

BYLAWS

INTERNATIONAL ASSOCIATION FOR JUNGIAN STUDIES

ARTICLE I. OFFICES

SECTION 1. Name.

The name of this corporation is International Association for Jungian Studies (IAJS), a California Nonprofit Corporation.

SECTION 2. Principal Office.

The principal office of the corporation shall be located in Sacramento County, California.

SECTION 3. Other Offices.

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

SECTION 4. Incorporation.

The corporation was incorporated on February 6, 2017 under the Nonprofit Corporation Law of the State of California.

ARTICLE II. PURPOSES

SECTION 1. Objectives and Purposes.

The primary objectives and purposes of this corporation shall be that of an educational, multidisciplinary association dedicated to the exploration and exchange of views about all aspects of the broader cultural legacy of C. G. Jung's work and the history and future of analytical psychology. Through the development of Jungian and Post-Jungian studies, the International Association for Jungian Studies aims to aid the understanding of contemporary cultural trends and the history of psychological and cultural tendencies through conferences, published materials, and other vehicles for the purposes of education and greater awareness.

ARTICLE III. MEMBERSHIP

This corporation shall have members. The Board of Directors may, by resolution, establish one or more classes of members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

SECTION 1. Classes of Membership

- A. Membership is open to those from any discipline, artistic or cultural practice with an interest in Jungian Studies at a scholarly level including analysts and psychotherapists who pay annual membership dues established by the Board of Directors.

Masters and doctoral students as well as candidates undertaking psychoanalytic clinical training shall pay annual membership dues at reduced rates. Students shall provide information (student ID, a letter from the training institute) that they are students, for example, which academic or training organization they are attending and the length of their course of study.

- B. All members shall have equal voting rights.

SECTION 2. Admission to Membership

Members are those who are in good financial standing with the corporation and whose dues are current for the membership year as set by the Board of Directors. Participation in conferences, or other events, incur fees that must be paid in addition to membership dues.

SECTION 3. Removal from Membership

- A. A member may be removed from membership for non-payment of annual membership dues.
- B. A member may be removed from membership due to conflict or other situations. The Board of Directors shall to the best of its ability attempt to resolve conflictual or other situations within the membership or between members of this association. In the event that this is not feasible, the Board of Directors shall have the right to expel any member at any time, and for any reason with or without cause by a two-thirds vote by the Board of Directors.
- C. At the discretion of the Board of Directors, should a member engage in professional activity that is deemed to jeopardize the interests of the IAJS and/or the integrity of the organization and its membership, communications with said IAJS member will be reviewed and the Board of Directors has the right to block communications with the member with or without cause by a two-thirds vote by the Board of Directors.

ARTICLE IV. BOARD MEMBERS

SECTION 1. Number and Qualification of Directors

The number of directors shall be not fewer than 7 nor more than 13, with the exact authorized number of directors to be fixed from time to time by resolution of the Board of Directors with an attempt to keep the total board members an odd number to facilitate majority rule for decision making. The Members shall elect a minimum of 7 Directors every three years. In addition, the Board of Directors may appoint up to 5 persons to serve as full members of the Board of Directors. Directors need not be residents of the state of California. The Board of Directors shall attempt to maintain a diverse representation of persons and include a variety of professional backgrounds. One member of the Board of Directors shall assume responsibility for being the liaison with the International Association for Analytical Psychology and shall be a member of that organization. In the event that no person belonging to the International Association for Analytical Psychology is elected by the Membership to the Board of Directors, the Board of Directors must appoint such a person as liaison and as board member.

SECTION 2. Powers.

This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

SECTION 3. Duties.

It shall be the duty of the Board Members to:

- A. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- B. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- C. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- D. Meet at such times and places as required by these Bylaws;
- E. Register their street and e-mail addresses with the Secretary of the corporation.
- F. Compliance with rules and regulations including tax compliance where applicable.

SECTION 4. Election and Term of Office of Directors

In addition, to the Board of Directors appointing up to 5 persons to serve as full members of the Board of Directors, every three years, the Board of Directors will solicit nominees from the corporation's membership who are in good standing as well as from the existing board of directors to serve as their successors and be presented to the membership who shall elect those candidates via online voting.

Each director shall be elected or officiated for a term of three years. Directors may be nominated to serve for no more than a total of three consecutive terms (or portion thereof, if a director has been appointed to fill a vacancy) provided, however, that in exceptional circumstances, a director may be nominated to serve a fourth consecutive term. Each director shall hold office until a successor has been elected. Where a director is elected for the first time and the beginning of his or her term does not coincide with the beginning of the corporation's fiscal year, currently January 1, the expiration date of his or her first term shall be the expiration date of the class to which he or she is elected.

