

**BYLAWS  
OF THE  
INTERNET PSYCHOLOGY RESEARCH INSTITUTE**

**ARTICLE I**

**NAME, TYPE, MISSION, MEMBERSHIP**

- 1.1 Official Name. The official name of the Corporation referred to in these Bylaws is Internet Psychology Research Institute (IPRI). The existence of the Corporation shall be perpetual, except that it may be terminated by a majority decision of its Board of Directors.
- 1.2 Type of Corporation. The Corporation is a non-profit, international, web-based Corporation incorporated under the laws of the state of Oregon as a Public Benefit Corporation with 2 Members.
- 1.3 Mission and Purpose. The Corporation is organized exclusively to conduct scientific research in the public interest, testing for public safety, and dissemination of knowledge to the public. More specifically, the Corporation will conduct research in the areas of Internet psychology and website usability, from the human centered and consumer/public useful perspective: testing for public safety, e.g. internet fraud and internet advertising, and gather, analyze, and disseminate knowledge to the general public. The Corporation will maintain an informational/educational web site for the benefit of and accessible to the general public.
- 1.4 Membership. Voting membership shall consist only of the members of the Board of Directors. The Corporation—an international, web-based organization—shall have no other voting members. However, the IPRI international Virtual Faculty will advise the Board on the research policy, publication, and education matters via the faculty advisory committees. To assure maximum public benefit as it pertains to the quality of IPRI research, membership in the IPRI virtual faculty will be open only to the persons with PhD training in the appropriate areas of psychology and/or computer science. The Board of Directors may, from time to time, establish other classes of nonvoting members on such terms and conditions, as the Board in its discretion deems advisable.
- 1.5 Virtual Location. The Corporation has the following web addresses: [www.InternetPsychology.org](http://www.InternetPsychology.org), [www.Internet-Psychology.org](http://www.Internet-Psychology.org), and [www.ipri.org](http://www.ipri.org).
- 1.6 Offices. The principal office of the Corporation in the state of Oregon is at 2311 NW Irving, Portland, OR 97210. The Directors may change the principal office from time to time by resolution of the Board of Directors.

**ARTICLE II**

**BOARD OF DIRECTORS**

- 2.1 Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, a Board of Directors. The Board is responsible for overall policy and direction of the Corporation, and delegates responsibility for day-to-day operations to Officers of the Corporation. The Board receives no compensation other than reasonable expenses.
- 2.2 Number. The Board of Directors of the Corporation shall consist of not fewer than 1 (one) nor more than 5 (five) Directors, with the initial number of Directors being 2 (two). The number of Directors may be fixed or changed periodically by resolution of the Board of Directors.

- 2.3 Election and Tenure of Office. Directors shall be elected at the annual meeting of Directors by a majority vote of the current Directors. Directors need not be residents of Oregon. Directors are elected for a term of 5 (five) years, but are eligible for re-election. Despite the expiration of a Director's term, the Director shall continue to serve until the Director's successor is elected and qualified or the number of Directors is decreased. To the extent possible, the Directors should be individuals with high-level expertise in cognitive, developmental, and social psychology, education, and electronic publishing.
- 2.4. Vacancies. A vacancy in the Board of Directors shall exist upon the death, resignation, or removal of any Director. A vacancy in the Board of Directors may be filled by the Board of Directors at any meeting. Each Director so elected shall hold office for the balance of the unexpired term of his or her predecessor. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.
- 2.5. Resignation. Resignation from the Board must be in writing and received by the Secretary. Unless the notice specifies a later effective date, a resignation notice shall be effective upon receipt via fax and/or email, and/or regular mail.
- 2.6. Removal. A Director may be removed, with or without cause, by a vote of two-thirds of the members of the entire Board of Directors either at a special meeting called for that purpose or at any regular meeting, provided that notice of the meeting and of the removal in question are given, as provided in Section 3.09.
- 2.7 Meetings. An annual meeting of the Board of Directors shall be held during the month of April at a time and place designated by the Board of Directors. If the time and place of any other Directors' meeting is regularly scheduled by the Board of Directors, the meeting is a regular meeting. All other meetings are special meetings. The Board of Directors may hold annual, regular, or special meetings in or out of the State of Oregon. The Board of Directors may permit any or all of the Directors to participate in a regular or special meeting by, or conduct the meeting through, 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 is deemed to be present in person at the meeting.
- 2.8 Action Without Meeting. An action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting, if the action is taken by all members of the Board of Directors. The action shall be evidenced by one or more written consent describing the action taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date. A consent under this section has the effect of a meeting vote, and may be described as such in any document.
- 2.9 Notice. Notice of each meeting shall be given to each voting member, by email and/or fax and/or telephone. Notice may be oral or written. The annual meeting of the Board of Directors must be preceded by not less than 10 days' nor more than 40 days' notice to each Director of the date, time, and place of the meeting. Regular meetings of the Board of Directors may be held without further notice of the date, time, place, or purpose of the meeting. Special meetings of the Board of Directors must be preceded by at least seven days' notice, if given by first-class mail, or 48 hours' notice, if delivered personally or given by telephone, telegraph, fax, or email to each Director of the date, time, and place of the meeting. Except as specifically provided in these Bylaws, the notice need not describe the purpose of any annual or regular meeting. However, the notice of any special meeting shall describe the purpose of the meeting. The chair of the Board or any three Directors then in office may call and give notice of a meeting of the Board.
- 2.10 Quorum. A majority of the number of Directors fixed in accordance with Section 2.2 of these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of

