

**Bylaws of**  
**IMAGO RELATIONSHIPS INTERNATIONAL, INC.**

**ARTICLE I**

**NAME**

The name of the corporation shall be “Imago Relationships International, Inc.,” hereinafter the “Corporation” or “IRI.”

**ARTICLE II**

**PURPOSES**

The purpose of the Corporation is to promote Imago and not for the pecuniary profit or financial gain of its Members, Board Directors, or Officers.

**ARTICLE III**

**STATEMENT OF VISION AND MISSION**

The Vision and Mission of IRI are the cornerstone for guiding the business direction of the Corporation, and all transactions, whether conducted by Members, Staff, Board of Directors or Officers. (See Addendum)

**ARTICLE IV**

**OFFICES**

**Principal Office.** The principal office of the Corporation in the State of New York shall be located at such places as may be determined from time to time by the Board of Directors. The Corporation may have other offices, either within the County of New York City (Manhattan), State of New York, or as the Board of Directors determines.

**ARTICLE V**

## MEMBERSHIP

**Section 1. Qualifications for Membership.** Members shall fulfill all current requirements posted by the Corporation, including but not limited to payment of dues, and shall have no voting rights in management of the Corporation.

**Section 2. Classes.** IRI shall define classes of membership and make information available to members during initial recruitment as well as during periodic membership renewals.

**Section 3. Approval of Membership Policy.** Membership policy including, but not limited to, the setting of dues, membership qualifications and classes, membership rights and privileges, and membership discipline and expulsion, shall be presented before the Board of Directors of IRI for approval by IRI staff.

## ARTICLE VI

### BOARD OF DIRECTORS

**Section 1. Management.** The Board of Directors (the “Board”) shall have general power to control and manage the affairs and property of the Corporation and shall have full power to adopt rules and regulations governing the action of the Board and shall have full authority with respect to, among other things, the distribution and payment of monies received by the Corporation from time to time; provided, however, that the fundamental and basic purposes of the Corporation, as expressed in the Certificate of Incorporation and in Article II above, shall not thereby be amended or changed, and provided, further, that the Board of Directors shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any private individual except as permitted under both the Not-for-Profit Corporation Law of the State of New York and Section 501(c)(3) of the Internal Revenue Code.

The Board may hire an Executive Director to oversee daily operations of the business of the Corporation, staff all meetings of the Board, and provide regular reports to the Board.

**Section 2. Number and Composition.** The number of directors constituting the entire Board shall not be less than ten (10) nor greater than twenty-three (23). The precise number of directors shall be determined by resolution of the Board of Directors. The Board shall strive to accurately reflect the IRI community and the population at-large served by IRI in all its diversity.

**Section 3. Board Member Categories.** Regular Board Members shall be categorized in three classes corresponding to the date of termination of the three (3) year term. In the event of a vacancy occurring during the regular membership term due to resignation or other termination, the Governance Committee, as defined in Article IX, Section 3 below, shall propose a candidate to fill the regular term of the vacated member. A member of the

IRI Institute Faculty, having been elected by the faculty and nominated to the Governance Committee, shall serve as a director of the corporation. Emeritus members shall be lifetime members on the Board, with such positions occupied by the co-founders of Imago Relationship Theory. Emeritus members shall serve as support and counsel to the Board and have no voting rights.

**Section 4. Election and Terms of Office.** The Governance Committee shall monitor vacancies on the Board and, when appropriate, propose individuals for nomination to the Board. Directors are elected for three (3) year terms. After completing one term of three (3) years, a director may be re-elected for another three year term. If a Director's term ends before his / her office term ends, that Director's term on the Board is extended to the end of the office term.

**Section 5. Newly Created Directorships and Vacancies.** Newly created directorships resulting from an increase in the number of Directors and vacancies occurring on the Board for any reason may be filled by vote of a majority of the Directors then in office, although less than a quorum, and each Director chosen pursuant to this Section 5 shall hold office until the next succeeding annual election of Directors and until his or her successor has been elected and qualified or until his or her earlier resignation or removal.

