

AMENDED AND RESTATED BYLAWS
OF THE
INTERNATIONAL PROCESS NETWORK
(Effective September, 2015)

ARTICLE I

NAME, PURPOSES AND OFFICES

1. Name. This association shall be known as the “International Process Network,” and is referred to in these Bylaws as “IPN.” “Process” as used in these Bylaws refers to process-relational philosophies that have creativity, organic change over time, subjectivity and interdependence as fundamental aspects of their understandings. Such philosophies include, and are not limited to, those based on the work of Alfred North Whitehead.

2. Purposes. IPN is organized to support, generate and disseminate an international discourse on the meaning and implications of process thought across academic disciplines and conflicting truth-claims, and in relation to the entire community of life and the cosmos, and, to fulfill these purposes, shall:

- (a)** Serve as an active communications link among process-oriented organizations and interested individuals;
- (b)** Promote programs, conferences, publications, activities and institutional initiatives generated by member organizations and interested individuals;
- (c)** Encourage the development of process-related organizations;
- (d)** Sponsor international Whitehead conferences and film festivals;
- (e)** Coordinate and disseminate declarations, resolutions, and awards; and
- (f)** Conduct such other activities for the promotion of process thought, and process-oriented projects and organizations as the embers of IPN or the Governing Board may determine. Such activities may include, but are not limited to:
 - (i)** Facilitate publication, translation and dissemination of process-oriented works;

- (ii)** Provide process-related educational programs and resources;
- (iii)** Maintain a website on IPN, the activities and undertakings of IPN, process thought, process resources, and process-oriented organizations;
- (iv)** Provide financial support for process-oriented projects and organizations; and
- (v)** Support activities consistent with the declarations and undertakings of the Members of IPN, including, without limitation, the Declaration in Support of the Earth Charter Initiative adopted at the first Whitehead Summit.

3. Administrative Office and Other Offices. The Administrative Office of IPN (“Administrative Office”) shall be located at a place or places determined by the Governing Board from time to time. IPN may have other offices, for such purposes at such places as the Governing Board may from time to time determine.

4. Legal Status. IPN was established at the “International Whitehead Summit” meeting in Claremont California on January 6, 2001, as a three-year experiment to be re-evaluated at a subsequent International Whitehead Summit to be held in 2004 (the “Second Summit”). The Second Summit was held on May 29, 2004 in Seoul Korea on the day after the conclusion of the Fifth International Whitehead Conference and a decision was made to continue IPN indefinitely. IPN is a voluntary, unincorporated association, but its legal status may change as determined by the Governing Board. IPN Funds will be administered by a Member organization that is able to support IPN as part of its programming under its organizational documents and applicable law, such organization to be chosen by the Governing Board.

ARTICLE II

MEMBERSHIP

1. Eligibility for Membership. Any individual interested in relating process thought to his or her life and work and any organization involved in the understanding, teaching, development, application, promotion or support of process thought may be a member of IPN (“Member”).

2. Financial Contributions. Members are encouraged to make financial contributions to support the work of IPN. Members who provide of \$125 U.S. or more of financial support to IPN in a calendar year will be known as “Supporting Members.”

3. Initiating Membership. Any organization or individual who wishes to be a member of IPN shall contact the Administrative Office of IPN and submit such contact and other information as may be requested by the Administrative Office. In general each candidate for membership shall provide to the Administrative Office its, his or her name, contact information, relation to process thought, and a statement about the prospective member suitable for posting on the IPN website.

4. Approval of Membership. After receiving the required information from a candidate, the Administrative Office will give notice to the Governing Board about the prospective member. Upon approval of membership by the Governing Board, the candidate shall become a Member.

5. Termination of Membership. Any Member may terminate its membership at any time by giving written notice to the Administrative Office. In addition, the Governing Board may terminate any Member's membership with or without cause at any time.

6. Reinstatement of Membership. If a terminated member desires to be reinstated, the terminated member shall give notice to the Administrative Office and provide a statement giving the reasons for reinstatement. The Administrative Office shall forward the notice and reasons to the Governing Board. Upon approval by the Governing Board, the terminated member shall be reinstated as a Member.

