

CODE OF REGULATIONS
OF
INTERNATIONAL SOCIETY FOR INTELLIGENCE
RESEARCH

ARTICLE I
GENERAL

The International Society for Intelligence Research (hereinafter referred to as the “Society”) will have the purposes and powers stated in its Articles of Incorporation, and whatever powers are or may be granted by the Nonprofit Corporation Law of the State of Ohio or any successor legislation.

The purposes of the Society are to promote and facilitate the communication of scientific research into the causes, nature, and implications of individual differences in cognition. This includes the appropriate description of such differences, studies of the causes of individual differences in cognition, and studies of the consequences of these differences for behavior. These purposes will be accomplished through publications, teaching, conferences, seminars, and data resources, and the Society may otherwise provide programs and other resources to researchers in human intelligence. The Society does not take any stand on public issues via the media, statements to journalists, testimony before a court, or consulting services for government bodies, though its members may do so solely in their own names as individuals, and the Society will not comment on these actions.

The Society is a public benefit corporation and is organized as a nonprofit corporation exclusively for charitable purposes. The Society shall not carry on any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor law) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor law). No part of the funds or earnings of the Society shall inure to the benefit of any member, Director, Officer, or any other private individual, group or organization, except that the Society is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article I.

ARTICLE II
DIRECTORS

Section 1. Number

The Society shall have six Directors; the President, President-Elect, Past-President, and three general directors.

Section 2. Term of Office; Vacancies

The term of office for all Directors other than the President, President-Elect and Past President shall be three years or until their successors are duly elected and qualified, subject, however, to prior resignation, death, or removal.

The term of office for the President, President-Elect and Past President shall be one year.

No Director shall be entitled to or shall receive any compensation for attendance at meetings of the Directors, but the Society may reimburse any Director for any expenses he or she incurs in the performance of his or her duties as a Director.

Section 3. Nominations; Election

- A. Not later than February 15 of each calendar year the Board of Directors shall send to the Members a call for nominations for a President Elect and a General Member of the Board.
- B. The Board of Directors shall appoint a Nominations Committee to receive such nominations.
- C. Nominations shall be open until April 15.
 - i. By April 30th of the same year the Nominations Committee shall present at least two nominees for each post to the Board. The nominees must include any person nominated by more than ten (10) members, and may include such other nominees as the Nominations Committee sees fit.
 - ii. The Board shall then communicate with each nominee and ask if they are willing to serve, if elected. By July 1st of that year the Board shall communicate to Members the names of the nominees, and request votes, as described below. A period of 60 days shall be allowed to receive votes, which may be cast by mail or electronically. Provision shall be made for voting to take place anonymously.
- D. Voting Procedures. Voting shall be by the Fall Back method, which proceeds as follows:

- i. Each Member, individually, who wishes to vote shall submit a vote consisting of (a) the names of all candidates of whom he/she approves and (b) a ranking of those candidates, with one (1) indicating the most preferred candidate, and other candidates ranked in descending order of approval.
- ii. Any candidate of whom the voter does not approve shall either be given a ranking of zero or be omitted from the voter's list of approved candidates.
- iii. As soon as possible after the 60 days of the election have elapsed, votes shall be tallied by the Board of Directors in the following fashion:
 - a. Initially only first choices (votes ranking a candidate as 1) shall be counted. If any candidate receives a majority of these votes he or she shall be declared a winner.
 - b. If there is no winner under procedure 1, any vote that places a candidate first or second shall be considered a vote for that candidate. If a candidate receives a majority of these votes he or she shall be declared the winner.
 - c. If there is no winner under i or ii, procedure ii shall be repeated, but this time counting 1st, 2nd, and 3rd choices. The procedure shall be continued, counting progressively higher choices, until a winner is determined.
 - d. If a voter marks a candidate unapproved that voter's vote shall not be counted for that candidate.

E. Announcement of results.

- i. The Board shall announce the new Board members at the next meeting of the Society.
- ii. At the discretion of the Board, an announcement regarding the new Board members may also be made by electronic mail or by posting on a WWW website maintained by the Society.

Whenever a position of Director becomes vacant for any reason, a majority of the remaining Directors in office at the time shall elect a successor who shall hold the Directorship for the unexpired term.

