

# CODE OF BYLAWS

## OF

### INDIANA ASSOCIATION OF SCHOOL PSYCHOLOGISTS, INC.

#### **ARTICLE 1** **Identification**

##### **Section 1.01. Name.**

The name of the Corporation is Indiana Association of School Psychologists, Inc. (The "Association").

##### **Section 1.02. Practice Model.**

The Association adopts the National Association of School Psychologists' Practice Model as the official model of practice for itself as well.

##### **Section 1.03. Powers.**

The Association shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the Association is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Association may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

##### **Section 1.03. Nonprofit Status and Exempt Activities Limitation.**

(a) **Nonprofit Legal Status.** The Association is an Indiana not-for-profit public benefit Association, recognized as tax exempt under Section 501(c)(6) of the United States Internal Revenue Code.

(b) **Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Association shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the Association shall be authorized and empowered to pay reasonable compensation for services

rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

**(c) Distribution Upon Dissolution.** Upon termination or dissolution of the Association, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(6) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving Association.

The organization to receive the assets of the Association hereunder shall be selected in the discretion of a majority of the managing body of the Association, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Association, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Indiana.

## **ARTICLE 2** **Membership**

### **Section 2.01. Qualification of Members.**

The Association shall have five (5) classes of membership with such relative rights, preferences, limitations and restrictions set forth below and otherwise nominated and elected as such pursuant to the provisions of this Code of Bylaws.

Clause (a). Full Membership. Persons meeting the requirements of this Clause are eligible for membership as Full Members and must (i) hold Indiana certification or license as a school psychologist, or (ii) must have graduated from an accredited school psychology training program. In addition, Full Members must be actively engaged in the practice of school psychology or in related fields Full Members may hold office or chair committees of the Association. Persons eligible for membership as Full Members shall not be eligible for any other class of membership.

Clause (b) Associate Membership. Persons otherwise meeting the requirements of Full Membership who are not actively engaged in the practice of school psychology or in related fields are eligible for membership as Associate Members. Associate Members may not hold office or chair committees of the Association.

Clause (c). Student Membership/Early Practitioner Persons enrolled for a minimum of six (6) semester hours in a college-level school psychology program and not employed full time or persons completing an internship in school psychology are eligible for membership as Student Members. Student Members may not hold office or chair committees of the Association. An Early Practitioner is a person following their first two years of graduation from a school psychology training program with an Ed.S or Ph.D. who is no longer enrolled in a school psychology training program.

Clause (d). Affiliate Membership. Persons not eligible for another class of membership who are in professional fields related to the practice of school psychology are eligible for membership as Affiliate Members. Affiliate members may not hold office or chair committees of the Association.

Clause (e). Lifetime Membership. Lifetime memberships may be awarded to a school psychologist who has made significant contributions to the field of school psychology. The awarding of life membership must be approved by a vote of the Executive Board.

### **Section 2.02. Approval.**

The Board of Directors will review membership applications and shall determine whether to extend membership in each case.

### **Section 2.03. Rights of Members.**

The right of a member to vote and all right title and interest in or to the Association shall cease on the termination of membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Association.

### **Section 2.04. Dues and Assessments.**

Each member shall pay dues to the Association annually in an amount determined by the Board of Directors. The five (5) classes of membership need not pay equal dues.

### **Section 2.05. Special Assessments.**

Special assessments may be levied upon the Active Members by recommendation of the Board of Directors and vote of the membership. Any such assessment may be unequal as between different categories of Active Members. Any such assessment shall become due and payable to the Secretary/Treasurer in accordance with the resolution therefore so adopted by vote of the membership.

**Section 2.06. Resignation from Membership.**

Any member may resign at any time by giving written notice of such resignation to the President or the Secretary. Such resignation shall be made in writing and shall take effect at the time specified therein, and, if no time is specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective. If a member serving as a Director resigns from membership, the term as a Director shall terminate at the time such resignation becomes effective.