**Section 6. Removal.** Any Director may be removed, with or without cause, at any time by a two-thirds vote of the Directors then in office at a Regular or at a Special meeting called for that purpose. The absence of a Director from three (3) consecutive Board meetings without an excuse shall constitute sufficient cause for removal.

**Section 7. Meetings.** The annual meeting of the Board of Directors shall be held each year in September or at such other time and place as shall be designated by the Board of Directors. Regular meetings of the Board of Directors shall be held at such time and place as from time to time may be fixed by the Board of Directors. Special meetings of the Board of Directors shall be held at the request of the Chairperson or the request of three or more Directors. Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 8. Notice of Meetings.** The annual meeting of the Board of Directors shall be held upon four (4) weeks written or oral notice given personally or by telephone or by other means of electronic communication including electronic mail. Regular and Special meetings shall be held upon five days written or oral notice given personally or by telephone or by other means of electronic communication including electronic mail, in which case the meeting may be held as soon after such notice is given as a quorum may be assembled at the place of the meeting, unless another time shall be specified in the notice. The notice of the annual meeting and any special meeting shall state the place, date, and hour of the meeting. Subsequent to the foregoing telephonic or electronic notice, written notice may also be mailed by first class mail and shall be deemed to be

given when deposited in the United States mail, with postage thereon prepaid, directed to the Director at his or her address as it appears on the books of the Corporation. A majority of Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of adjournment of the meeting of the Board of Directors to another time or place shall be given to the Directors who were not present at the time of adjournment and, unless such time and place are announced at the meeting, to other Directors. The Board shall make every reasonable effort to be certain that all Board members receive timely notice.

**Section 9. Waiver of Notice.** Notice of a meeting need not be given to any Director who submits a signed waiver of notice, whether before or after the meeting, or who attends a meeting without protesting, prior thereto or at its commencement, the lack of notice to him/her.

**Section 10. Quorum.** At all meetings of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business or any specified item of business.

**Section 11. Voting.** The vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as may otherwise be specifically provided by statute or by the Certificate of Incorporation.

**Section 12. Consents.** Whenever any action is required or permitted to be taken by the Board of Directors or any Committee thereof, such action may be taken without a meeting if all members of the Board of Directors or the Committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the members of the Board of Directors or Committee shall be filed with the minutes of the proceedings of the Board of Directors or Committee. For purpose of this Section 12, “written consent” includes writing by electronic mail.

**Section 13. Compensation.** Board Directors, as such, shall not receive any stated salary for their services as members of the Board, but by resolution of the Board, reimbursement of expenses may be allowed for expenditures reasonably incurred in attending regular or special meetings of the Board or any meetings of any committee of the Board of which such Director is a member, or other meetings sanctioned by the Board of Directors.

**Section 14. Standing Committees.** The Board of Directors, by resolution adopted by a majority of the entire Board, shall designate from among its members, Standing Committees of the Corporation, as defined in Article IX, which shall be as follows: Executive Committee, Finance Committee, Governance Committee, and License Committee, each of which, to the extent provided in such resolution, shall have the authority of the Board of Directors except as otherwise provided by law. Each Committee shall keep regular minutes of its proceedings and report the same to the Board when required.

Ad hoc and/or other committees, as defined in Article IX below, may be designated by the Chairperson with the advice and consent of the Executive Committee to provide for or to directly carry out the mission of the Corporation, and each with membership to be determined by the Board.

## ARTICLE VII

### OFFICERS

**Section 1. Officers.** At the annual meeting of the Board, the Governance Committee, as defined in Article IX, Section 3 below, shall propose a slate of officers for election to a two year term to commence at the end of the annual meeting. Nominations from the floor shall also be accepted and placed on the ballot for each office, as offered. The officers of the Corporation shall be elected by a majority vote of the Board of Directors and shall include a Chairperson, a Chair Elect, a Secretary and a Treasurer, who shall be members of the Board. Directors may also elect or appoint one or more assistant officers and agents with no voting authority as it shall determine from time to time advisable. No assistant officer need be a member of the Board of Directors. Election shall be by voice vote unless otherwise determined by the Board.

