

**INTERNATIONAL SOCIETY OF HYPNOSIS
BY-LAWS**

ARTICLE I. NAME

Section 1. The Society shall be known as International Society of Hypnosis, Incorporated, hereinafter referred to as "the International Society."

ARTICLE II. OBJECT

Section 1. The objects and purposes for which the corporation is organized are to stimulate and to improve research, discussion, and publications pertinent to the scientific study and clinical applications of hypnosis; to encourage cooperative relations among scientific disciplines with regard to the study and applications of hypnosis, and to establish standards for the professional training and adequacy in the field of hypnosis.

ARTICLE III. MEMBERSHIP

Section 1. The membership in the International Society of Hypnosis (the International Society) shall consist of Full Members, Affiliate Members, and Honorary Members. The membership year shall be the calendar year, January to December. Full Members are sometimes referred to as Members, and the use in these By-Laws of the word Members with a capital M shall mean Full Members.

Section 2. All applicants desiring to become members shall be approved by a Credentials Committee appointed by the Board of Directors, subject to the following provisions:

(a) Any applicant from a Constituent Society (as defined in Article III of these By-Laws) shall automatically be eligible and shall be approved to become a member in the International Society upon presenting a statement from an officer of the Constituent Society that he or she is a member in good standing, and upon the payment of dues to the ISH.

(b) Individual applications will be accepted from nations in which one or more Constituent Societies exist only if the applicant is excluded from membership in a Constituent Society solely because of the profession to which he or she belongs. In such a case his or her application will be judged according to the standards of the International Society relative to his or her profession. Otherwise his or her application will be referred back to a Constituent Society to which he or she may be eligible. An individual applicant, if approved, will be admitted as a Full Member upon the payment of dues.

(c) A member of a National Constituent Society of a country other than the one in which the member is licensed/registered/resides can join ISH only if

eligible for membership of their own national Constituent Society, unless they are excluded from this by virtue of their specific profession.

(d) Individual applications will be received and reviewed from any individual in a nation without a Constituent Society, provided the appropriate application forms are completed. In such a case the application will be judged according to the standards of the International Society relative to the applicant's profession. An individual applicant, if approved, will be admitted to membership as a Full Member upon the payment of dues, unless admitted as an Affiliate Member (See Section 3).

Section 3. The class of Affiliate Member is reserved for those who meet the standards of acceptability and have a serious interest in becoming colleagues but are unable to meet the dues requirement because of national restrictions upon currency exchange. When approved by the Credentials Committee they will be accepted as Affiliate Members, without dues.

Section 4. Honorary Members shall be elected, upon special invitation and without application, by the Board of Directors, and shall be limited to distinguished scientific contributors to hypnosis. They shall have all the privileges of membership, but shall be free of the obligation to pay membership dues.

Section 5. Full Members, Affiliate Members, and Honorary Members may all vote in the election of officers and on all matters put to a vote of the members, but the right to hold office or to be a director is restricted to Full Members.

Section 6. In the event of unethical or unprofessional behavior of a member (in any membership status), formal complaint shall be made in writing to the Chairman of the Committee on Ethical Practices. If that Committee deems necessary it may recommend that the Board of Directors take official discretionary action, which may be in the form of warning, suspension, or expulsion from the International Society. Appeal of such a decision may be made, and the appellant may request a hearing by a special committee appointed by the Board of Directors for that purpose.

Section 7. Except where the context indicates a reference to a member of the Council of Representatives as such, any reference in these By-Laws to Member or Members (Capitalised) without modification by the word "Affiliate", or the word "Honorary" shall be reference to a Full Member of the International Society and not to an Affiliate Member or an Honorary Member, and any reference in these By-Laws to member or members (non-Capitalised) without modification shall be reference to any member of the International Society whether a Full Member, Affiliate Member, or Honorary Member.

ARTICLE IV. DUES

Section 1. The annual dues shall be set by the Board of Directors.

Section 2. For those who do not subscribe to the official journal of the International Society, notices of dues will be sent in sufficient time, and if the dues have not been paid by the Member within six (6) months of the date on which they are due, such Member will be declared in arrears and his or her name dropped from the membership rolls. His or her membership can be reinstated by paying in full the dues for the year or years delinquent, and the dues for the current year in which the membership is reinstated.

Section 3. For those who subscribe to the official journal of the International Society, the renewal of subscription to the Journal will be included in the notice of Society dues. If dues have not been paid by the membership within a 6-month time of the date on which they are due, he or she will be declared in arrears and his or her name dropped from the membership rolls. In addition, his or her journal subscription will lapse. Both his or her membership and subscription are subject to reinstatement, as in Section 2 of this Article.

