

BY LAWS
OF THE
INTERNATIONAL ASSOCIATION FOR
RATIONAL EMOTIVE BEHAVIOR THERAPY, INC.
(A Florida Corporation Not For Profit)

ARTICLE 1

Name and Offices

1.1 Name. The name of this corporation is the International Association for Rational Emotive Behavior Therapy, Inc. (Hereinafter referred to as the “Association”).

1.2 Offices. The principal office and mailing address of the Association shall be c/o Gerald Duty, Gerald Duty, PLLC, 260 Crandon Boulevard, Suite 32252, Key Biscayne, Florida 33149 or at such other location may be appointed by the Board of Directors. The Association also may have offices at such other places as the Board of Directors from time to time may appoint.

1.3 Purpose. The Association is organized for the purpose of disseminating, researching, furthering, and applying the theory and practice of Rational Emotive Behavior Therapy and Cognitive Behavior Therapy throughout the world in different fields of mental health, education and organizations. This shall include certifying professional service providers, organizing congresses and events and other activities as deemed appropriate by the Board of Directors to advance the above purpose.

ARTICLE 2

Members

2.1 Members. Any institution or individual who shall support the purposes of the Association as stated in § 1.3 of these Bylaws and in the Articles of Incorporation may join the Association upon payment of dues as provided in this article. There shall be five classes of members: Founding Members, Institutional Members, Associate Members, Members Emeritus and Friends of the Association.

(a) **Founding Members.** Founding Members, enjoying the right to vote in all matters coming before the Association's membership, shall solely include the following:

- Ms. Maria Celeste Airaldi Moujan,
- Ms. Rossana Angelica Bringas Putnam,
- Ms. Montserrat Busquets Binefa,
- Ms. Minerva Cázares Escalera,
- Ms. Natalia Ferrero Delgado,
- Ms. Marina Laura Galimberti,
- Mr. Hugo Antonio Galo,
- Ms. Adriana Gamboa Bou,
- Ms. Valerie Hage Fernandez,
- Mr. Arturo Heman Contreras,
- Ms. Pamela Moran Nogueira,
- Ms. Stephanie Pirie Gil,
- Ms. Angela Sofia Ramos Franco,
- Mr. Pedro Javier Reyes Mispireta,
- Mr. Marckus Rodolfo Rivera Pineda,
- Ms. Montserrat Rovira Sieres,
- Mr. Francesc Sorribes Vall,
- Mr. Carlos Suso Ribera,
- Mr. Gerardo Alejandro Valdivia Granier, and
- Ms. Ana Catalina Vargas Fonseca.

(b) **Institutional Members.** Institutional members shall consist of public or private organizations that are dedicated to the research, practice, training and/or diffusion of knowledge about Rational Emotive Behavior Therapy and Cognitive Behavior Therapy, are legally formed and existing in their respective jurisdictions, and have complied with their membership obligations to the Association. Institutional members shall enjoy the right to vote in all matters coming before the Association's membership, as exercised through one duly authorized representative.

(c) **Associate members.** An associate member shall include individuals involved in the field of Rational Emotive Behavior Therapy and Cognitive Behavior Therapy, but not affiliated with a supporting entity member. Associate members shall receive information about the activities of the Association and may participate without voting in all membership activities.

(d) **Friends of the Association.** Friends of the Association shall consist of students and other individuals that support the goals and principles of the Association. Friends of the Association shall receive information about the activities of the Association and may participate without voting in all membership activities.

- (e) **Members Emeritus.** Members emeritus shall be designated by and shall have rights granted and responsibilities delegated to them as a class as determined from time to time by the Board of Directors.

2.2 Dues. Annual dues for each class of members shall be set by a majority vote of the Board of Directors. Dues shall be payable on January 1 of each year.

2.3 Voting for Directors. Unless otherwise provided in the Articles of Incorporation, directors shall be elected by a plurality of the votes cast by the voting members in a meeting at which a quorum is present.

ARTICLE 3

Board of Directors

3.1 Powers. The business and property of the Association shall be managed and controlled by the Board of Directors (hereinafter called the “Directors” and collectively as the “Board”), which shall initially consist of seven (7) members of the Association. All corporate powers shall be vested in the Board, except those that are otherwise provided for in the Articles of Incorporation, these Bylaws, or the laws of the State of Florida. The Board, by general resolution, may delegate to committees or officers of the Association such powers as it may see fit.