**Section 2. Tenure, Resignation, Removal.** Each officer of the Corporation shall hold office until the officer's successor is elected or appointed or until the officer's earlier displacement from office by resignation, removal, or otherwise. Any officer may resign by written notice to the Corporation and may be removed for cause or without cause by a two-thirds vote of the Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy will be filled by majority vote of the Board of Directors. Directors may take a specified leave of absence with the approval of the Board of Directors.

**Section 3. Compensation.** Officers of the Board shall serve without compensation. (See Article VI, Section 13.)

**Section 4. Authority and Duties.** All officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws or, to the extent not so provided, as may be prescribed by the Board of Directors.

**Section 5. The Chairperson.** The Chairperson shall oversee the Board and Executive Committee, as defined in Article IX, Section 1 below, meetings; serve as ex-officio member of all committees; work in partnership with the Executive Director and Secretary to make sure Board resolutions are recorded and implemented; call special meetings if necessary; appoint all other committee chairs in consultation with the Board and the Executive Director; assist the Executive Director in preparing agendas and handouts for Board meetings; assist the Executive Director in conducting new Board member orientation; when appropriate, oversee searches for a new Executive Director; coordinate

Executive's Director's annual performance evaluation; work with the Governance Committee, as defined in Article IX, Section 3 below, to recruit new Board members; act as an alternate spokesperson for the organization; periodically consult with Board members on their roles and help them assess their performance.

**Section 6. The Chair Elect.** The Chair Elect shall assist the Chairperson in the management of the business of the Corporation and the implementation of resolutions and orders of the Board of Directors at such times and in such manner as the Chairperson or the Board of Directors deem to be advisable. The Chair Elect shall in the absence or disability of the Chairperson exercise the powers and performs the duties of Chairperson, and such Chair Elect shall have such other powers and duties as the Board of Directors or the Chairperson may from time to time prescribe. The Chair Elect shall be a member of the Executive Committee of the Board and shall serve as Chair of the Governance Committee. At the end of the current Chair's term, Chair Elect shall assume office of the Chair.

**Section 7. The Treasurer.** The Treasurer shall have the care and custody of the corporate funds and other valuable effects, including securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer may disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chairperson and the Board of Directors, at meetings or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other duties as generally are incident to the office of Treasurer and as may be prescribed by the Board of Directors or by the Chairperson. The Treasurer may delegate, with the assistance of the Executive Director, the accounting and finance functions of the office to an accountant or other appropriate financial professional approved by the Board. The Treasurer, with the assistance of the Executive Director shall however, be responsible for overseeing the work of any such accountant or other financial professionals and shall be responsible for all reports to the Board. The Treasurer shall chair the Finance Committee, as defined in Article VIII, Section 2 below, and shall be a member of the Executive Committee, as defined in Article IX, Section below, of the Board.

**Section. 8. The Secretary.** The Secretary shall attend all meetings of the Board of Directors, shall record the minutes of all proceedings taken at such meetings, and maintain all documents evidencing corporate actions and resolutions taken by written consent of the Board of Directors, in a book to be kept for that purpose. The Secretary shall perform similar duties for any committees of the Board of Directors when required. He or she shall see to it that all notices of special meetings of the Board of Directors are duly given in accordance with these By Laws or as required by statute. The Secretary shall be the custodian of the seal of the Corporation and when authorized by the Board of Directors, shall cause the Corporation seal to be affixed to any document requiring it, and, when so affixed, attested by his or her signature as Secretary. The Secretary shall

also perform such other duties as generally are incident to the office of Secretary and as from time to time may be prescribed by the Board of Directors or by the Chairperson. The Secretary shall be a member of the Executive Committee of the Board.