7. Member List. The Administrative Office shall maintain a list of the Members, their contact information, and their contact persons. The Member list will generally be a public document and will be available to any Member, except that the Administrative Office or Governing Board may provide for confidentiality measures when required for good reason.

8. Participation in IPN Affairs. Members shall not have voting rights. They are, however, invited to attend and participate in IPN-Whitehead Summits and to send comments and questions on IPN affairs to officers, Board members or the Administrative Office of IPN.

ARTICLE III

INTERNATIONAL CONFERENCES, SUMMITS AND MEETINGS

1. Sponsorship of International Whitehead Conferences. The Governing Board may from time to time designate an international conference as an "International Whitehead Conference" and serve as a sponsor of the conference. There have been several prior

conferences: Bonn, Germany (1981); Nagoya, Japan (1984); Claremont, California (1998); Beijing, China (2002); Seoul, Korea (2004), Salzburg, Austria (2006), Bangalore, India (2009), Tokyo, Japan (2011), Krakow, Poland (2013) and Claremont, California (2015). The next one will be in the Azores, EU (2017). This section shall be automatically amended with no further Board action required to add conferences as they are held.

2. International IPN-Whitehead Summits. In connection with each International Whitehead Conference, an International Whitehead Summit will be held. All Members of IPN may attend or send representatives to the summits and other invited persons may attend as well. Summits shall be advisory meetings and the consensus of those present will be sought on the matters presented at the meeting. After each Summit the Governing Board will affirm, modify or reject decisions made at the Summit.

3. Other International Conferences, Summits and Meetings. IPN may sponsor such other international conferences, summits and meetings as the Governing Board may approve.

ARTICLE IV

GOVERNING BOARD

1. General Powers. The Governing Board shall be the coordinating body for IPN.

2. Number, Term, and Qualification. The number of members of the Governing Board shall be not less than twelve (12) nor more than forty (40), the actual number to serve to be fixed by the Governing Board at each Bi-Annual Meeting (as defined below) of the Board of Directors prior to the election of new directors or at a special meeting called for that purpose; provided that the decrease in the number to serve shall not cause the removal of an incumbent member of the Governing Board, unless such member is removed as set forth in Section 4. Each member shall hold office until the third Bi-Annual Meeting following his or her election or until his or her death, resignation, retirement, removal, disqualification, or the member's successor is elected and qualified. After an individual completes his or her term as a director, whether by expiration of his or her term, resignation or removal (his or her "Termination Date"), he or she shall not be eligible to be elected as director again until the first Bi-Annual Meeting of the Board following his or her Termination Date. Members of the Governing Board must be an individual Member of IPN or be affiliated with an organizational Member, but there is no requirement that a Governing Board member be a resident of any particular jurisdiction.

3. Election of Governing Board Members. Except as provided in Section 6 of this Article, Governing Board members shall be elected at the Bi-Annual Meeting of the Governing Board. In electing Governing Board members, the Governing Board shall take into consideration factors that will ensure the Governing Board is broadly representational in terms of gender,

nationality, race, geographic region of origin, and representation of process activity centers. Each existing member of the Governing Board shall have the right to cast the number of votes for as many new members of the Governing Board as there are to be elected. For example, if there are six (6) new members of the Governing Board to be elected each of the existing members of the Governing Board shall have six votes. Those persons who receive the highest number of votes at a meeting at which a quorum is present shall be deemed to have been elected.

4. 4. Duties of the Governing Board Members. Every member of the Governing Board should play a leadership role in disseminating process thought both locally and internationally. Board members may represent a related organization, lead a publishing house, help with conference planning, sit on a committee connected with the activities of IPN, or be a main organizer of essential event of IPN (conference, online courses, etc.).