- Directors. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
- 2.11 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a different number is provided by law, the Articles of Incorporation or these Bylaws.
- 2.12 Presumption of Assent. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors shall be deemed to have assented to the action taken at the meeting unless (a) the Director's dissent or abstention from the action is entered in the minutes of the meeting, (b) the Director delivers a written notice of dissent or abstention to the action to the presiding officer of the meeting before any adjournment or to the Corporation immediately after the adjournment of the meeting or (c) the Director objects at the beginning of the meeting or promptly upon the Director's arrival to the holding of the meeting or transacting business at the meeting. The right to dissent or abstain is not available to a Director who voted in favor of the action.
- 2.13 Board Committees. The Board of Directors may create one or more committees of the Board of Directors, and appoint members of the Board to serve on them, or designate the method of selecting committee members. Each such committee shall consist of two or more Directors who serve at the pleasure of the Board of Directors. The creation of a committee and the appointment of Directors to the committee or designation of a method of selecting committee members must be approved by a majority of all Directors in office when the action is taken.
- 2.14 Board Committee Powers and Procedures. The provisions of these Bylaws governing meetings, action without meetings, notice, and quorum and voting requirements of the Board of Directors shall apply to committees of the Board of Directors and their members as well. Committees of the Board of Directors may, to the extent specified by the Board of Directors, exercise the authority of the Board of Directors, provided, however, that no committee of the Board of Directors may:
- (a) authorize distributions;
  - (b) approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets;
  - (c) elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; or
  - (d) adopt, amend, or repeal the Articles of Incorporation or Bylaws.
- 2.15 Other Committees. The Board of Directors may create one or more other committees, including a Governance Committee. Members of these committees need not be members of the Board of Directors, but at least one Director shall serve on each such committee. These committees shall have no power to act on behalf of, or to exercise the authority of, the Board of Directors, but may make recommendations to the Board of Directors.
- 2.16. Compensation. Directors and members of committees may receive reimbursements of expenses in accordance with policies or resolutions adopted by the Board of Directors. Directors shall not otherwise be compensated for service in their capacity as Directors. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation in that capacity.

### ARTICLE III

#### OFFICERS

- 3.1 Designation; Election; Qualification. The officers of the Corporation shall be a President, a Chief Executive Officer, a Secretary, a Treasurer, a Director of Research and Development, a Director of Publications and Education, and such other officers as the Board of Directors from time to time

shall appoint. Except for the Chief Executive Officer (CEO) and Secretary, officers must be members of the Board of Directors. CEO and Secretary need not be members of the Board of Directors. The officers shall be elected by, and hold office at the pleasure of, the Board of Directors. The same individual may simultaneously hold more than one office.

3.2 Term of Office.

- (a) The terms of office of all of the officers of the Corporation shall be fixed by the Board of Directors.
- (b) Any officer may be removed, either with or without cause, at any time by action of the Board of Directors.
- (c) An officer may resign at any time by delivering notice to the President, the CEO, or the Secretary. A resignation is effective when the notice is effective under ORS 65.034 unless the notice specifies a later effective date. If a resignation is made effective at a later date, and the Corporation accepts the later effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable, unless revocation is permitted by the Board of Directors.