## ARTICLE VIII

### IMAGO INTERNATIONAL INSTITUTE

The Board of Directors, in order to fulfill an aspect of its mission to educate and disseminate the values of Imago theory and practice, has established the Imago International Institute (the “Institute”) to provide for a competent and exemplary faculty. The Institute shall report regularly to the Board about its program and products. The Founder / Emeritus Member shall serve as Chancellor and the Executive Director may serve as President of the Institute.

**Section 1. Faculty.** The Institute’s faculty shall educate and train clinicians for the clinical practice of Imago therapy. The faculty shall provide for the supervision of Imago therapists.

**Section 2. Faculty Advisory Committee.** The Faculty Advisory Committee shall guide the Executive Director in planning and organizing training, development and other such faculty discussions as may be appropriate.

**Section 3. Administration.** The Institute shall administer an admissions procedure, a certification process, and a basic and continuing education program and other such duties required to maintain a high standard of education and service delivery.

**Section 4. Other Committees.** The Institute shall establish faculty committees as needed to help fulfill the mission of IRI, one of which shall be the Faculty Advisory Committee.

**Section 5. Promotion and Marketing.** The Institute shall provide for a variety of ways to promote and expand the dissemination of Imago theory and practice, in coordination and collaboration with the IRI Executive Director.

## ARTICLE IX

### STANDING COMMITTEES

**Section 1. Executive Committee.** The Executive Committee consists of the Chairperson, Chair Elect, Treasurer and Secretary, and Immediate Past Chairperson. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate, from among its members, additional members of the Executive Committee. The Executive Committee shall provide for or directly carry out the mission of the Corporation, between meetings of the entire Board, having and exercising all the authority of the Board in the

management of the Corporation for so long as the Board determines, from time to time; provided, however, that the designation of and the delegation of authority to the Executive Committee shall not relieve the Board, or any director individually, of any responsibility imposed on the Board or any individual director by these Bylaws, or by law. Any member may be removed by the Board, from time to time.

**Section 2. Finance Committee.** The Finance Committee, whose chair shall be the Treasurer of the Corporation, shall consist of three or more members of the Board of Directors, along with other individuals offering their fiduciary and technical expertise, who may or may not be members of IRI. The Finance Committee recommends to the Board of Directors financial standards, fiscal policies and procedures, and annual budgets of the Corporation, in keeping with sound fiduciary responsibility and current laws and regulation, and to perform the fiscal oversight of the Corporation. Any member may be removed by the Board, from time to time.

**Section 3. Governance Committee.** The Governance Committee shall be composed of at least five (5) Members who shall be members of the Board of Directors. The Chair-Elect shall serve as chair of the Governance Committee, and all members of the Committee shall be appointed by the Board Chair. The Governance Committee shall continually monitor all matters related to the Board, including but not limited to, adherence with Section 2 of Article VI above; periodically review the bylaws and corporate documents of the Corporation and its affiliated and subsidiary organizations, if any, and provide any recommendations for change to the Board of Directors; review, recommend or implement as appropriate, the orientation, training and education of the Board of Directors; review, evaluate and submit recommendations to the Board of Directors regarding self-evaluation of the Board and its accomplishment of its goals; and provide on-going review of the Board and its committee participation by Board members, and consider such in regard to re-nomination for successor terms.

**Section 4. License Committee.** The License Committee addresses contractual obligations agreed upon in “Trademark License Agreement, by and among Harville Hendrix, Ph.D. and Helen LaKelly Hunt, Ph.D. and Imago Relationships International, Inc.”, signed October 29, 2006. The License Committee evaluates, approves, or disapproves all of the use of Licensed Rights by IRI including but not limited to the sublicensing of those rights. The License Committee shall consist of five (5) IRI Board of Directors members (except for Licensor’s Representative, which need not necessarily be a member of IRI’s Board of Directors) with the following qualifications: Chair of the Board, Chair Elect, Executive Director of IRI, Representative of Licensor, Chair of PTSC, Chair of New Programs, and Chair of Faculty Advisory. The Executive Director of IRI shall act as the Chair of the License Committee.

