets of the Association, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Association and not otherwise.

ARTICLE 13 MEMBERS

13.1 CATEGORIES OF MEMBERS The Association shall have regular members, reduced fee members, associate members, and such other members as may be established by the Board of Directors. No member shall hold more than one membership in the Association.

13.2 QUALIFICATIONS OF MEMBERS The qualifications for membership in this Association are as follows:

(a) Regular members must have a graduate degree in, and/or be employed in, a field that involves the study, research, teaching, and/or professional practice related to personal relationships.

(b) Reduced fee members include: (1) current students in a field that is related to the study of personal relationships. Upon completion of a graduate degree in a field that involves the study of personal relationships, student members automatically become eligible for regular membership.

(2) those currently employed as a faculty member in a field related to the study of personal relationships or who work in a professional practice related to personal relationships and who reside in a country designated by the World Bank as anything other than a high-income economy (country income status can be checked at http://data.worldbank.org/about/countryclassifications/country-and-lending-groups#High_income. (3) those formerly employed as a faculty member in a field related to the study of personal relationships, including retired and emeritus faculty, or who worked in professional practice related to personal relationships.

(c) Associate members may be domestic partners of regular or reduced fee members or other persons who have a bona fide interest in furthering the objectives and purposes of the Association.

13.3 ADMISSION OF MEMBERS

(a) Applicants who clearly meet the above requirements shall be admitted to membership upon their submission of a written application for membership to the Association and the payment of their first annual dues.

(b) The applications of applicants who do not clearly meet the above requirements shall be referred to the Membership Committee which shall make a recommendation to the Board of Directors regarding the admission of the applicant. All decisions by the Board of Directors regarding eligibility for membership shall be final.

13.4 FEES, DUES, AND ASSESSMENTS

- (a) The annual dues payable to the Association by members, and any special assessments or fees, shall be established by the Board of Directors.
- (b) Members who are delinquent in the payment of any such dues, assessments, or fees shall relinquish their voting privileges and such other benefits of membership as may be determined by the Board of Directors.

13.5 NUMBER OF MEMBERS There is no limit on the number of members the Association may admit.

13.6 MEMBERSHIP FILE The Association shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at such location as may be determined by the Board of Directors and shall be available for inspection by any director or member of the Association during regular business hours. The record of names and addresses of the members of this Association shall constitute the membership list of this Association and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

13.7 NONLIABILITY OF MEMBERS A member of this Association is not, as such, personally liable for the debts, liabilities, or obligations of the Association.

13.8 NONTRANSFERABILITY OF MEMBERSHIPS No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

13.9 TERMINATION OF MEMBERSHIP

- (a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:
- (1) Upon her or his notice of such termination delivered to the President or the Secretary of the Association personally, by mail, or by other means such as electronic delivery. Such membership shall terminate upon the date of delivery of the notice or date of deposit in the mail.
 - (2) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial or injurious to the interests, purposes, or reputation of the Association.
 - (3) Upon a failure to renew her or his membership by paying dues on or before their due date. Such termination shall be effective thirty days after a written notification of delinquency is given personally, mailed, or otherwise transmitted electronically to such member by the Secretary or the Treasurer of the Association. A member may avoid such termination by paying the amount of delinquent dues within a thirty-day period following the member's receipt of the written notification of delinquency.
- (b) Procedure for Expulsion. Following the determination by the Board that a member should be expelled under subparagraph (a)(2) of this Section, the following procedure shall be implemented:
- (1) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the Association's records, setting forth the proposed expulsion and the reasons therefor. Such notice shall be sent at least thirty days before the proposed effective date of the expulsion.
 - (2) The member subject to expulsion shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of her or his proposed expulsion shall state the date, time, and place of the hearing on her or his proposed expulsion.
 - (3) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.
 - (4) If this Association has provided for the payment of dues by members, any person expelled from the Association shall receive a refund of dues already paid; provided, however, that the refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

13.10 RIGHTS ON TERMINATION OF MEMBERSHIP All rights of a member in the Association shall cease on termination of membership as herein provided.

13.11 AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this Association would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 14 MEETINGS OF MEMBERS

14.1 PLACE OF MEETINGS Meetings of members shall be held at such place or places within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

14.2 REGULAR MEETINGS The members shall meet annually or at such times as may be established by the Board of Directors, at a time and place to be established by the Board of Directors, for the purpose of transacting such business as may come before the meeting. Such meeting shall be referred to as a "regular meeting."

14.3 SPECIAL MEETINGS OF MEMBERS Special meetings of the members may be called by the Board of Directors or the President of the Association. In addition, special meetings of the members for any lawful purpose may be called by ten percent or more of the members, provided, however, that the Board of Directors shall determine the time and place of such special meeting.

14.4 NOTICE OF MEETINGS

(a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting, or notice in electronic form, shall be given by the Secretary of the Association not fewer than sixty days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat.