3.3 President. The President, who also is the Chair Person of the Board of Directors, shall preside at meetings of the Board of Directors, shall assure that the Board of Directors is advised on all significant matters of the Corporation's business, shall have all powers ordinarily exercised by the Corporation President, and shall have such other powers as may be prescribed by the Board of Directors or the Bylaws. The President shall sign with the Secretary all official documents of the Corporation. S/he shall make all nominations to fill all vacancies occurring in the office between elections. S/he shall submit a written annual report covering the work and accomplishments of her/his office and including recommendations if any. S/he shall also discharge such other duties and responsibilities as are normally associated with the office of President or assigned by the Board of Directors of the Corporation.

3.4 Director of Research and Development The Director of Research and Development shall be in charge of the Office of Research, Development, and Educational Programs, and of cooperation with Private Sector and the U.S. government. S/he shall be jointly responsible with the Director of Publications and Education for all research, publications, and educational strategies and programs, for evaluating and hiring research and educational staff, and for advising the Board on the IPRI research policies and projects.

3.5 Director of Publications and Education. The Director of Publications and Education shall be in charge of the office of electronic and other publications, educational programs, and cooperation with academic institutions world-wide. S/he shall be jointly responsible with the Director of Research and Development for all research, publications, and educational strategies and programs, for evaluating and hiring research and educational staff, and for advising the Board on the IPRI research policies and projects.

3.6 Chief Executive Officer. The CEO of the Corporation shall have such powers and duties as may be prescribed by the Board of Directors or these Bylaws. The CEO shall manage the Corporation as authorized by the Board of Directors. The CEO shall have the duty and responsibility of directing the business and financial affairs of the Corporation, such as establishing a budget and approving the audit of the accounts of the officers authorized to handle finances for the Corporation; employing help and determining the duties and responsibilities and remuneration thereof; determining the banks or depositories in which the funds of the Corporation shall be kept, temporarily changing meetings dates to meet emergency situations; approving or disapproving nominations made by the President to fill vacancies occurring in office between elections; assigning additional duties and responsibilities to the officers as occasion may require; and such other duties and officers as occasion may require and such other duties and responsibilities as are set forth in the Bylaws, but in no case shall the CEO have the right to make any changes in this

- constitution or the Bylaws, or take any actions contrary to the provisions thereof.
- 3.7 Secretary. The Secretary shall have responsibility for preparing minutes of meetings of the Board of Directors and for authenticating records of the Corporation. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors and of committees of the Board of Directors. If the Corporation has a seal, the secretary shall keep the seal in safe custody. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.
- 3.8 Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation. The Treasurer shall assist in the preparation of the budget and management of the funds of the Corporation and its bank accounts and depositories, help develop fundraising plans, and make financial information available to Board members and to the public. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; shall disburse, or cause to be disbursed, funds of the Corporation as may be ordered by the Board of Directors; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.
- 3.9 Other Officers and Assistants. The Board of Directors may appoint or authorize the appointment of officers and assistants officers in the offices of the Directors of Research and Development and of Publications and of Education, and of assistants to the secretary, treasurer or both. Such assistants may exercise the powers of the Secretary or Treasurer, or other officers, as the case may be, and shall perform such duties as are prescribed by the Board of Directors.
- 3.10 Compensation. The Corporation may pay its officers reasonable compensation for their services as fixed from time to time by resolution of the Board of Directors.

#### ARTICLE IV

##### CONTRACTS, LOANS, CHECKS AND OTHER INSTRUMENTS

- 4.1 Contracts. Except as otherwise provided by law, the Board of Directors may authorize any officers or agents to execute and deliver any contract or other instrument in the name of and on behalf of the Corporation, and this authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, 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 for any purpose or for any amount.
- 4.2 Loans. The Corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. This authority may be general or confined to specific instances. No loans shall be made by the Corporation to its Directors, officers, or employees.
- 4.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money and notes or other evidences of indebtedness issued in the name of the Corporation shall be signed in the manner and by the officers or agents of the Corporation designated by the Board of Directors.
- 4.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in those banks, trust companies or other depositories as the Board of Directors or officers of the Corporation designated by the Board of Directors select, or be invested as authorized by the Board of Directors.