5. Special Provisions Applicable to Certain Officers. Notwithstanding any of the foregoing to the contrary, individuals who hold the following offices shall be members of the Governing Board for so long as they hold such offices: Executive Director, Executive Director Elect, Administrative Director, Secretary, Treasurer, Communications Director, and Finance Director. If an individual has held such an office or offices and then ceases to hold any such office, then the provisions of Section 2 shall apply in determining such individual's term as a Governing Board member as though such individual never held any such office. If it is determined that such individual has exceeded his or her term as a Governing Board member then such member shall cease to be a Governing Board member and shall not be eligible to be re-elected as a Governing Board member until the Bi-Annual Meeting occurring at least two (2) years after such cessation.

6. Removal. A Governing Board member may be removed from office with or without cause by the Governing Board members at any regular or special meeting of the Governing Board called for such purpose. The meeting notice, which shall be given at least seven (7) days prior to the meeting, shall state that consideration of removal of the member will be brought before the meeting. Prior to such meeting, such member may submit a written statement to the Administrative Office objecting to such removal, which statement the Administrative Office shall forward to all Governing Board members. If a member is removed, a new member may be elected at the same meeting to fill the unexpired term of the member so removed.

7. Vacancies. A vacancy occurring in the Governing Board, including a vacancy created by an increase in the authorized number of members, may be filled by the remaining Governing Board members, even if they constitute less than a quorum, or by the sole remaining member. A member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. In electing persons to fill vacancies, the Governing Board shall take into consideration factors that will ensure the Governing Board is broadly representational in

terms of gender, nationality, race, geographic region of origin , and representation of process activity centers.

8. Compensation of Governing Board Members. Members shall not receive any compensation for their services as members of the Governing Board and shall only be entitled to reimbursement of expenses in according with policies approved by the Governing Board.

9. Resignations. Any Governing Board member may resign at any time by giving written notice to the Executive Director, the Administrative Director or the Secretary of IPN.

ARTICLE V

Meetings of the Governing Board

1. Bi-Annual Meeting for the Election of Members of the Governing Board.

The Governing Board shall hold a meeting for the election of Governing Board members not less than every other calendar year (the “Bi-Annual Meeting”). The Bi-Annual Meeting shall occur in September of every other calendar year unless otherwise determined by the Governing Board.

2. Regular Meetings. Regular meetings of the Governing Board shall be held at such intervals and at such times as the members of the Governing Board may schedule.

3. Special Meetings. Special meetings of the Governing Board may be called at any time by the Executive Director, the Administrative Director or one-third of the members of the Governing Board then in office.

4. Place of Meeting. All meetings of the Governing Board shall be held at the Administrative Office of IPN or at such other place as may be designated in the notice of the meeting or as otherwise agreed by the Governing Board.

5. Notice of Meetings. Regular meetings of the Governing Board may be held without notice, provided that if these Bylaws require that a matter be noticed before a meeting, then notice of the meeting shall be given as required in the next sentence for a special meeting. The person or persons calling a special meeting shall give notice of the meeting at least seven (7) days and not more than thirty (30) days prior to the meeting. Notice of a special meeting shall state the place, date and hour of the meeting, but, unless otherwise required by these Bylaws, need not specify the purpose for which the meeting is called. Attendance by a member of the Governing Board at, or his or her participation in, a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express

purpose of objecting to the transaction of any business because the meeting is not properly called _____ or _____ convened.

6. Quorum. One-third of the members of the Governing Board then in office shall constitute a quorum for the transaction of business at any meeting of the Governing Board. Once a member is present, the member is deemed to be present for quorum purposes for the remainder of the meeting. Notwithstanding any of the foregoing to the contrary, no specific number of members is required to be at a meeting to constitute a quorum unless a quorum is requested by a member.

7. Manner of Acting. When the vote is taken, the act of a majority of the members of the Governing Board present at a meeting shall be the act of the Governing Board.

8. Telephonic or Electronic Meetings. Unless otherwise restricted by these Bylaws, the Governing Board shall permit any or all of the members to participate in a regular or special meeting of the Governing Board, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, or by instant messaging or similar Internet-based service by means of which all persons participating in the meeting can nearly simultaneously read messages posted by other participants and send messages to other participants, and such participation in a meeting shall constitute presence in person at the meeting. The Governing Board may permit such attendance at an International IPN-Whitehead Summit.