**Section 2.07. Membership Certificate.**

A non-transferable Certificate of Membership can be printed from the IASP website by each person admitted to membership. Such Certificate shall certify that the named person is a member of the Association, shall designate the class of such member. The form of such certificate shall be prescribed by resolution of the Board of Directors. Typically this shall take the form of the paid invoice from the website.

**Section 2.08. Termination of Membership.**

The Board of Directors may terminate or suspend the membership of any member for failure to pay such dues as may be required under Section 2.03. The Board of Directors may also adopt such rules and regulations as it deems necessary or advisable for the suspension or termination of membership.

**Section 2.09. Period of Membership.**

The term of membership of all members shall be one (1) year. The number of terms of membership which a person may serve is not limited.

**ARTICLE 3**  
**Meetings of Members**

**Section 3.01. Place of Meetings.**

All meetings of members shall be held either at the registered office of the Association in the State of Indiana, or at such other place within or without the State of Indiana as may be designated by the Board of Directors and specified in the respective notices or waivers thereof.

**Section 3.02. Annual Meeting.**

An annual meeting of the members shall be held within six (6) months after the close of the fiscal year of the Association as determined by the Board of Directors and specified in the respective notices or waivers thereof.

**Section 3.03. Special Meetings.**

Special meetings of the members may be called by the President, by a majority of the Board of Directors, or by written petition signed by not less than one-tenth (1/10) of the members of the Association. Upon a request in writing delivered to the President or Secretary by a person or persons entitled to call a special meeting, it shall be the duty of the President or the Secretary to give notice of such meeting to the members, and if such request is refused, the person or persons making such request may call a meeting by giving notice in the manner hereinafter provided. Business transacted at all special meetings shall be limited to the subjects stated in the notice or waiver of notice, and matters germane thereto.

**Section 3.04. Notice of Meetings.**

A written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or mailed by the Secretary or by the officer or persons calling the meeting to each member of record at such address as appears on the records of the Association not more than thirty (30) nor less than ten (10) days before the date of the meeting. Notice of any meeting of members may be waived in a writing filed with the Secretary by any member if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place of the meeting. Attendance at any meeting shall constitute a waiver of notice of that meeting.

**Section 3.05. Voting Lists.**

The Secretary shall keep at the registered office a complete and accurate list of all members entitled to vote, which list may be inspected by any member, for any proper purpose, at any reasonable time.

**Section 3.06. Quorum.**

A simple majority of the Full Members represented in person or by proxy shall constitute a quorum for the transaction of business at any meeting of the members, except in cases of a meeting called for the purpose of voting on a proposed amendment to the Articles of Incorporation, merger, consolidation, reorganization, special corporate transaction, or voluntary dissolution, or annual meeting at which such vote is conducted. The Secretary shall certify the number of members attending each scheduled meeting in the minutes prepared with respect to such meeting.

**Section 3.07. Voting Rights.**

Except as otherwise provided in the Articles of Incorporation, each Full Member present in person or by proxy shall be entitled to cast one (1) vote

upon each question voted upon at all meetings of the members. Elections of Directors and Officers may be held by mail/electronic ballots under procedures established by the Board.

**Section 3.08. Proxies.**

A member may vote either in person or by proxy; provided, however, that no person shall act as proxy for more than five (5) members. A member may appoint a proxy to vote or otherwise act for the member (including authorizing the proxy to receive, or to waive, notice of any members' meetings within the effective period of such proxy) by signing an appointment form, either personally or by the member's attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes and is effective for 11 months unless a different period is expressly provided in the appointment form. The proxy's authority may be limited to a particular meeting or may be general and authorize the proxy to represent the member at any meeting of members held within the time provided in the appointment form. A member may revoke the proxy at any time before it is voted by filing with the Secretary of the Corporation either an instrument revoking the proxy or a duly executed proxy bearing a later date, or by attending the meeting and voting in person.