SECTION 5. Vacancies.

A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is fewer than the authorized number for any reason. Vacancies may be filled by action of the remaining directors by appointing new members for the unexpired portion of the term.

A. Vacancies on the Board shall exist:

- (i) on the death, resignation or removal, or the end of the term of any Board Member, or
- (ii) if positions on the Board remain vacant after an election by the membership, or
- (iii) if a board member resigns, leaving a vacancy on the board, or
- (iv) whenever the number of authorized Board Members is increased.

B. The Board may declare vacant the office of a Board Member who:

- (i) Has ceased to fulfill the responsibilities of a Board Member as defined by the Board prior to the start of the Board Member's term;
- (ii) Has missed three board meetings in a row, or
- (iii) Has been declared of unsound mind by an order of the Superior Court;
- (iv) Has been convicted of a felony;

(v) Has been removed from office by order of the Superior Court for engaging in fraudulent acts pursuant to Section 5226 of the California Nonprofit Public Benefit Corporation Law;

(vi) The Board, in its reasonable opinion, determines that the Board Member should be removed when decided with a 2/3 vote of the Board of Directors.

Any Board Member may resign effective upon giving written notice to the Chair, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. Except on notice to the California Attorney General, no Board Member may resign if the corporation would then be left without a duly elected Board Member or Board Members in charge of its affairs. Vacancies on the board may be filled by approval of the Board. This process may be facilitated by any committee designated to do so by the Board pursuant to Article IV, Section 4 of these Bylaws.

SECTION 6. Resignation and Removal.

Resignations shall be effective upon receipt in writing by the Co-Chairs, the Secretary, or the Board of Directors of this corporation, unless a later effective date is specified in the resignation. The directors in office may remove any director at any time, with or without cause with a 2/3 vote. Absence by a director at three consecutive meetings of the Board of Directors shall constitute cause for removal. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires. Except upon notice to the California Attorney General, no director may resign when the corporation would then be left without a duly-elected director or directors in charge of its affairs.

SECTION 7. Regular Meetings.

The Board of Directors shall hold a minimum of 4 regular meetings per year. Regular meetings may be called by a resolution adopted by the Board of Directors, at the time and place specified in such resolution. Regular meetings may also be called by one or both of the Co-Chairs and noticed in accordance with Section 9.

SECTION 8. Special Meetings.

Special meetings of the Board of Directors may be called by the Co-Chairs, the Secretary, or any two directors, and noticed in accordance with Section 9.

SECTION 9. Notice.

Regular Meetings of the Board may be held without notice if the time and place are fixed by the Bylaws or by the Board. Notice of any special meeting of the Board of Directors (and any regular

meeting called by the Co-Chairs) shall be given to each director at least four days before any such meeting if given by first-class mail, 48 hours before any such meeting if given by a delivery service such as Federal Express, or if given personally or by telephone, including a voice messaging system or other system or computer-related technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, and shall state the date, place and time of the meeting.

SECTION 10. Waiver of Notice.

The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

SECTION 11. Quorum.

A quorum shall consist of one third (1/3) of the directors of the corporation. A meeting at which a quorum initially is present may continue to transact business, notwithstanding the withdrawal of one or more directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

SECTION 12. Adjournment of Meeting to Another Time and Place.

A majority of Directors present at a meeting, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of adjournment.

SECTION 13. Action Without a Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent to such action in writing including writing by electronic communication. Such written consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as the unanimous vote of such directors.

SECTION 14. Telephone and Electronic Meetings.

Members of Board or of any committee established by the Board may participate in a meeting of the Board or committee by means of conference telephone or similar communication equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

SECTION 15. Standard of Care.

A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

A. General

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;
- (ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (iii) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence; so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in these bylaws, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated. The Board Members, individually or as a group, shall not be personally liable for the debts, liabilities, or any other obligations of the corporation.

B. Investments

Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this

corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

SECTION 16. Inspection

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

SECTION 17. Compensation

The directors shall serve without compensation for their services as directors.

SECTION 18. Director Qualifications.

To qualify for election to the Board of Directors a person must be a member of International Association for Jungian Studies with payment in full of annual membership dues.

SECTION 19. Limitations on Interested Persons.

At all times, not more than 25% of the directors of this corporation may be interested persons. An interested person means either: any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation, if any, paid to a director in his or her capacity as director; or any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 20. Voting Requirements for Board Actions.