9. Action Without Meeting.

(a) Action by Written Consent. Action taken by the members without a meeting is nevertheless an action of the Governing Board, if seven (7) days' notice of the action to be taken is given to all of the members of the Governing Board and written consent to the action in question is signed by the number of members of the Board then in office that would be required to take the action at a meeting of the Governing Board and is filed with the minutes of the proceedings of the Governing Board, whether done before or after the action so taken. The action taken without a meeting shall be effective when the last member signs the consent, unless the consent specifies a different effective date.

(b) Effect of Electronically Communicated Consents. For purposes of this Section 7, an email or other electronic communication (such as a posting on an electronic bulletin board) from a member of the Governing Board indicating consent to an action shall be deemed to be a signed consent by the member; provided that if any member of the Governing Board questions the authenticity of any such communication, the Secretary or another officer shall obtain confirmation of the authenticity of a consent by any reasonable means, including, without

limitation, an email confirmation from the member from his or her email address as recorded on the IPN books.

ARTICLE VI

COMMITTEES OF THE GOVERNING BOARD

1. Executive Committee. The Executive Director, Executive Director Elect, Secretary, Treasurer and, if any, the Administrative Director, Communications Director, Finance Director, Academic Director, and Student Representative, and additional members of the Governing Board up to ten (10) members of the Executive Committee in total shall serve as the Executive Committee of the Governing Board. In between meetings of the Governing Board, the Executive Committee shall have and may exercise the authority of the Governing Board except as set forth in Section 8 of this Article or by resolution of the Governing Board.

2. Board Development Committee. The Executive Director may nominate members of to serve on a Board Development Committee for approval by the Governing Board. Once at least three members have been so approved, the Board Development Committee shall serve as the nominating committee for elections of, and in filling vacancies in, officers and for Governing Board members. When nominations are presented to the Governing Board by the Board Development Committee additional nominations may still be made by non-committee members. Further, the Governing Board may by resolution proceed with an election or to fill a vacancy without having nominations made by the Board Development Committee. The Board Development Committee shall also carry out such other activities as are authorized by resolution of the Governing Board. To the extent provided in the resolution, the Board Development Committee shall have and may exercise all of the authority of the Governing Board in the management of IPN, except as set forth in Section 8 of this Article or by resolution of the Governing Board.

3. Creation of Other Committees. The Governing Board may designate by resolution two (2) or more members to constitute any other committee or other committees, each of which, to the extent provided in the resolution, shall have and may exercise all of the authority of the Governing Board in the management of IPN, except as set forth in Section 8 of this Article or by resolution of the Governing Board.

4. Vacancy. Any vacancy occurring in a committee shall be filled by the Governing Board; provided that, in the case of the Executive Committee this shall occur by filling the vacancy in the respective office.

5. Removal. Any member of an Executive Committee or other committee may be removed at any time, with or without cause by the Governing Board.

6. Quorum and Voting. A majority of members on the Executive Committee or other committee shall constitute a quorum for the transaction of business at any meeting of such committee. Each committee member shall be entitled to one (1) vote on each matter submitted to a vote at a committee meeting. If a quorum is present when the vote is taken, the act of a majority of the committee members present shall be the act of the committee. Notwithstanding any of the foregoing to the contrary, in the case of the Executive Committee only a member is present, the member is deemed to be present for quorum purposes for the remainder of the meeting, and no specific number of members is required to be at a meeting to constitute a quorum unless a quorum is requested by a member.

7. Minutes. The Executive Committee and each other committee that may exercise the authority of the Governing Board shall keep regular minutes of its proceedings and report the same to the Governing Board when required.