**Section 3.09. Action Without Meeting.**

Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if, prior to such action, a consent in writing, setting forth the action so taken, shall be signed by all of the Full Members entitled to vote with respect to the subject matter thereof, and such written consent filed with the minutes of the proceedings of the members. Such consent shall have the same effect as a unanimous vote of the Full Members at a duly held meeting of the members.

**Section 3.10. Rules of Order.**

Meetings of the members shall be governed by such rules of order as are approved from time to time by the Board of Directors. In cases of dispute, meetings shall be governed by the rules contained in *Roberts Rules of Order* in all cases in which such rules are applicable and in which they are not inconsistent with these By-laws or any special rules of order adopted by the Board of Directors.

**ARTICLE 4**  
**Board of Directors**

**Section 4.01. Functions.**

The business, property and affairs of the Association shall be managed and controlled by a Board of Directors as from time to time constituted, which may be referred to as the "Executive Board." Directors must be Full Members.

**Section 4.02. Number.**

There shall be twelve (12) Directors of the Association. In the event the number of Directors is increased as provided herein, the election of the additional Director or Directors shall be by a vote of the Full Members according to a procedure established by resolution of the Board of Directors. Except as otherwise provided in these Bylaws, all members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

**Section 4.03. Election.**

The Board of Directors shall be elected by the Full Members of the Association as provided in the Articles of Incorporation.

**Section 4.04. Term.**

The individuals elected to hold office as the President-Elect, President and Immediate Past-President shall serve as a Director for a term of three (3) years or until a successor is elected and qualified, or until the Director has resigned or been removed. All other members of the Board of Directors shall serve for a term of two (2) years or until a successor is elected and qualified, or until the Director has resigned or been removed. The term of office shall begin July 1 following the election of Directors. Directors may serve an unlimited number of terms.

**Section 4.05. Vacancies.**

Any vacancy among the Directors caused by death, resignation, removal or otherwise may be filled by a majority vote of the remaining members of the Board of Directors. The President shall nominate individuals residing in the affected region to fill vacancies occurring among the seven Regional Representatives. When filling vacancies, a majority of the existing Board of Directors shall be required for a quorum. A Director elected to fill a vacancy shall hold office until the expiration of the term of the Director causing the vacancy or until a successor shall be elected and qualified.

**Section 4.06. Resignation.**

Any Director may resign at any time by giving written notice of such resignation to the President or Secretary. Such resignation shall be made in writing and shall take effect at the time specified therein, and, if no time is specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

**Section 4.07. Removal.**

Any Director may be removed, with or without cause, at a meeting of the Directors called expressly for that purpose, by a vote of a majority of the Directors.

**Section 4.08. Meetings.**

The Board of Directors shall meet at least once each year within six (6) months of the close of the fiscal year for the purpose of organization and consideration of any other business that may properly be brought before the meeting. Special meetings of the Board of Directors may be called by the President, and shall be called by order thereof upon the written request of not less than one-fourth (1/4) of the membership of the Board of Directors, which request shall set forth the business conducted at such meeting.

**Section 4.09. Notice of Meetings.**

Notice of all meetings of the Board of Directors, except as herein otherwise provided, shall be given by mailing/or electronically the same at least ten (10) days or by telephoning the same at least three (3) days before the meeting to the usual business or residence address of the Director as shown upon the records or the Association. Notice of any meeting of the Board of Directors may be waived in a document filed with the Secretary by any Director if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place of the meeting. Attendance at any meeting of the Board of Directors shall constitute a waiver of notice of that meeting.

**Section 4.10. Quorum.**

A quorum of the Board of Directors at any annual or special meeting of the Board of Directors shall be a majority of the duly qualified members of the Board of Directors then occupying office, but in no case shall there be less than two (2) Directors present. The act of a majority of the Directors present at a meeting who constitute a quorum shall be the act of the Board of Directors. The Board of Directors, by resolution adopted by a majority of the Board, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of



Directors in the management of the Association. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by resolution adopted by a majority of the Directors present at the meeting at which a quorum is present. The designation of any such committee and the delegation thereof of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

**Section 4.11. Participation by Conference Telephone.**

The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or through the use of, any means of communication, such as conference telephone, by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by such means shall be deemed to be present in person at the meeting.