Every act or decision done or made by a majority of the number of Board Members holding office at a duly held meeting at which a quorum is present is considered the act of the Board, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Corporation Law, particularly those provisions relating to appointment of committees (Section 9212), approval of contracts and transactions in which a Board Member has a material financial interest (Section 9243) and indemnification of Board Members (9246c), require an act to be approved by a different number of Board Members or pursuant to different voting rules for approval of a matter by the Board. In relation to interested transactions with a Board Member under Section 9243, the approval of the Board must be by a vote sufficient under these provisions without counting the vote of any interested Board Member or Board Members. If, in good faith, it's determined that a conflict of interest exists, then the vote of the conflicted Board Member shall not count in any vote regarding the conflict.

A. 2/3 Majority Vote

Notwithstanding the foregoing, the following actions require a 2/3-majority vote of the Board holding office (or, when the law requires a membership vote, the Board Members acting as members pursuant to Article XIII of these Bylaws):

- (i) Appointment or Removal of an Officer;
- (ii) Spending funds in excess of \$ 2,000.00;
- (iii) Amending Bylaws; and
- (iv) Merging with another entity.

SECTION 21. Conduct of Meetings.

Meetings of the Board shall be presided over by one or both of the Co-Chairs of the Board, or in the absence of one or both of these persons, by a Board Member chosen by a majority of the Board Members present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by the most current publication of Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, or with provisions of law.

SECTION 22. Action by Unanimous Written Consent Without Meeting.

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all Board Members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Board Members. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that the Bylaws of this corporation authorize the Board Members to so act, and such statement shall be prima facie evidence of such authority.

SECTION 23. Nonliability of Directors

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

SECTION 24. Conflict of Interest

A. Financial Interest:

No director of this corporation, and no other entity in which a director has a material financial interest or serves as a director, trustee or officer, shall be interested, directly or indirectly, in any contract or transaction with this corporation, unless all of the following apply:

- (i) The material facts regarding the interested director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the board prior to the board's consideration of such contract or transaction;

- (ii) Such contract or transaction is authorized in good faith by a majority vote of the Board sufficient for that purpose without counting the vote of the interested director;
- (iii) Before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- (iv) The corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

For the purposes of this section, the ownership of publicly traded stock does not constitute a material financial interest.

B. Advance of Funds.

This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

SECTION 25. Indemnification

A. Definitions

For the purpose of this Section 25, “agent” means any person who is or was a director, honorary director, officer, employee, volunteer or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation; which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” includes without limitation attorneys’ fees and any expenses of establishing a right to indemnification.

B. Indemnification in Actions by Third Parties

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action or in the right of the corporation to procure a judgment in its

favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

C. Indemnification in Actions by or in the Right of the Corporation

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation, or brought under Section 5233 of the California Nonprofit public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in alike position would use under similar circumstances. No indemnification shall be made under this Section C:

- (i) In respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for the expenses which such court shall determine;
- (ii) Of amounts paid in settling or otherwise disposing of a threatened or pending action, without court approval; or
- (iii) Of expenses incurred in defending a threatened or pending action, which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

D. Indemnification Against Expenses

To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Sections B or C of this Section or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

E. Required Determinations

Any indemnification shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Article IV, Section 15 by:

- (i) A majority vote of a quorum consisting of directors who are parties to such proceeding; or
- (ii) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

F. Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article IV.

G. Other Indemnification

No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Article IV. Nothing contained in this Article IV shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

H. Forms of Indemnification Not Permitted

No indemnification or advance shall be made under this Article IV in any circumstances where it appears:

- (i) That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action

asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

- (ii) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

I. Compliance with Law

Nothing herein in regard to indemnification shall be valid unless in accordance with Section 5238 of the California Corporations Code.

ARTICLE V. OFFICERS

SECTION 1. Number of Officers.

The officers of the corporation shall be Co-Chairs (2 people), Secretary, and Treasurer. One person may not hold two offices.

SECTION 2. Qualification, Election and Term of Office.

Any Board Member may serve as officer of this corporation. Officers shall be elected by a majority vote of the Board Members holding office for up to a maximum of three consecutive one-year terms.

SECTION 3. Removal and Resignation.