Section 4. Powers of the Directors

All corporate powers, except where the law or the Articles of Incorporation or the Code of Regulations require that action be otherwise taken, authorized or approved, shall be vested in, exercised, conducted, and controlled by the Directors. Such corporate powers shall belong to the Directors alone, and shall include the authority to determine the affairs of the Society and its property.

ARTICLE III
MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Meetings

The Directors shall hold at least one meeting each year. There shall be a meeting of the Directors at every meeting of the general membership. Additional meetings of the Directors may be held upon call of the President, or upon call of a majority of the Directors. Any meeting of the Directors may be held through any electronic communication pursuant to which each Director is able to hear each other Director participating or in any other manner permitted under the laws of the State of Ohio, and such participation by a Director shall constitute attendance at such meeting.

Section 2. Notice

Notice of a meeting of Directors, stating the time and place of such meeting, shall be given to each Director entitled to notice thereof at least two (2) days before such meeting. Notice shall be in writing and shall be delivered personally or sent by telegram, telecopy, or electronic mail transmission, or by United States mail, express mail, or courier service, with postage or fees prepaid. Notice shall be deemed waived by any Director who participates in such meeting, and may be waived in writing either before or after such meeting.

Section 3. Quorum and Action

A majority of the Directors shall constitute a quorum at any meeting of the Directors for the transaction of business. In the absence of a quorum at any meeting of the Directors, a majority of those present may adjourn the meeting from time to time until a quorum shall be present and notice of any adjourned meeting need not be given. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Society, unless a greater number is required by these Regulations or the laws of the State of Ohio.

Section 4. Action by Unanimous Written Consent

Any action which may be taken at a meeting of the Directors may be taken without a meeting, if consent in writing setting forth the action so taken shall be signed by all of the Directors of the Society. Such consent may be executed in counterparts. Any such writing shall be filed and entered upon the records of the Society.

Section 5. Committees

The Society shall have the following committees:

The **Nominating Committee**, which shall be comprised of at least three Directors. The Nominating Committee is responsible for overseeing the nomination process of the Directors as set forth in Article II, Section 3.

The **Conference Committee**, which is responsible for local arrangements and organizing the program for the Annual Conference.

The **Awards Committee**, which is responsible for selecting recipients of the Society awards, in accordance with directions from the Board of Directors concerning the criteria for each award.

The **Membership Committee**, which is responsible for overseeing the application process for Members as set forth in Article VII.

The Directors may create such additional standing committees or ad hoc committees as the Directors shall deem appropriate, with such membership, powers and duties as may be deemed necessary or advisable in conducting the business, activities and affairs of the Society, and shall elect the members thereof.

Section 6. Committee Procedures

Each committee shall keep full and complete records of all meetings and actions, which shall be open to the inspection of the Board. Any committee may act by a majority of its members. Unless otherwise authorized by the Board, all committee recommendations for action shall require approval of the Board before such actions are taken.

OFFICERS

Section 1. Officers Designated

The Officers of the Society shall include a President, a President- Elect, Past President, a Secretary, a Treasurer, and any other Officers such as the Directors may from time to time elect. The President, President-Elect, Past President, Treasurer and Secretary shall be Directors. Any two or more of such offices other than that of President may be held by the same person, but no Officer shall execute, acknowledge or verify any instrument in more than one capacity.

Section 2. Election of Officers

The Officers other than the President, President-Elect, and Past President shall be elected by the Directors at their annual meeting or at any meeting called for such purpose and shall hold office until their successors are duly elected and qualified unless otherwise specified by the Directors, subject however to prior resignation, death or removal.

Section 4. Resignation; Vacancies

Any Officer elected or appointed by the Directors may resign at any time by giving written notice to the Directors. A resignation shall take effect at the time specified

therein, and unless otherwise specified therein shall become effective upon delivery. The acceptance of such resignation shall not be necessary to make it effective unless so specified in the resignation.

ARTICLE IV **DUTIES OF OFFICERS**

Section 1. President

The President shall preside at all meetings of the Directors, and perform all duties as may from time to time be required of him or her by the Directors.

The President shall be authorized to sign, along with the Treasurer, and Secretary, all of the deeds, easements, leases, or other grants of subservient rights in real estate owned by the Society, as well as mortgages and other evidences of indebtedness of the Society.

