

## **Even a Dream Organization Must Be Compliant With The Laws Of The Wake World**

### **Why we revised the IASD Bylaws**

IASD is incorporated as a nonprofit public benefit corporation in the state of California within the meaning of Section 501 C (3) of the internal Revenue Code. As such, our Bylaws must be in compliance with the laws of the state of California regarding nonprofit public benefit corporations. Our current Bylaws were examined by an attorney specializing in nonprofit corporations incorporated in California, and found to be non-compliant with several provisions of California law. With the approval of the Board of Directors, IASD retained an attorney who specializes in nonprofit public benefit corporation law to help draft Bylaws that were compliant with California law. The attorney worked closely with the Bylaws Committee to create Bylaws that both reflect the principles and ethics of IASD and are compliant with California law.

**Members of the Bylaws committee** are David Kahn (Chair), Bob Hoss, Jean Campbell, Curt Hoffman, Wendy Pannier, Rita Dwyer, Olaf Hansen and Robert Waggoner

### **What has and has not changed in the Revised Bylaws**

The revised Bylaws have not changed the purposes or the mission of IASD. To remind us of these, both the old and new Bylaws state:

*Section 1. General Purposes. This corporation is a California Nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public, charitable and educational purposes.*

*Section 2. Mission. The mission of this organization is to promote scientific research and personal exploration of the study of dreams and to provide an educational forum for the interdisciplinary exchange and discussion of such information among the scientific and professional communities and the general public.*

*Section 3. Specific Purposes.*

*The primary objectives and purposes of this association shall be:*

*(a) to promote a greater professional and public appreciation of, and awareness about, the dreaming process.*

*(b) to provide a forum for the eclectic, interdisciplinary exchange of information among members of the scientific and professional community and the general public who are studying and working with dreams.*

*(c) to promote the undertaking of scientific research into the mechanism, role and function of dreams.*

*(d) to provide a broad spectrum of educational programs having appeal to professionals and dream specialists including, but not limited to, sleep physiologists, psychologists, psychiatrists, researchers, clinical social workers, other therapists, dream group leaders, health care professionals, educators, artists and anthropologists and to members of the general public.*

*(e) to periodically publish professional quality newsletters, journals and/or similar printed media containing articles and papers about dreaming, such materials to be available to the membership and to the general public.*

*(f) to sponsor conferences and other special events which are open to professionals and the general public which further the serious study and use of dreams.*

However, there are changes in the new Bylaws that were necessitated by CA state law for non-profit public benefit corporations. These are discussed below.

### **1. Electronic Transmission of Notices of Meetings and Voting**

An important change is on **how we notify members of meetings and how elections are held**. IASD must obtain written consent from members to use electronic transmission, e.g., voting using email. Elections of all kinds must be done by written ballot unless consent is received to do it electronically, e.g., by e-mail ballot. All of you have or will soon receive a Consent Form For Electronic Transmission because your signature is legally necessary in order for you to vote electronically (by e-mail) in the upcoming Board elections, scheduled to begin in April, and in any subsequent election. Of course, members may choose to vote by mailing in ballots found in the member magazine, *DreamTime*. The Consent Form for Electronic transmission will also allow IASD to inform members via e-mail about its Membership Meetings, and inform Directors via e-mail about its annual and special Board meetings.

### **2. Board of Directors and Officers**

Another change concerns the make up of the Board of Directors. Under the current Bylaws there are only member-elected Directors. Under the new Bylaws there are member-elected and Board-appointed Directors.

- i. "Member-elected" Directors: The Board shall contain at least 12 but no more than 20 directors who are elected by the members from recommendations presented by the Nominating Committee, the exact number to be determined by resolution of the Board from time to time.*

According to CA state law, there must always be a fixed/certain number of directors on the Board at any given time in each category. The new range language above is compliant with California law while allowing the Board to set, by resolution, the number of directors it wants on the Board for each category within the range – without having to amend the Bylaws each time.

- ii. “Board-appointed” Directors: The Board shall also contain at least 4 but no more than 7 directors who are appointed by the Board from recommendations presented by the Nominating Committee, the exact number to be determined by resolution of the Board from time to time.*

The current Bylaws do not have provision for Board-appointed Directors and it allowed non-Directors to be Officers. This is not allowed under CA law, which requires Officers to be Board members (Directors). The new Bylaws with Board-appointed Directors insure that Officers will also be Directors. The Board-appointed Directors include the people that the Nominating committee has endorsed as candidates for the Officer positions in IASD. They become Officers if elected as Officers by the full Board (member-elected and Board-appointed). The five Officer positions, President, Vice President, Treasurer, Secretary and Board Chair are the same as in the current Bylaws.

- iii. The total number of the directors on the board shall not exceed 27 unless these Bylaws are amended with the approval of both the Board and the members.*

All directors are elected/appointed for 3-year terms as in the current Bylaws.

Another change is in the way IASD **Officers** are elected.

*The elected officers of the corporation shall be elected by the Board from among its directors at each annual meeting of the Board or as soon thereafter as practical, with special deference to recommendations made by the Nominating Committee.*

As stated above, under the current Bylaws, Officers did not have to be Directors. Under CA law Officers must be Directors.

*Officers shall serve at the pleasure of the Board for one-year terms. There is no limit on the number of terms an officer may serve if he or she is a director and continues to be elected to an officer position by the Board.*

This is similar to the current Bylaws.

### **3. Committees**

When we learned that voting by past presidents with the Board was not in compliance

with CA state law for non-profit public benefit corporations, the **Past Presidents Advisory Committee** was created to provide the Board with the wisdom and experience of IASD's past presidents.

*The Past Presidents Advisory Committee ("PPAC") shall be a standing advisory committee composed of any number of Past Presidents who are interested and willing to continue to serve IASD. The PPAC shall provide continuity for and advice to the Board and shall manage or assist with specific projects as requested by the Board or the President.*

Finally, another new committee was created in the new Bylaws to recognize and promote the international character of IASD. This new committee is the **Global Advisory Committee**.

*The Global Advisory Committee shall be composed of IASD members appointed by the Board from among nominees recommended by the Nominating Committee. The purpose of this committee shall be to represent the interests of members from the different regions of the world in order to advise the board on how to develop and strengthen the global presence and perspective of IASD. The Board may choose to title and empower the nominated regional representatives for certain roles, which may differ according to the level of development of IASD in the region.*

This article with photos and a link to the Bylaws can be accessed at [http://asdreams.org/idx\\_bylaws.htm](http://asdreams.org/idx_bylaws.htm)

The above link can also be used to access the Consent Form for Electronic Transmission. If you did not receive the Consent Form or if you lost or misplaced it, please use the above link to access the E-Consent Form, print and sign. Send the signed Consent Form to:

IASD/Consent Form

1672 University Ave

Berkeley, CA 94703