3.2 Election and Creation of New Positions. The initial directors shall be Ms. Maria Celeste Airaldi Moujan, Mr. Francesc Sorribes Vall, Mr. Pedro Javier Reyes Mispireta, Ms. Natalia Ferrero Delgado, Ms. Ana Catalina Vargas Fonseca, Mr. Arturo Heman Contreras, and Ms. Marina Laura Galimberti (the “Initial Directors”) and they shall serve for a period of two (2) years following the first Annual Meeting of the Association. All other members of the Board shall be elected at the Annual Meeting of the Board for a period of two (2) years, which term is renewable without restriction for one additional consecutive term. After two consecutive terms, a term of inactivity is required in order to be a member of the board in the following term. The number of Directors may be increased at any time by an affirmative vote of a three-fourths (3/4) majority of the Board. The Board, by a three-fourths (3/4) majority, may appoint a new Director to fill the newly created position or fill any position left vacant by resignation, removal, or incapacity. Any new Director appointed pursuant to this provision shall serve until the Annual Meeting of the Board, at which time she or he may stand for election for a two (2) year term.

3.3 Qualification and Nomination. Any person of legal age and good character, having achieved accreditation as a manager and trainer in rational, emotive, behavior therapy, with such accreditation given by a reputable accreditation-granting organization, as that term is understood

in the sole discretion of the majority of the Board of Directors, and demonstrating a commitment to advancing the objectives of the Association may hold a position as a member of the Board. Individuals may be nominated by any Director to serve on the Board. Nominations shall be presented to the Chair for distribution to the Board in time for inclusion in the notice for the Annual Meeting pursuant to § 3.9.

3.4 Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board.

3.5 Removal. Any Director may be removed from office for cause as provided in §3.5 a. or for failure to attend three consecutive meetings of the Board as provided in §3.5 b.

(a) Removal for Cause. A Director shall be removed for cause only for malfeasance, misfeasance or nonfeasance in office which endangers the function of Association:

(i) Any Director may request the removal of any other Director. Such a request must be in writing and set forth within it the specific actions which provide the basis for the request for removal. The request for removal should be signed by the Director and Submitted to the Chair with copies to the Secretary of the Association and to the Director whose removal is being sought.

(ii) The Board shall consider the request at its next meeting and afford both the Director making the request and the Director that is the subject of the request an opportunity to explain his or her position. The Board may then vote to remove the Director. A Director may be removed by a three-fourths (3/4) vote of all current members of the Board.

(b) Removal for Failure to Attend. A Director may be removed by the affirmative vote of two-thirds (2/3) of the entire Board if such Director shall not attend three (3) consecutive meetings of the Board without giving prior notice to the Secretary or the Chair of the reason for the absence.

3.6 Vacancies. Any vacancy in the Board occurring during any term of office or any new position created pursuant to § 3.2 may be filled for the unexpired portion of the term by an affirmative vote of a three-fourths (3/4) majority of the Board pursuant to §3.2 Any Director so elected by the Board shall hold office until the next Annual Meeting of the Board.

3.7 Regular and Special Meeting. Regular meetings of the Board may be held at such times and places as shall be determined by the Board with a minimum of two meetings during the year unless there are extraordinary circumstances. Special meetings of the Board ("Special Meetings") may be called by the Chair as she or he sees fit and shall be called by the Chair upon the written request of any Director. Except as otherwise required by law, the Articles of

Incorporation or these Bylaws, any business may be transacted at any meeting of the Board. At all meetings of the Board, the Chair shall preside; or in his/her absence, the Vice-Chair shall preside.

3.8 Annual Meetings. The Annual Meeting of the Board (“Annual Meeting”) shall be held each year as determined by the Board.