8. Restrictions on Committees. Neither the Executive Committee nor any other committee shall have the authority to: (a) elect, appoint or remove members of the Governing Board, or fill vacancies on the Governing Board; (b) designate any such committee or fill vacancies on any such committee; (c) adopt, amend, or repeal these Bylaws; (d) amend or repeal any resolution of the Governing Board which by its terms shall not be so amendable or repealable; (e) fix compensation for members for serving on the Governing Board or on any such committee; or (f) make decisions about the legal status of IPN.

9. Action Without Meeting and Telephonic or Electronic Meetings. The Executive Committee and other committees shall have the same power to act without a meeting as is provided in Section 8 of Article V with respect to the Governing Board and shall have the same right to participate in committee meetings by means of conference telephone or other electronic means as is provided in Section 6 of Article V with respect to the Governing Board.

ARTICLE VII

WORKING COMMITTEES OF IPN

In addition to committees of the Governing Board, as described in Article VI, the Governing Board may approve such working committees of IPN as the Governing Board

believes are necessary or appropriate. Such committees shall *not* exercise the authority of the Governing Board. Procedures for the operation and reporting of such committees shall be developed by the Governing Board and the officers of IPN. The working committees may include or consist of people who are not members of the Governing Board.

ARTICLE VIII

OFFICERS

1. Officers. The Governing Board shall elect an Executive Director, an Executive-Director Elect (also known as Associate Director), an Administrative Director, a Secretary, a Treasurer, a Communications Director and a Finance Director, and may elect one or more Assistant Secretaries, one or more Assistant Treasurers, an Academic Director, a Student Representative, and other or additional officers as the Governing Board may determine are desirable for conduct of the business of IPN. Any two or more offices may be held by the same person, but no individual may act in more than one capacity where action of two or more officers is required.

2. Election and Term. Officers shall be elected by the Governing Board after the election of new Governing Board members, and by the new or newly re-elected Governing Board members, at the Bi-Annual Meeting of the Governing Board; provided, however, that the Executive Director Elect (Associate Director) shall be deemed to be elected to fill the position of the Executive Director unless a majority of the members of the Governing Board then in office move to have a re-vote to fill the position of Executive Director, in which case the Executive Director position shall be filled by a vote of the Governing Board. Each officer shall hold office until his or her death, resignation, retirement, removal, disqualification, or his or her successor is elected and qualified. An individual may serve as Executive Director or as an Executive Director Elect (Associate Director) for a maximum of three (3) terms and may not serve successive terms. For this purpose, a term shall consist of the period beginning the date such individual is elected to such office and ending the earlier of the next Bi-Annual Meeting or the date such person's term ends under the preceding sentence of this Section.

3. Removal. Any officer elected by the Governing Board, including, without limitation, the Executive Director Elect (Associate Director) when he or she automatically becomes Executive Director, may be removed, either with or without cause, by the Governing Board.

4. Resignations. Any officer may resign at any time by giving written notice to the Governing Board or to the Executive Director, Administrative Director or Secretary of IPN. Any such resignation shall take effect upon receipt of the notice.

5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, may be filled for the unexpired portion of the term by the Governing Board at any regular or special meeting.

6. Compensation; Reimbursement of Expenses. Any compensation of any officer of IPN shall be fixed by the Governing Board; and reimbursement of expenses shall be in accordance with policies established by, or as approved by, the Governing Board.

7. Executive Director. The Executive Director shall be the principal executive officer of IPN and shall preside at meetings of the Governing Board, International Summits and other meetings of IPN. In general he or she shall perform all duties incident to the office of Executive Director and such other duties as the Governing Board shall prescribe.

8. Executive Director Elect (Associate Director). The Executive Director Elect (Associate Director) shall also be known as the Associate Director of IPN, and shall, in the absence of the Executive Director, preside at meetings of the Governing Board, International Summits and other meetings of IPN.

9. Administrative Director. The Administrative Director shall be responsible for the operations of the Administrative Office, and shall, in the absence of the Executive Director and the Executive Director Elect, preside at meetings of the Governing Board, International Summits and other meetings of IPN. The Administrative Director shall consult with the Executive Director and keep the Executive Director informed on the operations of Administrative Office. In general, he or she shall perform all duties incident to the office of Administrative Director and such other duties as the Executive Director or the Governing Board shall prescribe.

