

Bylaws
of
Systems-Centered[®] Training and Research Institute

ARTICLE I

Name and General Provisions

Section 1. Name. The name of this organization shall be Systems-Centered Training and Research Institute, hereinafter referred to as SCTRI.

Section 2. Incorporation. SCTRI, the organization, was incorporated July 3, 2006 under the provisions of the General Laws of the State of Georgia as a not-for-profit organization, exempt from Federal Income Tax under Section 501(c)(3). Net earnings of the organization shall not accrue to the benefit of any private shareholder or individual; no substantial part of the resources or activities of the organization shall be used to attempt to influence legislation not related directly to the practice of systems-centered theory and methods; and the organization shall not participate in, or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

Section 3. Trademark. *SCT*[®], *Systems-Centered*[®] and *Systems-Centered Therapy*[®] are registered trademarks of Yvonne M. Agazarian and the Systems-Centered Training and Research Institute.

ARTICLE II

Purpose

Section 1. Knowledge and Research. A primary purpose for this organization is to contribute to knowledge with the theory of living human systems and to do related research in long- and short-term change strategies.

Section 2. Education and Training. A primary purpose for this organization is to continue development of methods of systems-centered education and practice and to train systems-centered practitioners to serve the community.

Section 3. Community Development and Contribution. The organization will introduce SCT strategies for change to organizations, groups and individuals in private, public and clinical settings.

ARTICLE III

Organizational Structure and Authority

Section 1. Organizational Management. The Management Group (Article III, Section 2) has responsibility for the overall governance and management of SCTRI according to its mission and values. The group meets twice each year, unless otherwise determined by the Management Group, at a time and place decided by the group one year in advance and recorded by the Secretary, to:

- a. Explicitly review the structure and function of SCTRI and the Management Group;
- b. Train and mentor each other in management roles to ensure continuity in the structure and function of organizational management;
- c. Maintain accountability for implementation of decisions of the Management Group;
- d. Review use of trademarks and any issues related to the rights and responsibilities of license holders with trademark holder(s);
- e. Select the Director, Secretary and Treasurer, Steering Group and consultants based on functional criteria.

Section 2. Management Group/Board of Directors. The Management Group shall be the Board of Directors of the organization and consist of all those members that have become part of the Management Group, as it is constituted from time to time to have no less than one member and no more than forty-five members. A quorum sufficient for making organizational decisions shall consist of those members present. Members who have successfully completed the intermediate level of training through completion of the Authority Issue Group are eligible to join the Management Group, and become members of the Management Group by attending the regularly scheduled meetings and being recorded by the Secretary. Criteria for self-selection include:

- a. Time, energy, resources, and willingness to commit to attending two meetings per year (one for members who live abroad), including the two-day experiential training prior to each meeting;
- b. A commitment to contribute to the Management Group goals;
- c. Taking up leadership in SCTRI;
- d. Agreeing to decision by consensus and withdrawing from Management Group membership if unable to do so.

Section 3. Steering Group. The Steering Group is assigned plenipotentiary authority between Management Group meetings to maintain the vision and policies, and oversee the daily operational function of SCTRI. This group meets weekly, unless otherwise determined by the Steering Group, and can call upon the Management Group as needed to consult or meet by notice of no less than three days. Members are selected from the Management Group on a semi-annual basis, serving from one Management Group meeting to the next, and have responsibility to:

- a. Implement policies and programs as directed by the Management Group;
- b. Inform the Management Group regarding progress and developments between meetings of the Management Group;

c. Inform the Management Group of emergent organizational issues and any recommendations regarding these issues.

Section 4. Organizational Decisions. Systems-centered methods, particularly functional subgrouping, are employed to resolve conflict and build consensus in making decisions. Consensus means that every member of the group agrees to support decisions of the group and make them work whether or not he or she agrees with them.

ARTICLE IV

Work of the Organization

Action groups form as needed to implement the work of SCTRI. Action groups are filled by volunteers from membership.

ARTICLE V

Membership

Section 1. Eligibility for Membership. Persons who are in sympathy with the objectives and purposes of SCTRI and support its mission and values shall be eligible for general membership in the organization.

Section 2. Term of Membership. Membership shall be year to year, activated and maintained by payment of dues for the current year.

Section 3. Dues. Membership dues shall be set by the Management Group.

Section 4. Financial Consideration. A central value of the organization is that no one be kept from membership due to lack of financial resources. To implement this policy, fees and assessments are designated "more or less," with an understanding that an individual may pay more if he or she wishes to, or negotiate to pay less if he or she cannot afford the set fee.

ARTICLE VI

Officers

Section 1. Director. The Director must be a member of the Management Group who demonstrates mastery of the theory of living human systems and its application to work with individuals, groups and organizations and whose work exemplifies the values and mission of SCTRI. He or she is responsible for ensuring that the work of the organization is in alignment with the theory, values and vision of SCT, for monitoring

official communications between SCTRI and outside organizations, and for holding the Management Group accountable for fulfilling its roles and responsibilities.

Section 2. Secretary. The Secretary is responsible for preparing, compiling and authenticating the records SCTRI, including records of the Management and Steering Group meetings.

Section 3. Treasurer. The Treasurer is responsible for making the financial report to the Management Group, selecting the fiscal year, and ensuring that appropriate tax filings and records are completed.

Section 4. Appointments and Terms of Service. The Director, Secretary and Treasurer are selected and serve at the discretion of the Management Group, who shall have full authority to make decisions regarding length of service in accordance with Article III, Section 4 of these bylaws.

ARTICLE VII

Annual Meeting

Section 1. SCTRI holds an annual meeting, open to all members, and interested others of the public in observer roles.

- a. The annual meeting shall be held at the time and place of the annual conference.
- b. If there is no annual conference in any given membership year, notice of the time and place of the annual meeting shall be made to all Members at their recorded addresses provided in the organizational directory at least three weeks prior to the scheduled meeting.

ARTICLE VIII

Amending the Bylaws

Section 1. The bylaws can be amended by approval of two-thirds (2/3) majority vote of the Management Group.

Section 2. Dissolving the organization. The organization may be dissolved by decision of the Management Group in accordance with Article III, Section 4, and Article VIII, Section 1. The Management Group has responsibility for the distribution of organizational assets in a manner consistent with the organization's charitable purpose.

This is a complete and accurate copy of the bylaws as adopted on April 21, 2006 and certified by signature of the Secretary of the organization.

Secretary, SCTRI

Date

Amendments

Article VI Officers, is hereby amended to include:

Section 5. System Mentors. The System Mentors are responsible for monitoring and mentoring the function of SCTRI as a whole. They demonstrate mastery of the theory of living human systems and its application to work with individuals, groups and organizations and their work exemplifies the values and mission of SCTRI. They are responsible for ensuring that the function of the organization, its members and practitioners, is in alignment with the theory, values and vision of SCT.

On and effective October 15, 2006, the Management Group recognized the longstanding functional role of System Mentors as Officers of the organization and approved this amendment by two-thirds majority vote of the full Management Group, in accordance with Article VIII, Section 1, of these Bylaws.

Article VIII Amending the Bylaws, is hereby amended as follows:

Section 1. The bylaws can be amended by consensus of the Management Group, as defined in Article III, Section 4.

On and effective April 22, 2007, the Management Group approved this amendment by consensus.

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