3.9 Notice of Meetings. Notice of the time, place and purposes of the Annual Meeting shall be emailed to each Director not fewer than 20 not more than 45 days before the date thereof. Notice of all Special Meeting of the Board, except as otherwise provided, shall be emailed to each Director not less than 10 nor more than 30 days before the date thereof with an additional notice within the 10 days prior to the Special Meetings. Regular meetings of the Board may be held without notice except that when the day and time of the regular meeting shall be changed by the Board, notice of the change shall be emailed or otherwise given as provided for below, to all members of the Board not less than 15 days before the first regular meeting after the change takes effect. Notice of any meeting may be waived by any Director and may be given to any Director by alternate means of notice as specified in § 3.10 below. Any business may be transacted at any Board meeting at which every Director shall be present, even though no notice has been given nor waiver granted.

3.10 Method of Giving Notice. The following alternate methods of notice to email may be used to notify Directors of meetings: personal delivery, registered or certified mail, return receipt requested, or an internationally recognized overnight delivery service, or via telephone electronic facsimile (“fax”), provided that written confirmation of completed transmission is received at the transmitting fax machine. Notice by personal delivery or via telephone electronic fax may be given or sent five days after the shortest notice time specified in § 3.9 above and notice by nationally recognized overnight delivery service may be given or sent four or sent four days after the minimum notice time specified in § 3.9 above Notices that are given by mail, overnight delivery service or fax shall be valid only if addressed to the Directors at her/his last address or fax number that the Director shall have provided in writing to the Secretary of the Association for receipt of notices.

3.11 Quorum. At all meetings of the Board, a majority of all the Directors shall be sufficient to constitute a quorum. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute, the Articles of Incorporation, or these Bylaws.

3.12 Electronic Presence at a Meeting. Any or all Directors may participate in any annual, Regular or Special Meeting of the Board by use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting.

3.13 Proxies and Action without a Meeting. Any action permitted to be taken at any meeting of the Board may be taken without a Director's attendance if she or he signs a written proxy directing another Director to vote as she or he instructs. Any action permitted to be taken at any Board Meeting may be taken without a meeting if the action is taken by all of the Directors in writing. Any such action shall be evidenced by one or more written consents describing the action taken and signed by each officer or Director. Such action shall be effective when the last Director signs the consent; provided, however, that if the consent specifies an effective date, then such action shall become effective as of the specified date when the last Director signs the consent. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

3.14 Contracts and Services. In the event that a Director may be interested, directly or indirectly, in a transaction relating to the operations of the Association, that Director must recuse herself or himself from any vote authorizing the transaction. Any contract, transaction, or act on behalf of the Association in a matter in which the Directors are interested personally shall be at arm's length and not violative of the proscriptions in the Articles of Incorporation against the Association's use or application of its funds for private benefit. No contract, transaction, or act shall be taken on behalf of the Association that would result in the denial of the tax exemption under any section of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, including without limitation § 501 and 507. No contract, transaction or other act described in § 617.0832 of Florida Statutes, as amended, or any successor thereto, shall be entered into by the Association unless such contract, transaction or other act is characterized under said statute as being not void or voidable. In no event, however, shall any person or other entity dealing with the Directors be obligated to inquire into the authority of the Directors to enter into and consummate any contract, transaction, or other action.

3.15 Compensation. Directors shall not receive any compensation for services as Directors.

ARTICLE 4

Officers

4.1 Number and Titles. The officers of the Association shall be the Chair, Vice-Chair, Secretary, Treasurer and Trustees. In addition, the Board shall appoint an Executive Director and Associate Director who shall manage the day-to-day operations of the Association.

4.2 Election of Officers. The officers shall be elected annually by an affirmative vote of a majority of the Board.

4.3 Term of Office, and Qualifications. All officers shall be Directors and shall hold one year terms. There shall be no limit on the number of terms an officer may be elected to or may serve.

4.4 Vacancies. In the event that any office of the Association shall become vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Board then in office may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the election and qualification of her successor.

4.5 Chair. The chair shall preside at all meetings of the Association. She or he shall have general charge and Supervision of the business and affairs of the Association, subject to the direction of the Board, and shall perform such other duties as may be assigned to her or him by the Board.

4.6 Vice-Chair. The Vice-Chair shall preside at all Association meetings in the absence of the Chair. The Vice-Chair shall supervise the functioning of the various committees established by the Board, shall consult with the Chair in the exercise of the Chair's general charge and supervision of the business and affairs of the Association, and shall perform such other duties as may be assigned by the Board.