Any officer may be removed by the Board upon a 2/3-majority vote of the Board Members holding office for any one (1) of the following reasons:

- (i) Has ceased to fulfill the responsibilities of an officer as defined by the Board;
- (ii) Has missed three board meetings in a row;
- (iii) Has been declared of unsound mind by an order of the Superior Court;
- (iv) Has been convicted of a felony;
- (v) Has been removed from office by order of the Superior Court for engaging in fraudulent acts pursuant to Section 5233 of the California Nonprofit Public Benefit Corporation Law; or
- (vi) The Board, in its reasonable opinion, determines by 2/3 majority vote that the Officer should be removed.

Any officer may resign at any time by giving written notice to the Board or to the Chair or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board relating to the employment of any officer of the corporation.

SECTION 4. Vacancies.

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board with a 2/3-majority vote of the Board Members holding office. In the event of a vacancy in any office other than that of Chair, such vacancy shall be filled temporarily by appointment by the Chair until the next duly called and noticed Board meeting, wherein the Board shall fill the vacancy.

SECTION 5. Duties of Co-Chairs.

The Co-Chairs shall act jointly and individually as the chief executive officer (CEO) of the corporation and shall, subject to the control of the Board, supervise and control the affairs of the corporation and the activities of the officers. They shall perform all duties incident to their office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board. They, or a designate, shall preside at all meetings of the Board. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, they shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board.

SECTION 6. Duties of Secretary.

The Secretary shall:

- (i) Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date;
- (ii) Keep at the principal office of the corporation or at such other place as the Board may determine a book of minutes of all meetings of the Board Members, and, if applicable, meetings of committees of the Board Members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- (iii) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(iv) Act as custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which, on behalf of the corporation under its seal, is authorized by law and these Bylaws;

(v) Exhibit at all reasonable times to any Board Member of the corporation, or to his or her agent or attorney, on request thereof, the Bylaws and the minutes of the proceedings of the Board Members of the corporation; and

(fvi) Perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

SECTION 7. Duties of Treasurer.

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

(i) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as are selected and designated by the Board;

(ii) Receive, and give receipt for, moneys due and payable to the corporation from any source whatsoever;

(iii) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board, taking proper vouchers for such disbursements;

(iv) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(v) Exhibit at all reasonable times the books of account and financial records to any Board Member of the corporation, or to his or her agent or attorney, on request thereof;

(vi) Render to the Co-Chairs and Board Members, whenever reasonably requested, a written accounting of any or all of his or her transactions as Treasurer and of the financial condition of the corporation;

(vii) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required written reports;

(viii) Perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

ARTICLE VI. COMMITTEES

SECTION 1. Executive Committee.

The Executive Committee shall be composed of four members: the two (2) Co-Chairs, the Secretary, and the Treasurer. The Board may delegate to such committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

- (i) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of a majority or a 2/3 majority vote of the Board Members holding office;
- (ii) The filling of vacancies on the Board or on any committee, which has the authority of the Board;
- (iii) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (iv) The amendment or repeal of any resolution of the Board, which by its express terms is not so amendable or repealable;
- (v) The appointment of committees of the Board or the members thereof. By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of members of the Executive Committee, and fill vacancies therein from the Members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

SECTION 2. Standing Committees.

The corporation shall have the following standing committee: Executive Committee. The Board may create Standing Committees at any time with a vote of 2/3 of the board members in office. These committees shall act in an advisory capacity only to the Board. The head of each standing committee shall be appointed by the Board Chair and shall have the title Committee Chair and shall be Board Members. The Committee Chair for each committee shall select such additional members of each committee as are necessary to carry out the functions of the committee.

SECTION 3. Additional Committees and Groups.

The corporation shall have such other committees and groups as may from time to time be designated by resolution of the Board. These additional committees shall act in an advisory capacity only to the Board.

SECTION 4. Meetings and Action of Executive Committees.

Meetings and actions of the Executive Committee, or any committee to which the Board legally delegates authority, shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board and its Board Members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board or by the committee. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE VII. CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

SECTION 1. Purpose of the Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2. Definitions

A. Interested Person.

Any Director, Principal Officer, member of a committee with governing Board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

B. Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (i) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
- (ii) a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or

- (iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article IV, Section 19, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

SECTION 3. CONFLICT OF INTEREST AVOIDANCE PRODEDURES

A. Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the governing Board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority

vote of the disinterested Directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy.

If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. Records of Board and Board Committee Proceedings

The minutes of meetings of the governing Board and all committees with Board delegated powers shall contain:

The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.