**Section 4.12. Powers.**

All the corporate powers, except as otherwise provided herein or by law, shall be vested in and shall be exercised by the Board of Directors.

**Section 4.13. Action Without Meeting.**

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action a written consent to such action is signed by all members of the Board of Directors or such committee, and such written consent is filed with the minutes of proceedings of the Board of Directors or the committee.

**ARTICLE 5**  
**Officers**

**Section 5.01. Officers and Agents.**

The Officers shall consist of a President, a President-Elect, a Secretary, a Treasurer and an immediate Past-President. The Board of Directors may, by resolution, create, appoint and define the duties and fix the compensation of such Officers and agents as, in its discretion, is deemed necessary, convenient or expedient for carrying out the purposes for which the Association is formed; provided, however, that Officers and agents shall be compensated, if at all, only for actual services performed on behalf of the Association. Officers must be Full Members. Officers are members of the Board of Directors.

**Section 5.02. Election, Term of Office and Qualification.**

All Officers shall be chosen annually by the Full Members by ~~mail~~ paper or electronic ballot or affirmation under procedures established by the Board of Directors. The President, President-Elect and Past-President shall hold office for a term of one (1) year beginning July 1 following election or until a successor is chosen and qualified. The President, President-Elect and Past-President may hold office for only one (1) term in each position. The President-Elect shall succeed to the office of President at the end of the term. The President shall succeed to the office of Past-President at the end of the term as President. Each year an individual shall be elected or affirmed to the office of President-Elect. The Secretary and Treasurer shall hold office for a term of two (2) years beginning July 1 following election or until a successor is chosen and qualified. A person may serve an unlimited number of terms as an Officer, but may only serve two (2) consecutive terms in any one office.

**Section 5.03. Vacancies.**

In the event an office becomes vacant by death, resignation, retirement, disqualification or any other cause, the Board of Directors shall elect a person to fill such vacancy, and the person so elected shall hold office and serve until the next annual meeting of the Board of Directors, or until a successor is elected, affirmed and qualified, or until death, resignation or removal. The President shall nominate persons to fill vacancies in the offices of the Association.

**Section 5.04. President.**

The President, shall preside at all meetings of the Board of Directors, if present: shall appoint the co-chairs and members of all Standing and temporary committees, except the Executive Committee of the Board of Directors, subject to the review of the Board of Directors: shall be the chief executive officer of the Association; shall have and exercise general charge and supervision of the affairs of the Association; and shall do and perform such duties as the Code of Bylaws provides or as may be assigned by the Board of Directors. The President shall Chair the Leadership & Management Committee.

**Section 5.05. President-Elect.**

The President-Elect shall be the Co-Chair of the Professional Development and Advancement Committee and shall maintain the Administrative Manual. The President-Elect shall succeed to the Office of President if the Office of President becomes vacant for any reason. If less than eight (8) months remain in the fiscal year, the President-Elect shall hold the office of President for the following term. If more than eight (8) months remain in the fiscal year, a special election shall be held to elect a new President-Elect.

The President-Elect shall also perform such other duties as may be required by the Code of Bylaws or as may be prescribed by the Board of Directors or the President.

**Section 5.06. Secretary.**

The Secretary or designee shall have custody and care of the corporate records and minutes book. The Secretary shall attend all the meetings of the Board of Directors and members, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees of the Board of Directors when required. The Secretary will serve as chairperson of the Membership & Communications Committee. The Secretary shall attend to the giving and serving of all notices of the Association, shall file and take care of all papers and documents belonging to the Association, and shall perform such other duties as may be required by the Code of Bylaws or as may be prescribed by the Board of Directors or the President. The term of office of Secretary shall always end in an even-numbered year.

