

# **By-Laws of The International Focusing Institute**

(A corporation organized under the Illinois Nonprofit Corporation Act)

AMENDED 12/09/2022

## **ARTICLE ONE - ORGANIZATION**

1. The name of this organization shall be The International Focusing Institute.
2. The organization may change its name at any time by a decision of the board of directors.
3. The International Focusing Institute is organized under and shall operate as an Illinois Not For Profit Corporation and shall have such powers as are now granted by the Illinois General Not For Profit Corporation Act of 1986 or as may hereafter be granted by legislation of the State of Illinois.
4. At all times and within such purposes The International Focusing Institute will operate exclusively for charitable, religious, literary, educational and scientific purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and transact such other business as may be permitted for corporations exempt from tax under §501(c)(3) of the Code.
5. No part of the net earnings of The International Focusing Institute shall inure to the benefit of any director or officer of The International Focusing Institute or to the benefit of any private individual except that reasonable compensation may be paid for services rendered to or for The International Focusing Institute in carrying out its purposes.
6. Neither directors nor officers of The International Focusing Institute nor private individuals shall be entitled to share in the distribution of any of the corporate assets on dissolution of The International Focusing Institute.
7. Notwithstanding any other provisions of these By-Laws The International Focusing Institute shall not conduct or carry on any other activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they may now exist or as they may hereafter be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.
8. Upon the dissolution of The International Focusing Institute or the winding up of its affairs the assets of The International Focusing Institute shall be distributed exclusively for the tax- exempt purposes stated in Article Two of these By-Laws either by direct distribution or by distribution to one or more organizations to which contributions are deductible under the provisions of Section 170(b)(1)(A), 2055 and 2522 of the Internal

Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

## **ARTICLE TWO - PURPOSES**

The purposes of The International Focusing Institute are educational, mental health and the development of new models of thinking and social change and problem solving. Such models will be based on the Philosophy of the Implicit and on the practice of Focusing and on the practice of Thinking at the Edge.

No substantial part of the activities of The International Focusing Institute shall be carrying on of propaganda or otherwise attempting to influence legislation. The International Focusing Institute shall not participate in or intervene in any political campaign on behalf of any candidate for public office and shall not publish or distribute political statements.

## **ARTICLE THREE – BOARD OF DIRECTORS**

### **Section 1. General Powers.**

The affairs of The International Focusing Institute shall be managed by its board of directors except as otherwise provided by applicable statute or by the Articles of Incorporation.

### **Section 2. Number and Tenure of Directors.**

The number of directors of The International Focusing Institute shall be not less than three and not more than ten. Directors of The International Focusing Institute need not be residents of New York or Illinois.

Board members shall be appointed to a three-year term, except when filling a partial term of a departing member. Board members may be re-appointed, but shall serve for no more than six consecutive years. Any director has the right to resign at any time.

### **Section 3. Appointment.**

The board of directors shall approve or disapprove the names of vetted candidates presented to them by their Nominating Committee. In special circumstances, additional directors of The International Focusing Institute may be appointed by the current directors at any meeting of the board of directors. In addition, the board of directors may appoint at any of its meetings a non-voting, board advisory member for a one-year term.

### **Section 4. Resignations.**

Any director of The International Focusing Institute may resign at any time by giving written notice to the president of The International Focusing Institute.

In case of serious illness or death the board of The International Focusing Institute may function with only one or two directors for a period of not more than twenty-eight days by the end of which period enough new directors shall have been appointed to bring the number of directors up to a minimum of three.

The resignation of a director of The International Focusing Institute shall take effect upon receipt of notice by the president of the board of directors, and no acknowledgement of a director's resignation shall be necessary to make it effective.

### **Section 5. Compensation.**

Directors of The International Focusing Institute shall not receive compensation for serving on the board of The International Focusing Institute.

Directors of The International Focusing Institute may be reimbursed for expenses incurred as a result of serving on the board of directors of The International Focusing Institute.

Reasonable compensation may be paid to directors of The International Focusing Institute for services rendered to or for the organization in carrying out its purposes as defined in Article Two.

### **Section 6. Removal.**

A director may be removed of a two-thirds majority of all the other directors.

## **ARTICLE FOUR – MEETINGS**

### **Section 1: Annual and Regular Meetings.**

The presence of at least three of the directors of The International Focusing Institute shall constitute a quorum and shall be necessary to conduct the business of The International Focusing Institute. except that if there are less than three directors as allowed for in Article Three Section 4 above a quorum shall require the presence of all the directors.