**ARTICLE V****CONFLICTS OF INTEREST**

5.1. Conflict-of-Interest Transactions. A conflict-of-interest transaction is a transaction with the Corporation in which a Director or officer of the Corporation has a direct or indirect interest. A conflict-of-interest transaction is not voidable or the basis for imposing liability on the Director or officer if:

- (a) The transaction is not inconsistent with any provisions of the articles of incorporation of the Corporation or governing law,
- (b) The transaction is fair to the Corporation at the time it was entered into,
- (c) The material facts of the transaction and the Director's or officer's interests are disclosed or known to the Board of Directors or committee of the Board of Directors,
- (d) The Board of Directors considers and in good faith determines after reasonable investigation in the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort in the circumstances,
- (e) The Corporation enters into the transaction for its own benefit, and
- (f) The transaction is approved either (i) by the vote of the Board of Directors or a committee of the Board of Directors, or (ii) by obtaining the approval of the Oregon Attorney General or a circuit court of the State of Oregon in an action in which the Oregon Attorney General is joined as a party.

For the purposes of this section, a Director or Officer of the Corporation has an indirect interest in a transaction if:

- (a) another entity in which the Director or officer has a material interest or in which the Director or officer is a general partner is a party to the transaction, or
- (b) another entity of which the Director or officer is a Director, officer, or trustee is a party to the transaction, and the transaction is or should be considered by the Board of Directors of the Corporation.

For purposes of this section, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors of the Board of Directors or of the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved as provided in this section. The provisions of this section do not apply to a transaction that is part of an educational or charitable program of the Corporation if it (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism and (ii) results in a benefit to one or more Directors or officers or their families solely because they are in the class of persons intended to be benefited by the educational or charitable program of the Corporation.

5.2. Loans to or Guaranties for Directors and Officers. The Corporation may not lend money to or guarantee the obligation of a Director or officer of the Corporation; 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 the duties of such Director or officer if, in the absence of such advance, such Director or officer would be entitled to be reimbursed for such expenses by the Corporation.

5.3. Benefits of Private Interests. The Corporation shall not be organized and/or operated for the benefit of private interests, such as shareholders, other designated individuals, or persons controlled directly or indirectly by such private interests. No part of the Corporation's net earnings

will inure the benefit of private shareholders or individuals.

- 5.4. Political Activities. The Corporation will not, as a substantial part of its activities, attempt to influence legislation or participate to any extent in a political campaign for or against any candidate for public office.

## ARTICLE VI

### NONDISCRIMINATION

The Corporation shall not discriminate in providing services, hiring employees, or otherwise upon the basis of sex, race, creed, marital status, sexual orientation, religion, color, age, or national origin.

## ARTICLE VII

### SHARES OF STOCK AND DIVIDENDS

No shares of stock shall be issued by the Corporation, and no dividends shall be paid, and no part of the Corporation's net earnings shall inure the benefit of private shareholders or individuals.

## ARTICLE VIII

### MISCELLANEOUS PROVISIONS

- 8.1 Severability. A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective, shall not affect or invalidate any other provision of these Bylaws.
- 8.2 Amendments. These Bylaws may be amended or repealed and new Bylaws may be adopted by the Board of Directors, by vote of a majority of the entire Board of Directors either at a special meeting called for that purpose or at any regular meeting, provided that notice of the meeting and of the proposal to amend or repeal the Bylaws or adopt new Bylaws is given as provided by these Bylaws. Whenever an amendment or new bylaw is adopted, it shall be copied in the minute book with the original Bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in such book and place.
- 8.3 Inspection of Books and Records. All books, records, and accounts of the Corporation shall be open to inspection by the Directors and by the public in the manner and to the extent required by law.
- 8.4 Electronic Record-Keeping and Digital Signatures. As a virtual/internet Corporation, Internet Psychology Research Institute will keep its books and records in digital form, on the computer, and will accept the digital signatures of its Board members upon confirmation of their email addresses.
- 8.5 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.
- 8.6 Insurance. The Corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a Director, officer, employee, or agent of the Corporation, or who, while a Director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit Corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; provided, however, that the Corporation may not purchase or maintain such insurance to indemnify any Director, officer, or agent of the Corporation in connection with any proceeding charging improper personal benefit

to the Director, officer, or agent in which the Director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the Director, officer, or agent.

- 8.7 Corporate Seal. The Corporation may adopt a corporate seal, but the affixing of such seal on any agreement, instrument, or other document shall not be required in order to make such agreement, instrument, or other document binding and effective.

Adopted: July 11, 2001

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Secretary, Yanina Shapiro