10. Secretary and Assistant Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Governing Board and of committees of the Governing Board. The Secretary shall also keep accurate records of International Summits and all other meetings of IPN. The Secretary shall give all notices required by these Bylaws or ensure that they are given. The Secretary shall keep or cause to be kept the following records of IPN: (i) the Bylaws, as amended; (ii) minutes of the actions and proceedings of the Governing Board, of committees of the Governing Board, of International Summits and of other meetings of IPN; and (iii) names and contact information of each Member, member of the Governing Board and

officer. The Secretary shall keep the original or a copy of all records of IPN in the Administrative Office. In addition, the Secretary shall perform such other duties as the Executive Director or the Governing Board shall prescribe. The Assistant Secretary shall render assistance to the Secretary in all the responsibilities assigned above.

11. Treasurer and Assistant Treasurer. The Treasurer shall ensure that all funds of IPN are properly maintained and disbursed under policies approved by the Governing Board. The Treasurer shall see that full and accurate accounts of the finances of IPN are kept in books especially provided for that purpose and shall make reports on the same as may be requested by the Executive Director or the Governing Board. The Treasurer shall also see that all reports and returns required by applicable laws are properly prepared and filed. In addition the Treasurer shall perform such other duties as the Executive Director or the Governing Board shall prescribe. The Assistant Treasurer shall render assistance to the Treasurer in all the responsibilities assigned above.

12. Communications Director. If the Governing Board elects a Communications Director, such person shall be responsible for maintaining the IPN website, and, if any, IPN listservs, bulletin boards and online newsletters or announcements, for enabling electronic communications among Governing Board members and committees, and for protecting the security and, where applicable, confidentiality of IPN Internet-accessible communications and data files. In addition the Communications Director shall perform such other duties as the Executive Director or the Governing Board shall prescribe.

13. Finance Director. If the Governing Board elects a Finance Director, such person shall be responsible for (i) Soliciting annual dues and donations from individuals and organizational members, (ii) Initiating and supporting IPN fundraising drives, (iii) Assuming responsibility for IPN financial matters, (iv) providing accountability to the Board for IPN finances, and (v) working with the treasurer to address financial issues and to provide regular financial reports.

14. Academic Director. If the Governing Board elects an Academic Director, such person shall be responsible for promoting the study and teaching of process thought at all grade levels, with special emphasis on institutions of higher learning, and shall, in the absence of the Executive Director and the Administrative Director, if any, preside at meetings of the Governing Board, International Summits and other meetings of IPN. The Academic Director may also offer assistance to special institutes of process studies, translation of process-related works, publication of process-related works, and development of introductory materials on process thought and instructional guides and materials. The Academic Director may maintain a

registry of teachers and students of process thought and of job opportunities for process thinkers. In general, he or she shall perform all duties incident to the office of Academic Director and such other duties as the Executive Director or the Governing Board shall prescribe.

15. Student Representative. The student representative shall serve as a liaison between students of process thought and the Governing Board.

16. Duties of Officers May Be Delegated. In case of the absence of any officer of IPN or for any other reason that the Governing Board may deem sufficient, the Governing Board may delegate the powers or duties of such officer to any other officer or to any member of the Governing Board for the time being provided a majority of the entire Governing Board concurs therein.

ARTICLE IX

ADMINISTRATIVE OFFICE

1. Duties. The Administrative Office shall carry out the duties designated in these Bylaws, and unless otherwise assigned to another office, organization or individual, shall maintain the books and records of IPN, serve as a central repository of and maintain archives of IPN materials, maintain the IPN website and listserv, and provide Member communication services, all subject to the guidance of the Governing Board and officers of IPN. Within the financial and staff capacities of the Administrative Office, the Administrative Office shall also provide administrative and secretarial support to the Governing Board, officers and committees of IPN.