Unless otherwise established by the Directors, the President may authorize the President-Elect, Secretary, Treasurer, and other Officers of the Society to sign documents and instruments on behalf of the Society, as deemed necessary and/or appropriate by the President, to the extent that the signing of such documents and instruments is within the authority granted to the President by the Directors.

Upon completion of his or her term as President, the President shall serve as Past-President for one year. The Past President shall be eligible for election as President-Elect or Director after his or her term as Past President.

Section 2. President-Elect

The President-Elect shall preside over any meeting of the Directors during the absence of or the incapacity of the President, and shall act in place of and instead of the President in any instance when the President shall be unable to perform his or her duties.

Section 3. Treasurer

The Treasurer shall receive and keep safely under his or her control all monies, stocks, bonds, and corporate financial records in such place as may be designated by the Directors, and shall cause adequate and correct accounts of the Society's business transactions to be kept, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. A treasurer's audit will be accomplished jointly by the incoming and outgoing treasurers. An accountant may be hired for this purpose if deemed necessary by the Directors.

Section 4. Secretary

The Secretary shall keep an accurate record of all transactions of the Directors. He or she shall give, or cause to be given, the notices required by law and/or this Code of Regulations; keep corporate minute books and record therein all minutes of Directors meetings and such other matters as shall be proper and necessary; and issue and attest

documents to be signed for and in behalf of the Society. All books, papers and property of the Society shall be kept at the central office of the Society.

Section 5. Other Officers

The other Officers, if any, shall have such powers and duties as the President or Directors may from time to time prescribe.

ARTICLE V **INDEMNITY OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHERS**

Section 1. Persons Protected

Directors, Officers, committee members, employees, agents, volunteers, and others serving the Society shall be fully and completely indemnified and protected to the fullest extent possible under the authority granted to the Society by Section 1702.12, Ohio Revised Code. Such protection shall include advance payment of expenses, including attorney's fees, to which such person shall be entitled under the authority of Section 1702.12(E)(5).

No Director shall be required to furnish bond for the faithful performance of his or her duties and no Director shall be liable to any person whatever for any action which he or she may take or omit in good faith.

Section 2. Indemnification from Other Sources

The indemnification provided by this Article VI shall be non-exclusive of any other right to which those seeking indemnification may be entitled under any agreement, regulation, articles of incorporation, vote of members of disinterested Directors or otherwise, both as to action in such person's official capacity and as to action in any other capacity while holding such office. The protection provided and any entitlement shall continue as to such person who has ceased to be a Director, Officer, committee member, employee, agent, volunteer, or other covered person, and shall inure to the benefit of such person's heirs, executors, and administrators; provided that the claimed right to indemnification arises from an act or omission occurring during such person's active service to the Society.

Section 3. Liability Insurance

The Society shall be authorized to purchase and maintain insurance on behalf of any person entitled to indemnification and to make other arrangements permitted to non-profit corporations by Chapter 1702, Ohio Revised Code.

ARTICLE VI MEMBERS

Section 1. Classification of Members

Membership in the Society shall consist of three classes: Regular Members, Student Members, and Emeritus Members.

A. Regular Members.

Regular Membership is established by application to, and acceptance by the Directors, following the procedures outlined below. Membership is open to all who participate in the scientific study of individual differences in cognition. Qualification for Regular Membership is normally established in any of the following four ways:

- i. Participation in the Annual Meeting of the Society, as evidenced by appropriate presentation of papers or participation in the scientific discussions taking place at the meeting.
- ii. Publication of at least two articles on a relevant topic in well-reputed scientific journals, or similar publication in monographs or proceedings of appropriate scientific societies;
- iii. Nomination by two Regular Members or Emeritus Members of the Society.
- iv. At the discretion of the Directors if other evidence of serious interest in the purpose of the Society is offered.

B. Student Members.

Qualification for Student Membership is established either through:

- i. Enrollment as a student in a university, pursuing studies in a discipline related to the purposes of the Society, or
- ii. Nomination by a Regular Member or Emeritus Member of the Society.
- iii. Student Members shall have all privileges and duties of Regular Members except that they shall not be eligible for election to the Directors or membership committee.

C. Emeritus Members.

- i. Regular Members of the Society who have reached the age of 65 or who have retired from employment involving research in the field may apply for Emeritus Membership.
- ii. Emeritus Members shall have all privileges and duties of Regular Members.