**Section 5.07. Treasurer.**

The Treasurer or designee shall keep correct and complete records of account, showing accurately at all times the financial condition of the Association. The Treasurer or designee shall be the legal custodian of all moneys, notes, securities and other valuables which may from time to time come into the possession of the Association. The Treasurer or designee shall immediately deposit all funds of the Association coming into his/her hands in some reliable bank or other depository to be designated by the Board of Directors, and shall keep such bank account in the name of the Association. The Treasurer shall chair the Fiscal Advisory subcommittee. The Treasurer or designee shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial conditions of the Association and shall perform such other duties as may be required by this Code of Bylaws or as may be prescribed by the Board of Directors or the President. The Term of office of Treasurer shall always end in an odd-numbered year.

**Section 5.08. Past-President.**

The Past-President shall chair the Advocacy & Collaboration Committee and hold office for a term of one year or until a successor is elected and qualified. The Past-President shall perform the function of President in the absence of the President and President Elect. The Past-President shall perform such other duties as may be required by the Board of Directors or the President.

**Section 5.09. Removal.**

Any Officer may be removed, with or without cause, from office by affirmative vote of a majority of Directors present at any regular or special meeting of the Board of Directors called for that purpose.

**Section 5.10. Resignations.**

Any Officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and, if no time is specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

**ARTICLE 6**  
**Standing Committees**

**Section 6.01. Organization and Duties.**

The Association shall have four (4) standing committees comprised of members and Directors with the following duties.

Clause (a). Unless otherwise specified below, each committee shall consist of a member of the Board of Directors and, when possible, at least one (1) Full Member from each region.

Clause (b). Chairpersons shall be appointed by the President subject to approval by the Executive Board. They shall serve terms of one (1) year and may be reappointed. Chairpersons must be Full Members of the Association.

**Section 6.02. Leadership and Management Committee Shall:**

Be responsible for management of fiscal operations (budgets, financial reports), revision of Bylaws and Policies & Procedures, developing goals, coordinating, activities, and accountability, planning and conduct of the board retreat, planning, conduct, and follow up for Executive board meetings, and use of technology to support overall management and operations.

**Section 6.03. Communications and Membership Committee Shall:**

Be responsible for communication with members, graduate students and faculty, publicity for organization, newsletters, more incentive to join/better communication, recruitment of executive board members, recruitment of new members, voicing current issues/actions to membership, and use of technology for communication (e.g., online/networking listserv).

**Section 6.04. Advocacy and Collaborations Committee Shall:**

Present an active presence at State House, advocate at regional levels. Collaborate with other organizations, Indiana Department of Education, and partner with school psychology training programs.

**Section 6.05. Professional Development and Advancement Committee Shall:**

Be responsible for professional development at the regional level, online training opportunities, involvement of graduate students and early career school psychologists in the organization, awards and scholarships, regional meetings, coordination of regional activities and professional development, spring conference, fall conference, NASP Continuing Professional Development, and to be a resource on licensing on both a state and national level.

**Section 6.6. Special Committees.**

Clause (a). Special Committees may be established by the Board to perform specific tasks of limited duration.

Clause (b). Chairpersons and members of special committees shall be appointed by the President, subject to approval by the Board of Directors.

Clause (c). Special committees shall be dissolved when their responsibilities have been discharged. A special committee shall not be continued for more than three (3) years. If need for its function continues beyond three (3) years, the Board shall assign the function to an existing standing committee or establish a new standing committee.

**ARTICLE 7**

**Independent Practice Endorsement (IPE) Board**

**Section 7.01. Composition of IPE Board.**

Clause (a). IPE Board will consist of six (6) members appointed by IASP President.

Clause (b). IASP President will serve as non-voting ex-officio member, unless also a member of the Board.

**Section 7.02. Duties of IPE Board.**

Clause (a). Recommend to the Indiana Professional Standards Board/ Department of Education the addition of independent practice endorsements to the licenses of existing and qualified school psychologists.

Clause (b). Develop renewal procedures for the IPE that are expedient and coordinate easily with the State procedures for licensure renewal, in accordance with 515 IC 2-1-1.