2. Legal Status and Other Activities. Designation as the Administrative Office shall not confer any specific legal status or authority on the Administrative Office. The Administrative Office may be an unincorporated or incorporated association. It may or may not have its own governing instruments. It shall have no authority as the Administrative Office to act on behalf of IPN other than as set forth in these Bylaws or as approved by the Governing Board. If the Administrative Office activities are conducted by an organization, such organization may become a Member. As an organization, such organization shall be free to undertake activities in its own name in support of the purposes of IPN.

3. Maintenance of Funds. The Administrative Office will be entrusted with the safekeeping of Member dues and other funds provided for the support of IPN. Such funds will

be maintained in an account of the Administrative Office with the understanding that such funds will be used for the purposes of IPN.

4. Disbursement of Funds. The Administrative Office through its authorized representatives will disburse funds in accordance with policies approved by the Governing Board. The Administrative Office will submit a budget for its own operations to the Governing Board, and will disburse funds for its own operations in accordance with the approved budget, or as otherwise approved by the Governing Board or by officers with delegated authority.

5. There May Be More than One Location. The functions described in this Article for the Administrative Office may be carried out at one or more locations and by one or more incorporated or unincorporated associations.

ARTICLE X

CONTRACTS, LOANS AND DEPOSITS

While IPN is an unincorporated association, it shall not have authority to enter into contracts, obtain loans or maintain deposits of funds. All such activities shall be done by entities or individuals who voluntarily undertake such activities in their own names and under their own authority in support of IPN. This article shall be revised if IPN becomes an incorporated association. For clarity, this does not prevent an institution, such as the Center for Process Studies or other institutions, from serving as a depository of funds that are used to finance IPN activities or enter into contracts in their own names for the benefit of IPN.

ARTICLE XI

GENERAL PROVISIONS

1. Notice of Meetings. Notice of a meeting of the Members or of the Governing Board or a Committee of the Governing Board may be given by email, facsimile, courier or mail. Notices shall be sent to the addresses of the Members or members of the Governing Board as shown on the IPN records maintained in the Administrative Office, or to the actual address of the person if notice is promptly given to the Administrative Office of the proper address. Notices shall be effective when sent if sent by email or by facsimile with confirmation received, otherwise notices shall be effective when received. A Notice of a meeting of the Governing

Board or a committee of the Governing Board may also be given orally. Except as otherwise specified in these Bylaws, a notice does not need to state the purpose of the meeting.

2. Waiver of Notice. Whenever any notice is required to be given to any member or member under the provisions of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice and delivered to the Secretary of IPN for inclusion in the minutes or filing in IPN's records, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

3. Amendments. These Bylaws (including this Section 3) may be amended or repealed and new Bylaws may be adopted by the affirmative vote at any regular or special meeting of the Governing Board so long as the notice of the meeting states that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. Changes to the proposed amendment and new amendments may be passed at the meeting of the Governing Board at which the amendment is considered.

4. Prohibition Against Sharing in IPN Earnings. No Member, officer, member of the Governing Board, employee, or member of a committee of IPN, or any other private individual, shall receive at any time any of the net earnings or pecuniary profits from the operations of IPN, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for IPN in effecting any of its purposes in accordance with policies approved by the Governing Board; and no such person or persons shall be entitled to share in the distribution of any of funds or other assets of IPN upon its termination. All Members, members of the Governing Board and officers of IPN shall be deemed to have expressly consented and agreed that upon termination of the affairs of IPN, whether voluntary or involuntary, the funds or other assets maintained on behalf of IPN, after all debts have been satisfied, shall be distributed, as the Governing Board may determine, to educational or charitable process-oriented organizations.

5. Authority. These Bylaws are not intended to constitute IPN as a separate legal entity. IPN is an aggregate of individual Members who voluntarily, and without any compulsion or legal obligation, have agreed to act in accordance with these Bylaws. IPN shall not have authority to compel action by any Member, Governing Board member, officer or any other participant of IPN, or by the Administrative Office. This provision shall be amended if IPN becomes an incorporated association.