Section 4. For those countries in which there are restrictions upon currency exchange and travel, the special class of membership called Affiliate Membership has been established (see Article III. Section 3). The Affiliate Member is free of any obligation to pay dues.

Section 5. Constituent Societies will pay dues annually in the amounts set by the Board of Directors. If dues have not been paid by the Constituent Society within a six (6) month time of the date on which they are due, they will be declared in arrears and its name dropped from the membership rolls, and its representatives to the Council of Representatives will be ineligible to vote on Council business. An individual Member of the International Society will, of course, remain a Member of the International Society if his or her own dues have been paid. Constituent Society membership can be reinstated by paying in full the dues for the year or years delinquent and the dues for the current year in which membership is reinstated. At such time of reinstatement, the Constituent Society's Representatives to the Council of Representatives will be eligible again to vote on Council business.

ARTICLE V. CONSTITUENT SOCIETIES

Section 1. A Society may become a Constituent Society of the International Society upon application to and approval by the Board of Directors. Such an application shall include a copy of the Society's constitution and by-laws, code of ethics (if any), and a current membership list and an indication of the qualifications for membership. The Board of Directors may accept as a Constituent Society one or more societies within a nation.

Section 2. If upon the review of a Society's application, and upon recommendation of the Council, the Board of Directors decides to admit the Society as a

Constituent Society, its officers shall be so notified, and thereafter the individual members of the Constituent Society shall become eligible for membership in the International Society upon application and payment of dues, without further review of the individual's applications.

Section 3. A Constituent Society shall elect members to serve on the Council of Representatives, as indicated in Article IX, Section 2, with the proviso, however, that these Representatives shall be chosen from among the Constituent Society members who are Full Members of the International Society.

ARTICLE VI. OFFICERS

Section 1. The officers of the International Society shall be a President, a President-Elect, the immediate Past-President, and a Secretary- Treasurer, and shall be elected by the members as provided in Sections 4 through 7 of Article VII, and to serve for the terms there indicated. Any officer, will, however, continue in office until a successor has been elected. To be nominated for office, a candidate must have been a Full Member in good standing in the International Society for at least three (3) years prior to nomination.

Section 2. The President shall also act as Chairperson of the Board of Directors. The President shall preside at all business meetings and at all scientific meetings of the International Society. In the event of the President's death, resignation, or absence, his or her duties shall devolve successively upon the President-Elect, the immediate Past-President, the Secretary-Treasurer, or a President Pro-term appointed by the Board of Directors.

Section 3. The Secretary-Treasurer shall maintain the records of the International Society, including historical records, the minutes of its meetings, and copies of its publications. He or she shall be responsible for receiving funds due the International Society from dues and other sources, accounting for them according to acceptable practices, and disbursing them according to instructions from the Board of Directors. He or she shall submit a budget annually to the Board of Directors and, subject to their approval, operate in accordance with it. He or she shall also be responsible for attending to correspondence relating to the International Society. Nothing in the By-Laws precludes the use of an administrator to perform these duties under the direction and oversight of the Secretary-Treasurer.

ARTICLE VII. ELECTION OF OFFICERS

Section 1. Election of Officers. The election of officers shall be held every three years, the election usually to be completed prior to the International Congress so

that the newly elected officers who are to take office can be announced and recognized at the International Congress. (Article VIII. Section 3).

Section 2. President-elect. A President-Elect shall be elected every three years for a term of three years. Immediately upon the conclusion of that three-year term as President-elect, the President-elect shall serve a term of three years as President, and immediately upon the conclusion of that three-year term as President shall serve a term of three years as Immediate Past-President.

Section 3. Secretary-Treasurer. A Secretary-Treasurer shall be elected every three years for a term of three years, and may be subject to re-election without limit as to the number of three-year terms.

Section 4. The Committee for Nominations and Elections.

(a) Committee. The Board of Directors shall serve as the Committee for Nominations and Elections (the "Committee") and the immediate Past-President of the Society shall be the Chair of the Committee.

(b) Solicitation of Nominations. No later than eight months before the scheduled commencement date of the next triennial Congress, the Committee shall solicit by mail, email, or fax from the Council of Representatives, nominations for the positions of President-Elect and Secretary-Treasurer. The nominations report of the Council of Representatives shall be delivered to the Committee no later than six months before the scheduled commencement date of the next triennial Congress. No later than four weeks after receiving the nominations report of the Council of Representatives, each member of the Committee may add nominations for the positions of President-Elect and Secretary-Treasurer by sharing such added nominations among all members of the Committee.