The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5. Compensation Approval Policies

A voting member of the governing Board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation,

either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for Directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the Board or a duly constituted compensation committee of the Board shall also comply with the following additional requirements and procedures:

A. Terms of Compensation

The terms of compensation shall be approved by the Board or compensation committee prior to the first payment of compensation,

B. No Conflict of Interest when Approving

All members of the Board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each Board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

- (i) is not the person who is the subject of compensation arrangement, or a family member of such person;
- (ii) is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangements;
- (iii) does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement;
- (iv) has no material financial interest affected by the compensation arrangement; and
- (v) does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the Board or committee member.

C. Rely on Appropriate Data

The Board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

- (i) compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources;
- (ii) the availability of similar services in the geographic area of this organization;
- (iii) current compensation surveys compiled by independent firms; and
- (iv) actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the Board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

D. A Record of the Decision

The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board or compensation committee that approved the compensation. Such documentation shall include:

- (i) the terms of the compensation arrangement and the date it was approved;
- (ii) the members of the Board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each Board or committee member;
- (iii) the comparability data obtained and relied upon and how the data was obtained;
- (iv) If the Board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the Board or

committee shall record in the minutes of the meeting the basis for its determination;

- (v) If the Board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the Board or committee meeting;
- (vi) any actions taken with respect to determining if a Board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).

The minutes of Board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next Board or committee meeting or 60 days after the final actions of the Board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next Board or committee meeting following final action on the arrangement by the Board or committee.

SECTION 6. ANNUAL STATEMENTS

Each Director, Principal Officer, and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person:

- (a) has received a copy of the conflicts of interest policy;
- (b) has read and understands the policy;
- (c) has agreed to comply with the policy; and
- (d) understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7. Periodic Reviews

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (i) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining; and
- (ii) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

SECTION 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VII. EXECUTION OF INSTRUMENTS DEPOSITS AND FUNDS

SECTION 1. Execution of Instruments.

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

SECTION 2. Checks and Notes.

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by such persons who are authorized by resolution of Board at a properly authorized, duly held meeting.

SECTION 3. Deposits.

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may designate with the advice of the Finance Committee, provided that such a committee is in existence at the time of such designation.

SECTION 4. Gifts.

The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the purposes of this corporation.

ARTICLE X. CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. Maintenance of Corporate Records.

The corporation shall keep electronic records of:

- (i) Minutes of all meetings of Board and of the committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (ii) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts disbursements, gains and losses;
- (iii) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection at all reasonable times.

SECTION 2. Corporate Seal.

The Board may adopt, use, and, at will, alter, the corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. Board Members' Inspection Rights.

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

SECTION 4. Right to Copy and Make Extracts.

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

SECTION 5. Periodic Report.

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state, to be so prepared and delivered within the time limits set by law.

ARTICLE IX. FISCAL YEAR

SECTION 1. Fiscal Year of The Corporation.

The fiscal year of the corporation shall be set by a resolution of the Board.

ARTICLE X. GOVERNING LAW

SECTION 1. Governing Law

In all matters not specified in these Bylaws, Robert's Rules of Order, newly revised, shall be the parliamentary authority for all matters of procedures not specifically covered by these Bylaws. In the event these Bylaws shall not comply with applicable law, the California Nonprofit Corporation Law as then in effect shall apply.

ARTICLE XI. AMENDMENT OF BYLAWS

SECTION 1. Amendment.

Subject to any provision of law applicable to the amendment of Bylaws of nonprofit corporations, these Bylaws, or any of them may be altered, amended, or repealed and new Bylaws adopted by a 2/3-majority vote of the Board Members holding office.

ARTICLE XII. AMENDMENT OF ARTICLES

SECTION 1. Amendment.

Amendment of the Articles of Incorporation shall be adopted upon a 2/3 majority vote of the Board.

SECTION 2. Certain Amendments.

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

ARTICLE XIII. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. Prohibition Against Sharing Corporate Profits and Assets.

This corporation's assets are irrevocably dedicated to educational purposes. No Board Member, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its educational purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. On such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of INTERNATIONAL ASSOCIATION FOR JUNGIAN STUDIES, a California Corporation; and:

2. That the foregoing bylaws and this certificate, comprising twelve (12) pages, constitute the Bylaws of said corporation as duly adopted by action of the Board of Directors of the Organization on October XX, 2018.

In Witness Whereof, I have hereunto subscribed my name and affixed the seal of said corporation this XX day of 2018.

Camilla L. Giambonini, Secretary

Signatures of the Board of Directors of the
International Association for Jungian Studies

dated September XX, 2018.

Elizabeth Brodersen

Kiley Laughlin

David Barton

Camilla L. Giambonini

Konoyu Nakamura

Stephen Farah

Marybeth Carter

Jon Mills

Roger Brooke