Clause (c). Make recommendations to the IPSB/DOE and IASP regarding the licensure, IPE, and ethical standards of school psychologists in both the private and public practice of school psychology in Indiana.

**ARTICLE 8**  
**Loans to Officers and Directors**

The Association shall not make any advancement for services to be performed in the future nor shall it make any loan of money or property to any Officer or Director of the Association.

**ARTICLE 9**  
**Corporate Books**

Except as otherwise provided by the laws of the State of Indiana, by the Articles of Incorporation, or by this Code of Bylaws, the books and records of the Association may be kept at such place or places, within or without the State of Indiana, as the Board of Directors may from time to time determine.

**ARTICLE 10**  
**Financial Affairs**

**Section 10.01. Contracts.**

The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, such authority may be general or confined to a specific instance: and unless authorized by the Board of Directors, 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 for any purpose or to any amount.

**Section 10.02. Deposits.**

All moneys of the Corporation shall be deposited in the name of the Corporation under such conditions and at such financial institutions as shall be determined by the Board of Directors.

**Section 10.03. Loans.**

Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness

shall be issued in its name. Such authorization may be general or confined to specific instances.

**Section 10.04. Gifts.**

The Board of Directors may accept on behalf of the Corporation any gift, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors shall determine.

**ARTICLE 11**  
**INDEMNIFICATION**

**Section 11.01. Indemnification by the Corporation.**

To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer, employee, or agent of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereto, or (b) if not wholly successful, then if such person is determined as provided in this Article to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed to be not opposed to the best interests of the Corporation) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that his or her conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding, civil or criminal, by judgment, order, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article.

**Definitions.** (a) As used in this Article, the terms "claim, action, suit, or proceeding" shall include any threatened, pending, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation, or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which a person (or his or her heirs or personal representatives) may become involved, as a party or otherwise:

- (i.) By reason of his or her being or having been a director, officer, employee, or agent of the Corporation or of any corporation where he or she served as such at the request of the Corporation, or
- (ii.) By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of the Corporation, or

(iii.) By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

a) As used in this Article, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.

b) As used in this Article, the term "wholly successful" shall mean

(i.) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or her,

(ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding, or

(iii) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the Corporation of the same, without any payment or promise made to induce a settlement.

### **Section 11.02. Entitlement to Indemnification.**

Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification

(a) if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the "referee"), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in Section 1 of this Article and

(b) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee's findings that are within the possession or control of the Corporation.

### **Section 11.03. Relationship to Other Rights.**

The right of indemnification provided in this Article shall be in addition to any rights to which any person may otherwise be entitled.

### **Section 11.04. Extent of Indemnification.**

Irrespective of the provisions of this Article, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees, or agents of the Corporation to the fullest extent



permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

**Section 11.05. Advancement of Expenses.**

Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

**Section 11.06. Purchase of Insurance.**

The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article and insurance protecting the Corporation's directors, officers, employees, and agents.

**ARTICLE 12**  
**MISCELLANEOUS**

**Section 12.01. Conflict of Interest.**

The board shall adopt and periodically review a conflict of interest policy to protect the Association's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

**Section 12.02. Nondiscrimination Policy.**

The officers, directors, committee members, employees, and persons served by this Association shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Indiana Association of School Psychologists, Inc. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

**Section 12.03. Policies and Procedures.**

The matters of the Association shall be managed according to the Policies and Procedures adopted by the majority of the Board of Directors.

**ARTICLE 13**  
**Amendments**

The power to make, alter, amend or repeal the Code of Bylaws is vested in the Board of Directors, which power shall be exercised by affirmative vote of a majority of the Directors present at any meeting of the Board of

Directors; provided, however, that the proposed amendment shall be included in the notice of such meeting. If notice of a proposed amendment to the Code of Bylaws is included in the notice of any meeting of the Board of Directors, it shall be in order to consider and adopt at that meeting any amendment to the Code of Bylaws dealing with the subject matter with which the proposed amendment is concerned.

*Revision 6/05, 1/06, 4/07, 8/10, 9/14, 5/15*