(c) Selection of Two Nominees for Each Office. No later than four months before the scheduled commencement date of the next triennial Congress, the Committee shall meet and rank in preferential order each of the nominations for President-elect and each of the nominations for Secretary-Treasurer. The Committee shall then obtain from those nominees receiving the two highest rankings for each office their agreement to stand for the office, or, in case of a tie for the second place, both of these nominees tying for that office shall be asked to agree to stand for that office. If any nominee shall be unwilling to stand for office, the one next in rank shall be asked to agree to stand for that office. The process will be repeated as necessary until there are two nominees (or three in case of ties) for each office, prior to the preparation of the ballots. The two or three highest ranking nominees, as the case may be, for each position who accept nomination shall stand for office as provided in Sections 4(d), 5(e), and 5(f) of this Article.

(d) Ballot. A ballot shall then be prepared and mailed to all members of the International Society. This ballot shall include detailed biographical information on the nominees. Space is to be allowed on the ballot for members to write in other names if

they wish. To be valid, votes of the membership must be returned to the independent auditor appointed by the Secretary-Treasurer not more than 60 days after the date of mailing of the ballots by air mail, email or fax. The independent auditor will open and tabulate the votes in the presence of the Secretary-Treasurer or in the presence of the Secretary-Treasurer's nominee who shall be a member of the Committee.

(e) Write-in Nominees. If an individual's name is written in by members on more than 10 percent of the ballots returned, a second ballot shall be prepared, after the write-in candidates have been reviewed by the Committee and providing they meet the membership requirements for nomination and have agreed to their nomination. This second ballot shall include the names of the two or three candidates on the original ballot and the names of the write-in nominees appearing on more than 10 percent of the original ballots. No votes shall be counted for write-in nominees entered on the return of this second ballot.

(f) Election Results. The nominee who receives the largest number of votes for President-elect and the nominee who receives the largest number of votes for Secretary-Treasurer shall be declared elected, and the Chair of the Committee shall certify the election results in writing. In the case of a tie vote, the Chair of the Committee shall decide by lot between the two candidates. This shall be done in the presence of three other members of the Committee.

(g) Notification of Election. The newly elected officers shall be notified within two weeks of the Committee Chair's certification of the election results of their elections in writing by mail or email, and shall take office at the time of the International Congress upon the adjournment of the Board of Directors meeting held at such International Congress.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. The Board of Directors shall be the governing body of the International Society. It shall call regular and special meetings. The Board of Directors shall conduct its meetings in accordance with the provisions of Article XVI of these By-Laws. It shall have the power to fill vacancies in elective offices to complete the term for an office vacated by resignation, death, or inability to serve.

Section 2. The Board of Directors shall consist of the President, President-elect, immediate Past-President and Secretary-Treasurer; and the President, Vice-President and Secretary of the council of Representatives; and a number of members of the Council of Representatives. All former past presidents, having served as immediate Past-President, shall be non-voting members of the Board of Directors (unless eligible to vote by virtue of holding another office.) The number of members of the council of representatives to be elected by the Council of Representatives to serve on the Board shall be designated by the Board of Directors (and such number shall include the President, Vice-President, and Secretary of the Council of Representatives), but at no time shall that number be fewer

than six (6) nor more than eleven (11). The Board of Directors shall instruct the Secretary of the Council of Representatives in sufficient time, and not less than a minimum of 60 days before the International Congress, as to the number of members of the Council of Representatives (including the Chair, Vice-Chair, and Secretary of the Council of Representatives) to be elected to serve on the Board of Directors.

Section 3. The members of the Council of Representatives to serve on the Board of Directors shall be elected by the Council of Representatives at the time of an International Congress, and shall serve for three (3) years. They shall commence their office upon their election but only after adjournment of the Board of Directors meeting held at such International Congress.

Section 4. The Board of Directors shall review the financial situation of the International Society at least once a year. The Secretary-Treasurer shall prepare a budget based on the previous year's audited financial statement. This budget, together with the audited financial statement, shall be presented to the Board of Directors for approval and subsequently to the Council of Representatives for information within 60-90 days of the termination of the fiscal period (but in time for the Congress every third year). The Council of Representatives will in turn circulate these to the executive of their own Constituent Societies.

Section 5. The Board of Directors shall specify the location of a Central office, where the records of the International Society are kept, and through which the interim business of the International Society is conducted, and may designate at its discretion, an Administrative Officer whether or not a member of the International Society, to work in co-operation with the Secretary-Treasurer, and Board of Directors. The duties of the Administrative Officer, in consultation with the Secretary-Treasurer, shall include being available to assist the local committee in arranging for the International Society Congress.

Section 6. The Board of Directors may establish such committees as may be necessary for the conduct of the affairs of the International Society.