Section 2. Application for Membership

- A. The Directors shall post an application form for the categories of membership on a web site or provide other appropriate public dissemination of this form.
- B. The Directors shall appoint a Membership Committee consisting of not more than three Regular or Emeritus Members to review applications.
- C. The Membership Committee shall process the applications and return their recommendations to the Directors within 60 days.
- D. The Directors shall inform the candidates of their admission decision. Any denial of an application shall be accompanied by an explanatory letter.

Section 3. Dues

The Board of Directors shall establish annual dues for each category of membership.

Section 4. Resignation and Termination of Membership

- A. Members may resign by providing written notice to the Directors.
- B. Members will be deemed to have resigned if they fail to pay annual membership dues within six months of the due date. Such persons will be reinstated to full membership, without reapplication, upon payment of current dues

ARTICLE VII **MEETINGS OF THE MEMBERSHIP**

Section 1. Annual Meeting.

The Annual Meeting of the Society's Members shall be held at the Annual Conference. The following business shall be transacted at the Annual Meeting: (1) Reading of minutes; (2) Reading of reports and statements; (3) Unfinished business; (4) Election of Directors; and (5) New or miscellaneous business.

Section 2. Notice of Annual Meeting.

Not less than ten (10) nor more than sixty (60) days before the date fixed for any Annual Meeting, written notice stating the time and place of such meeting, shall be given to each Member entitled to notice thereof. Notice shall be in writing and shall be delivered personally or sent by telegram, telecopy, or electronic mail transmission, or by United States mail, express mail, or courier service, with postage or fees prepaid.

Section 3. Special Meetings

- (a) Any meeting of the Members other than the Annual Meeting shall be referred to as a Special Meeting.
- (b) The President of the board shall call a Special Meeting upon receiving a written request for such a meeting from at least three Members.

- (c) The President of the Board may call a Special Meeting at any time.
- (d) No business shall be presented at a Special Meeting unless stated in the notice of the meeting to the Members.

Section 4. Notice of Special Meetings

Not less than two (2) days but not more than thirty (30) days before the date of a Special Meeting, written notice stating the time and place of such meeting, shall be given to each Member. Notice shall be in writing and shall be delivered personally or sent by telegram, telecopy, or electronic mail transmission, or by United States mail, express mail, or courier service, with postage or fees prepaid. Notice shall be deemed waived by any Member who participates in such Special Meeting, and may be waived in writing either before or after such meeting.

Section 5. Voting Privileges

Each Member present at a General Meeting shall be entitled to one vote upon any matter submitted to the Members for their vote, and no Member shall have veto power. Members may vote at all meetings. Notwithstanding any provision of the Ohio Nonprofit Corporation Law now or hereafter in force requiring the vote or consent of members for the authorization of taking of any action, such action may be authorized or taken only by the affirmative vote or consent of at least a majority of the Members present at a meeting at which a quorum is present except as otherwise expressly required by law, the Articles of Incorporation or this Code of Regulations.

Section 6. Quorum

Fifteen Members present shall constitute a quorum for the transaction of business at the Annual Meeting or a Special Meeting.

Section 7. Voting by Mail

Voting upon all matters requiring or permitted to be voted upon by the Members may be conducted by mail, with the same effect as voting at such elections and upon such other matters at a meeting duly called and held and at which a quorum of the Members is present.

Section 8. Meetings by Means of Authorized Communications Equipment

Meetings may be held solely by means of telephone or other communications equipment authorized by the President of the Board. Members may participate in such a meeting through the use of telephone or other communications equipment authorized by the President of the Board, provided that all persons participating in the meeting are able to hear each other and communicate contemporaneously with each other.

ARTICLE VIII
PUBLICATIONS

The Board of Directors may arrange for the publication of a scholarly journal, to be sponsored by the Society, and may enter into such contracts with commercial publishers as are appropriate for that purpose.

ARTICLE IX
ANNUAL CONFERENCE

There shall be an Annual Conference at a location determined by the Board of Directors.

ARTICLE X
AMENDMENTS

This Code of Regulations may be amended by a majority vote of the Directors present at a meeting at which there is a quorum in attendance, provided that (a) the General Membership shall have been informed of the intended change, together with its intent and purpose, by electronic mail at least 30 days prior to the meeting, and (b) that the General Members shall have had opportunity to comment. Such comments must be shared with all Directors.

The Articles of Incorporation of the Society may also be amended in the same manner.