The board of directors of The International Focusing Institute shall hold regular meetings throughout the year at intervals of not less than three months in order to conduct the business of The International Focusing Institute.

At least three days notice of board meetings must be given. Board meetings may be held in person or by teleconference or by other electronic means.

There shall be an Annual Meeting at which an Annual Report and Annual Accounts shall be presented and agreed together with any other books or reports or certificates required by law.

## **Section 2: Special Meetings.**

A special meeting of the board of The International Focusing Institute may be called by a minimum of two directors.

Notices of any special meeting shall be sent by e-mail to all directors at their address of record at least three days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting, and by whom called.

No other business but that specified in the notice may be transacted at a special meeting without the unanimous consent of all directors of The International Focusing Institute.

## **ARTICLE FIVE - CONSENSUS AND VOTING**

Any meeting of the board of The International Focusing Institute may be chaired by the president or vice president of the board of The International Focusing Institute. If neither of these officers is available, any director who is present may chair the meeting.

Minutes of board meetings shall be written and submitted for review by the entire board. The final version of the minutes will be posted on the website of The International Focusing Institute.

So far as is reasonable or practicable, the directors of The International Focusing Institute shall make decisions by consensus.

If in the best judgment of the president of the board of The International Focusing Institute, consensus cannot be reached, the president may call for a vote to be taken.

The board of directors of The International Focusing Institute may make such rules and regulations covering its meetings as it may in its discretion determine to be necessary.

## **ARTICLE SIX - OFFICERS**

At its August meeting the board of directors of The International Focusing Institute shall select from their number a president, a vice-president, a secretary and a treasurer. Each appointment is for a one year term, but officers may be reappointed to successive terms if the board so votes. The Executive Director is not eligible to hold any other office.

The vice-president shall in the event of the inability of the president to exercise his or her office become acting president of the organization with all the rights, duties, privileges and powers of the president.

## **ARTICLE SEVEN: EXECUTIVE DIRECTOR**

### **Section 1: Executive Director**

The board of directors will appoint an Executive Director to administer actions taken by the board of directors. Subject to the direction and policies established by the board of directors, the Executive Director shall direct the business and affairs of The International Focusing Institute.

## **Section 2: Other Employees**

The Executive Director may establish other positions of employment as deemed desirable and shall fix the salaries for such positions. The Executive Director shall supervise such other employees.

The Executive Director of The International Focusing Institute shall be the chief executive and financial officer of the organization.

The Executive Director is responsible for ensuring that meetings of the board of directors take place as required by these By-Laws.

The Executive Director shall present at each Annual Meeting of the board of The International Focusing Institute a written Annual Report of the work of The International Focusing Institute.

The Executive Director shall see that all books, reports and certificates as required by law are properly kept or filed.

The Executive Director shall have such powers as may be reasonably construed as belonging to the chief executive of any organization including hiring and fixing the compensation of any and all employees whom they in their discretion may determine to be necessary in the conduct of the business of the organization.

The Executive Director shall maintain records and keep the minutes of all meetings of the board of The International Focusing Institute.

The Executive Director shall be responsible for the general correspondence of the corporation and be the custodian of the records.

The Executive Director shall have the care and custody of all monies belonging to the organization and be solely responsible for such monies or securities of the organization.

The Executive Director shall prepare and file the Annual Accounts of The International Focusing Institute.

The Executive Director shall file any certificate required by any statute, federal or state.

The Executive Director shall render at stated periods as the board of directors shall determine a written account of the finances of the organization and perform such other duties as may be delegated by the board of directors.

## **ARTICLE SEVEN - INDEMNIFICATION**

The International Focusing Institute may indemnify all officers and directors of The International Focusing Institute to the fullest extent permitted by the Illinois General Not for Profit Act of 1986 or subsequent legislation. In each specific instance The International Focusing Institute shall indemnify an officer or director if authorized by a resolution of the board of directors to do so.

The International Focusing Institute is entitled to purchase insurance for purposes of the indemnifications provided in this Article to the full extent as determined from time to time by the board of directors.

## **ARTICLE EIGHT – AMENDMENTS**

These By-Laws may be altered or amended or repealed or added to at any time an affirmative vote of a two-thirds majority of the directors of The International Focusing Institute.