Section 7. Vacancies. Any vacancy in any position of Director elected by the Council of Representatives shall be filled by the Council of Representatives for the duration of the term of that Directorship.

ARTICLE IX. COUNCIL OF REPRESENTATIVES

Section 1. The Council of Representatives shall represent the membership in matters referred to it by the Board of Directors or upon matters referred to it by petition signed by twenty members in good standing, except that the right of voting for officers shall be reserved to the membership.

Section 2. The Council of Representatives shall consist of representatives from the Constituent Societies. Each Constituent Society, in an election year of the International Society, usually the year of the International Congress, shall send to the Secretary-Treasurer, not later than June 1, the names of two members of that Constituent Society, who are also Members of the International Society whose dues are paid in full to the International Society, to serve as representatives of the Constituent Society on the Council of Representatives. The appointments shall be for a three (3) year term, commencing at the time of the next International Congress upon the adjournment of the Board of Directors meeting held at such International Congress and the completion at that International Congress of the business of the existing Council of Representatives.

Those Council of Representatives members also elected to the Board of Directors shall concurrently serve their terms on the Council of Representatives while serving on the Board of Directors (Article VIII. Section 3). A Council Representative may succeed himself or herself in the office. An alternative may be delegated to represent the Constituent Society at any International Congress, in the event that a regular Council Representative finds it impossible to attend.

Section 3. The officers of the Council of Representatives shall be a Chair, a Vice-Chair and a Secretary elected from among its members. Election shall be for a term of three years, subject to re-election if continuing as a representative from a constituent society. The officers shall have the power to fill vacancies in elective offices (of the Council of Representatives or to the Board of Directors) to complete the term of an office vacated by resignation, death or inability to serve by appointment or election.

Section 4. The President and Secretary-Treasurer of the International Society shall be considered *ex officio* members of the Council of Representatives, to receive its communications and to attend its meetings, but without vote.

Section 5. Service on the Council of Representatives or as a Council of Representatives member on the Board does not preclude candidacy for elected office.

Section 6. The Council of Representatives may conduct its business by mail, email or web-based meeting. Replies from 12 members shall constitute a quorum for purposes of taking action, provided the notification has been given 45 days prior to the date of counting the ballots.

Section 7. A regular meeting of the Council of Representatives shall be called at the time of each International Congress of the International Society. Additional meetings of the Council of Representatives may be called as needed to conduct the business of the Council of Representatives.

Section 8. The Chair of the Council of Representatives or his or her delegate shall be the presiding officer of all meetings of the Council of Representatives.

ARTICLE X. COMMITTEES

Section 1. Executive Committee. The President, President-elect, Immediate Past President, Secretary-Treasurer, and Council of Representative President, shall comprise the Executive Committee of the Board of Directors (the “Executive Committee”). The Executive Committee may meet at such times as it may choose on notice to all by any two of its own number, or as directed by the Board of Directors. The purpose of the Executive Committee is to address any issues affecting the International Society that might require immediate consideration, but are not deemed significant enough by the Board of Directors to require a special meeting of the Board of Directors. The primary role of the Executive Committee is advisory; that is, they would be expected to develop recommendations for the Board of Directors to consider addressing the issue(s) under consideration. If the Executive Committee determines that an immediate action is in the best interests of the International Society, they can request an emergency Board of Directors meeting or Board of Directors email discussion and the Board of Directors shall take whatever action it determines to be necessary and appropriate. A quorum of the Executive Committee shall be a majority of the four officers of the Corporation, but must include either the President or the Secretary-Treasurer.

At each meeting of the Executive Committee, the President, or, in his or her absence or inability to act, the President-Elect, the Immediate Past-President, or Secretary-Treasurer (in order) shall act as chairperson of the meeting and preside thereat. The person acting as chairperson of the meeting shall set the meeting agenda. Meetings of the Executive Committee shall not be conducted pursuant to Roberts' Rules of Order unless the chairperson of the meeting so directs.

The Executive Committee shall keep regular minutes of its proceedings. The Executive Committee shall report to the full Board of Directors at the next meeting of the Board of Directors a summary of their discussion(s) and any recommendations made since the prior meeting of the Board.

Section 2. Regular Committees. The Board of Directors is responsible for appointing the members of all regular and special committees, except in special instances the responsibility may be delegated to the President by vote of the Board of Directors.

The following regular committees shall be appointed:

(a) Committee on Nominations and Elections. The Board of Directors shall be the Committee for Nominations and Elections and the immediate Past-President of the Society shall be the Chairman of this Committee. This Committee shall provide nominees and conduct elections in accordance with Article VII, Section 4.