4.7 Secretary. The Secretary shall have charge of books, documents, and papers as the Board may determine. The Secretary shall attend and keep the minutes of all the meetings of the Board. She or he may sign with the Chair in the name and on behalf of the Association any contracts or agreements authorized by the Board. She or he shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board, and shall do such other duties as may be assigned to her or him by the Board.

4.8 Treasurer. The treasurer shall have the custody of all fund, property, and securities of the Association, subject to such regulations as may be imposed by the Board. She or he may be required to give bond for the faithful performance of the duties of this office, in such sum and with such sureties as the Board may require. When necessary, the treasurer may endorse on behalf of the Association for collection check, notes, and other obligations, and shall deposit the same to the credit of the Association at such bank or banks or depository as the Board may designate. She or he shall sign all receipts and vouchers. The Treasurer shall make such payments as may be necessary on behalf of the Association. She or he shall enter regularly on the books of the Association to be kept by the Treasurer for the purpose full and accurate account of all moneys and obligations received and paid or incurred by the Treasurer for or on account of the Association, and the Treasurer shall exhibit such books at all reasonable times to any member of the Board on application at the offices of the Association. The Treasurer shall, in general, perform all the duties incident to the office of treasurer, subject to the control of the Board.

4.9 Compensation. The officers shall not receive any compensation for their services as officers.

4.10 Executive Director. The Executive Director shall be appointed by the Board of Directors and the position shall initially be an unpaid position, to become paid when deemed financially possible and appropriate by the Board. The Executive Director shall be responsible for: (1) formulating, in conjunction with the Board, the policies and the long- and short-term goals of the Association; (2) preparing an annual operating budget for the Association, subject to approval by the Board; (3) directing the day-to-day operations of the Association, including hiring and terminating any employee of the Association; and (4) representing the Association in its dealings with third parties and the public. Nothing contained herein shall limit the ability of the officers of the Association to represent the Association in any manner that the Board deems appropriate.

4.11 Associate Director. The Associate Director shall be appointed by the Executive Director and the position shall initially be an unpaid position, to become paid when deemed financially possible and appropriate by the Board. The associate Director shall assist the Executive Director in the day-to-day management of the Association and in formulating the policies and goals of the Association.

4.12 Removal of Officers and the Executive Director. The requirements for removal of the Association's officers and Executive Director shall be the same as those for the removal of a Director pursuant to § 3.4 of these Bylaws.

ARTICLE 5

Committees

5.1 Committees of the Board of Directors. By resolution duly adopted, the Board of Directors may establish one or more committees of the Board of Directors, each of which shall consist of two or more directors. To the extent provided by such resolution, such committees shall have and may exercise the authority of the Board of Directors in the management of the Association; provided, however, that the designation of such committees and delegations of authority thereto shall not operate to relieve the Board of Directors, or any director individually, of any responsibility imposed upon it, him or her by law, the Articles of Incorporation, or these Bylaws. Any member of judgment of the Board of Directors, the interest of the Association would be served best by such removal.

5.2 Other Committees. Other Committees not having and exercising the managerial authority of the Board of Directors may be established by resolution duly adopted by the Board of

Directors. Membership of such committees shall not be limited to directors. Except as otherwise may be provided by resolution, members of such committees shall be select by appointment of the chairperson of the Board of Directors or the chairperson's designee. Any member of any such committee may be removed by the person or persons authorized to appoint such member whenever, in the judgment of such appointing person or persons, the interest of the Association would be served best by such removal.

5.3 Terms of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless such committee shall be abolished sooner or unless such committee member shall resign, be removed, or cease to qualify as a member thereof.

5.4 Chairperson. One member of each committee shall be designated as chairperson by the person or persons authorized to appoint the members of the committee.

5.5 Vacancies. Vacancies in the membership of any committees shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected shall be elected for the unexpired term of his or her predecessor.

5.6 Quorum. Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.

5.7 Rules. Each committee may adopt such rules and regulations for its meeting and the conduct of its activities as it may deem appropriate; provided, however, that such rules and regulations shall be consistent with these Bylaws. The rules set forth in Section 3.11 of these Bylaws, regarding electronic presence at meetings of the Board of Directors, and Section 3.12 of these Bylaws, regarding actions by the Board of Directors without a meeting, shall be applicable to committees of the Board of Directors.