## ARTICLE X

### AD HOC and OTHER COMMITTEES

**Ad Hoc and Other Committees.** The Chairperson may appoint ad hoc and/or other committees / projects for set terms and for purposes that are consistent with the Bylaws of the Corporation, with the advice and consent of the Executive Committee. The Chairperson shall appoint members in good standing to serve as chairs of ad hoc or other committees, and may, for good cause, replace ad hoc and/or other committee members and chairs.

Descriptions and purposes of ad hoc and/or other committees / projects shall be filed in the Corporation's Policy and Procedures manual.

## ARTICLE XI

### BOARD OF ADVISORS

**Section 1. Tenure; Authority.** The Board may designate, from time to time, a Board of Advisors who shall provide functional, subject-matter expertise. Service and tenure shall be established as designated by the Board, and may be dissolved by the Board. Individual advisors, or a group of advisors comprising an ad hoc committee, may be designated by the Board as well.

**Section 2. Compensation.** Advisors shall not receive, directly or indirectly, any salary or other compensation for their services; but by resolution of the Board of Directors, reimbursement of expenses may be allowed to any advisor for expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

## ARTICLE XII

### GENERAL PROVISIONS

**Section 1. Checks, Notes, Financial Transactions.** All checks or other orders for the payment of money and all notes or other instruments evidencing indebtedness of the Corporation shall be signed on its behalf by the Executive Director, a designated officer or officers or such other person or persons as the Board of Directors may from time to time designate.

**Section 2. Fiscal Year.** The fiscal year of the Corporation shall be from June 1 through May 31.

**Section 3. Parliamentary Procedure.** Meetings of the Board and Committees of the Corporation shall be governed by the rules contained in Robert's Rules of Order (Newly Revised) in all cases to which they are applicable and in which they are consistent with statute, the Articles of Incorporation or the Bylaws of the Corporation.

**ARTICLE XIII**

**INDEMNIFICATION**

This Corporation shall indemnify and save harmless any officer or director who is made, or threatened to be made, a party to an action or proceeding against judgment, fines, amounts paid in settlements, and all reasonable expenses including attorneys' fees actually and necessarily incurred as a result of such action or proceeding or any appeal therefrom, and such funds may be advanced, as needed, to such officer or trustee. The preceding indemnification and related provisions shall be inclusive of criminal actions or proceedings, and the termination of any such civil or criminal action or proceedings by judgment, settlement, conviction or plea of *nolo contendere*, or equivalent, shall not itself create any presumption that such officer or director did not act in good faith in the best interest of the Corporation or that the Director had reasonable cause to believe his/her conduct was unlawful.

This Corporation shall underwrite the preceding provision for indemnification by purchase of appropriate insurance, to the extent that same is reasonably available.

**ARTICLE XIV**

**AMENDMENTS**

Amendments to these Bylaws may be made by a majority vote of the Directors at any regular or special meeting of the Board of Directors provided that notice of the intent to amend, provided no less than ten (10) days in advance of the meeting, which notice shall include a summary of the amendments proposed, has been given to the members of the Board of Directors in the notice of the meeting.

Approved by the unanimous consent of the Board of Directors, superseding in its entirety the Bylaws originally adopted in August 2002 and including all subsequent amendments with an effective date of **April 24, 2010**.

\_\_\_\_\_  
**Maryrita Wieners, Chair**

\_\_\_\_\_  
**Date**

\_\_\_\_\_  
**Tani Strain, Secretary**

\_\_\_\_\_  
**Date**

## **Addendum:**

### **The Imago Mission and Vision**

*We are the possibility of:*

People are listening to each other, understanding different points of view and responding consciously. Dialogue is the language of relationships and connection.

The mission of Imago Relationships International is to transform relationships in the world. We teach key insights into how relationships work and the effective use of dialogue skills, both directly and in partnership with others.