(b) Committee on Ethical Practices. This Committee, consisting of not less than three members, shall receive ethical complaints against members, and make recommendations to the Board of Directors, according to Article III, Section 6.

(c) Committee on Publications. This Committee, consisting of not less than three members, shall supervise the publications policies of the International Society and make recommendations to the Board of Directors, in accordance with the provisions of Article XI.

Section 3. Term. Membership on regular committees shall be for a term of three (3) years in parallel with the term of the Board of Directors and Council of Representatives.

ARTICLE XI. PUBLICATIONS

Section 1. The Board of Directors shall appoint a Committee on Publications to recommend to the Board of Directors publication policies for the International Society. Such publications may include Directories of Members, Proceedings of the International Congress, Journals, Newsletters, Symposia, or other publications coherent with the objectives of the International Society.

Section 2. The Committee on Publications, with the approval of the Board of Directors, may from time to time designate an independent journal as the official scientific publication of the International Society, and the Board of Directors may enter into contractual arrangements with that journal.

ARTICLE XII. INTERNATIONAL CONGRESSES

Section 1. An International Congress of Hypnosis shall be held every three years, at a time and place to be designated by the Board of Directors, with the place of the next Congress announced, if possible, at the time of the prior Congress.

A Congress Committee shall be established which shall include the President of the International Society, a member of the Board of Directors of the International Society (not a member of the Host Society), as well as one of the members of the Council of Representatives of the Hosting Constituent Society.

Section 2. The Congress shall provide opportunities for invited addresses and volunteered papers on issues of mutual interest, covering research on hypnosis and closely related phenomena, and clinical and other applications of hypnotic procedures and knowledge, as well as workshops and specific training.

Section 3. The Congress shall provide opportunities to deal with the affairs of the International Society.

(a) A regular meeting of the Board of Directors shall take place, with an agenda prepared by the President and the Secretary-Treasurer of the International Society.

(b) A regular meeting of the Council of Representatives shall take place with an agenda prepared by its Chairman and Secretary. The President of the International Society and the Secretary-Treasurer shall be present ex officio to report on the affairs of the International Society and to reply to inquiries.

(c) A plenary session of all members in attendance at the Congress shall be called to hear reports and to discuss such matters as may be pertinent.

ARTICLE XIII. FISCAL YEAR

The fiscal year of the International Society shall begin on the first day of July of each year and end on the last day of June of the following year.

ARTICLE XIV. FUNDS AND ENDOWMENTS

The International Society may solicit and receive funds and endowments. Expenditures of all funds shall be authorized by the Board of Directors.

ARTICLE XV. SEAL

The Board shall provide a corporate seal which shall be in the form of the name of the International Society and the words and figures "Corporate Seal 1985, Delaware".

ARTICLE XVI. MEETINGS

(a) Manner of Meeting. All meetings of the Board of Directors, the Executive Committee, the Committee for Nominations and Elections, the Council of Representatives, any Regular Committee, and any special committee appointed by the Board of Directors may be held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this subsection shall constitute presence in person at the meeting.

(b) Quorum. A majority of the entire Board of Directors, Committee for Nominations and Elections, Regular Committee, and special committee appointed by the Board of Directors shall be present in person at any meeting of same in order to constitute a quorum for the transaction of business at such meeting, and, except as otherwise expressly required by statute, the Certificate of Incorporation, or these By-Laws, the act of a majority of those present at any meeting at which a quorum is present shall be the act of the Board or that committee. This paragraph (b) shall not apply to the Executive Committee or to the Council of Representatives.

(c) Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof, or at any meeting of the Executive Committee, the Committee for Nominations and Elections, the Council of Representatives, any Regular Committee, and any special committee appointed by the Board of Directors, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

ARTICLE XIII. AMENDMENTS

Section 1. Amendments to the By-Laws may be proposed by the Board of Directors, the Council of Representatives, or by petition signed by any one hundred (100) members of the International Society. All such proposals to amend the By-Laws shall be communicated to all members of the International Society prior to the members meeting or action to vote on such proposal.

Section 2. The By-Laws of the International Society may be amended or repealed, or new By-Laws may be adopted, by action of the members of the International Society taken as follows. If the action is taken at a meeting of the members of the International Society, then approval shall require an affirmative vote by a majority of the members of the International Society attending the meeting. If the action is taken without a meeting of the members of the International Society, such as by electronic communication, then approval shall require the affirmative vote of a majority of the members of the International Society voting after the proposal is sent to the members of the International Society pursuant to Section 1 of this Article and before thirty days after the proposal is sent to the members of the International Society pursuant to Section 1 of this Article.