(b) Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally or by mail, or by other means of written or electronic communication, addressed to the member at the address of such member appearing on the books of the Association or given by the member to the Association for the purpose of notice; or if no address appears or is given, at the place where the principal office of the Association is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail, or sent by other means of written or electronic communication.

(c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors or officers are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(d) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail to the President, Vice-President, Secretary, or Treasurer of the Association. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be fewer than thirty-five nor more than ninety days after the receipt of the request for the meeting by the officer. If the notice is not given within thirty days after the receipt of the request, persons calling the meeting may give the notice themselves.

(e) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present in person, and if, either before or after the meeting, each of the persons entitled to vote, but not present in person, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this Section, the waiver of notice or consent shall state the general nature of the proposal.

(f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless approved by a majority of those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

- (1) Removal of directors without cause;
- (2) Filling of vacancies on the Board by members;
- (3) Amending the Articles of Incorporation; or
- (4) An election to voluntarily wind up and dissolve the Association.

14.5 QUORUM FOR MEETINGS A quorum for all regular meetings and other meetings shall consist of five percent (5%) of the voting members of the Association.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than ninety days.

Notwithstanding any other provision of this Article, if this Association authorizes members to conduct a meeting with a quorum of less than one-third of the voting power, then, if less than one-third of the voting power actually attends a regular meeting, in person, no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

14.6 MAJORITY ACTION AS MEMBERSHIP ACTION Every act or decision done or made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this Association, or these Bylaws require a greater number.

14.7 VOTING RIGHTS Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors and officers, however, shall be by ballot. Cumulative voting for the election of directors shall not be permitted. Subject to the provisions of Section 3 of Article 3, the candidates receiving the highest number of votes up to the number of directors to be elected shall be elected.

14.8 PROXY VOTING Members entitled to vote shall not be permitted to vote or act by proxy. Accordingly, no provision in this or other sections of these Bylaws referring to proxy voting shall be construed to permit any member to vote or act by proxy.

14.9 CONDUCT OF MEETINGS Meetings of members shall be presided over by the President of the Association or, in her or his absence, by the Vice-President of the Association or, in her or his absence, or in the absence of both of these persons, by a Chairperson chosen by the Board. The Secretary of the Association shall act as Secretary of all meetings of members, provided that, in her or his absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by such rules as may be adopted by the Board, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Association, or with any provision of law.

14.10 ACTION BY WRITTEN BALLOT WITHOUT A MEETING Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Association distributes a written or electronic ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the Association. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4(b) of this Article.

All written or electronic ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors or officers, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the Association in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Directors and officers may be elected by written or electronic ballot. Such ballots for the election of directors or officers shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors or officers is withheld, they shall not be counted as votes either for or against the election of a director or officer.

A written or electronic ballot may not be revoked after its receipt by the Association or its deposit in the mail, whichever occurs first.

14.11 ACTION BY MAJORITY WRITTEN CONSENT WITHOUT MEETING

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if a majority of members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the majority vote of the members. The provisions of this section shall not be applicable in instances in which a meeting is held in accordance with the provisions of Section 10 of this Article.

14.12 RECORD DATE FOR MEETINGS The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 15 GENERAL PROVISIONS

15.1 COMMITMENT TO DIVERSITY The Association is committed to encouraging diversity according to gender, race, discipline, and geographic region among its officers and other designated roles within the Association (e.g., among officers, directors, editors, committee chairpersons, editorial Board members, and committee members). Accordingly, the Board may authorize such actions to promote this goal of diversity as it deems appropriate.

15.2 USE OF ASSOCIATION'S NAME No member, officer, or director of the Association may take any action or issue any statement in the name of, or on behalf of, the Association except upon explicit and specific authorization by the Board.

15.3 AFFILIATIONS WITH OTHER ORGANIZATIONS The Board may, on behalf of the Association, establish affiliations and cooperative activities with other scientific and professional organizations, and may delegate representatives thereto and the expenditure of funds in furtherance of such affiliations and activities. The Board may also terminate such affiliations and activities when the Board determines that they are not in the best interests of the Association.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of the Association, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by majority written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws as the Bylaws of this corporation.

Dated: December 1, 2003

Robert M. Milardo, Ph.D., Director

William Cupach, Ph.D., Director

Terri Orbuch, Ph.D., Director

Christopher Agnew, Ph.D., Director

F. Scott Christopher, Ph.D., Director Anita

Vangelisti, Ph.D., Director Larry Kurdek,

Ph.D., Director Barbara Winstead, Ph.D.,

Director Joao Moreira, Ph.D., Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: December 1, 2003

Christopher R. Agnew, Secretary-Treasurer AS AMENDED BY MEMBERSHIP VOTE, FEBRUARY 21, 2005.

Daniel Perlman, Election Committee Chair AS AMENDED BY A MEMBERSHIP VOTE THAT ENDED ON JUNE 7, 2015.