5.8 Compensation. The members of any committee shall not receive any compensation for service to the Association as a member of such committee.

ARTICLE 6

Agents and Representatives

The Board may appoint agents and representatives of the Association with powers and to perform acts or duties on behalf of the Association as the Board may see fit, so far as may be consistent with these Bylaws and to the extent authorized by law.

ARTICLE 7

Books, Records and Reports

7.1 Books and Records. The Association shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board.

7.2 Annual Reports. The Association shall file with the Department of State of the State of Florida such annual reports on such forms and containing such information as the Department of State may prescribe.

ARTICLE 8

Contracts, Deposits, Checks and Contributions

8.1 Contracts. Except as otherwise provided in these Bylaws, the board may authorize any officers or agent to enter into any contract or execute and deliver any Instrument in the name of and on behalf of the Association, and such authority may be general or confined to a specific instance. Unless so Authorized by the Board, no officer, employee, agent or representative shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

8.2 Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may elect.

8.3 Checks, Drafts, Orders for Payment. All checks, drafts or orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as the Board from time to time shall determine by resolution. In the absence of such determination, such instruments shall require signatures of any two of the officers of the Association.

ARTICLE 9

Fiscal Year and Audit

9.1 Fiscal Year. The fiscal year of the Association shall commence on September 1 of each year and end on August 31.

9.2 Audit. The books of the Association may be audited annually by an independent Certified Public Accountant and the report of such accountant shall be filed with the records of the Association as soon as feasible after the end of the fiscal year.

ARTICLE 10

Prohibition Against Sharing in Corporate Earnings

No Director, officer or employee of the Association or other person connected with the Association, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association. This shall not prevent the payment to any such person of reasonable compensation as shall be fixed by the Board for services rendered to the Association in effecting any of its purposes. The distribution of corporate assets shall be in accordance with Article XI of the Articles of Incorporation.

ARTICLE 11

Investments

The Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments that a director is or may be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Association if such action would result in the denial of the tax exemption under any sections or sections of the Internal revenue code and its regulations as they now exist or as they may be amended, including without limitation §§ 501 and 507.

ARTICLE 12

Exempt Activities

Notwithstanding any other provision of these Bylaws, no Director, officer, employee, agent, or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under §501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

Article 13

Confidentiality

It shall be the duty of all directors, officers and members to maintain strict confidentiality regarding the names of members, volunteers, contributors and clients except when permission is given by the person affected to waive the confidentiality. This duty shall include, but shall not be limited to, the prohibition of the dissemination of the mailing list of the Association for any purpose, whether or not for compensation.

Article 14

Indemnification

The Association shall indemnify its Directors to the fullest extent permitted under § 617.0831 of Florida Statutes, as amended, or any successor thereto. Said indemnification may extend to any and all liabilities of the Directors arising from their relationships with the Association in any and all capacities. By resolution duly adopted and except as limited in Article 15 of these Bylaws, the Board may authorize the Association to (i) indemnify any or all of its employees and agents who are not Directors to any extent that the Board may Determine, up to and including the fullest extent permitted under § 617.0831 of Florida Statutes, as amended , or any successor thereto, and/or (ii) provide insurance coverage to any or all of its Directors, employees, and agents against any or all risks or liabilities that such persons may incur by virtue of their relationships with the Association.

ARTICLE 15

Mediation

In the event a dispute arises between Directors or among members of the Association during the course of performing the work of the organization, any member of the Association may request that the Board facilitate a mediation of the dispute. This request shall be in writing to the Chair of the Board with a copy to the member or members of the Association with whom mediation is requested to be facilitated. The Board shall attempt to facilitate mediation of any such dispute so long as it can be provided without financial cost to the organization. In the event either party refuses mediation or the Board decides that the effort to facilitate the mediation is counterproductive or interfering with the other work of the organization, the effort will be terminated.

Article 16

Amendments

These bylaws may be amended, altered, or repealed and new Bylaws may be adopted only by the affirmative vote of a three-quarters (3/4) majority of the entire Board. Notice of the proposed changes shall be given to all members.