

CERTIFICATE OF INCORPORATION
OF
AMERICAN SOCIETY FOR THE NEW IDENTITY PROCESS, INC.

Under Section 402 of the Not-for-Profit Corporation Law

The undersigned, for the purpose of forming a corporation under Section 402 of the Not-for-Profit Corporation Law, hereby certifies:

1. The name of the corporation is American Society for the New Identity Process, Inc.

2. The corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of, its members, directors or officers except to the extent permitted under the Not-for-Profit Corporation Law.

3. The purposes for which the corporation is to be formed are:

(a) To establish and maintain high ethical and professional standards for the New Identity Process in America.

(b) To provide training and education in the New Identity Process.

(c) To certify as New Identity Therapists those who qualify by education, training and experience.

(d) To promote research in the New Identity Process.

(e) To publish clinical data and other materials in regard to the New Identity Process.

(f) To provide for exchange of important thinking and developments in the New Identity Process.

(g) To exercise all of the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law.

4. The corporation is a corporation as defined in subparagraph (A) (5) of Section 102 of the Not-for-Profit Corporation Law and a Type A corporation.

5. The city and county in which its office are to be located are Binghamton, Broome County, New York.

6. The territory in which the corporation activities are principally to be conducted is the United States of America.

7. The names and residences of the directors until the first annual meeting are:

<u>Name</u>	<u>Address</u>
Daniel H. Casriel, M.D.	A.R.E.B.A. 47 E. 51st Street New York, New York 10022
Angelo Spinazzola, D.Ed.	The A.R.E.B.A. School Mt. Freedom, New Jersey 07970
William J. Wolfson, M.D.	3000 Seminole Drive Detroit, Michigan 48214
George M. Rynick, M.Div., Th.M.	2009 Galaxy Drive Vestal, New York 13850
Janice Frank, M.S.W., C.S.W.	Short Road Fayetteville, New York 13066
Frances P. Rynick, B.S.	2009 Galaxy Drive Vestal, New York 13850

8. The post office address to which the Secretary of State shall mail a copy of any notice required by law is 133 Main Street, Binghamton, New York 13905.

9. In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to other organizations engaged in activities substantially similar to those of this corporation or to organizations which shall qualify at that time as charitable organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, pursuant to a plan of distribution adopted by the directors of the corporation and approved by a Justice of the Supreme Court of the State of New York.

10. The subscriber is of the age of 18 years or over.

IN WITNESS WHEREOF, this certificate has been signed by the subscriber this *18th* day of *April*, 1978.

George M. Rynick
George M. Rynick
133 Main Street
Binghamton, New York

STATE OF NEW YORK)
COUNTY OF BROOME) SS:

On this *18th* day of *April*, 1978, before me personally came George M. Rynick to me personally known and known to me to be the individual described in and who executed the foregoing instrument, and he duly acknowledged that he executed the same.

Anita Sonnenfeld
Notary Public
ANITA SONNENFELD
Notary Public, State of New York
Residing in Broome County
my commission expires March 30, 1978
Registration No. 4622800

BY-LAWS
OF
AMERICAN SOCIETY FOR THE NEW IDENTITY PROCESS, INC.

Article 1. Membership

Section 1. The categories of membership shall be as follows:

a. Associate members (A.S.M.) Those persons who are interested in the New Identity Process and have some group training experience under a society fellow or under two society members. They will receive the society's publications. They are non-voting members.

b. Society member (S.M.) Those persons who have participated in two workshops with Dr. Daniel H. Casriel or with a designated teaching fellow of the society may become society members. They will receive the society publications and are eligible for further training in the New Identity Process. They are not qualified to use the New Identity Process in their practice with the society's approval. They are voting members.

c. Society Fellow (S.F.) Those persons who have completed the recognized New Identity Process training program established by the board of directors, and have passed the written and oral examination administered by the Standards Committee and have completed the required number of peer group hours will be certified by the board of directors as society fellows.

A certificate of membership will be issued upon approval of the application.

Section 3. Resignation. Any member may resign from membership, after fulfilling all obligations to the society, by giving written notice of such intention to the secretary. Such notice shall be presented to the board of directors by the secretary at the first meeting after its receipt.

Section 4. Removal. A member may be suspended for a period or expelled for cause, such as violation of any of the by-laws or rules of the society, or for conduct prejudicial to the best interests of the society. Suspension or expulsion shall be by a two-thirds vote of the membership of the board of directors, provided that a statement of the charges shall have been mailed by registered mail to the member under charges at his last recorded address at least fifteen days before final action is taken thereon. This statement shall be accompanied by a notice of the time when and the place where the board of directors is to take action. The member shall be given an opportunity to present a defense at the time and place mentioned in such notice.

Article 2. Dues.

Section 1. Annual Dues. The board of directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the society by members.

Section 2. Payment of Dues. Dues shall be payable in advance on the first day of January in each fiscal year. Dues of a new member shall not be prorated, except that a person elected to membership after the first day of July in any year shall pay one-half of the annual dues.

They are qualified to use the New Identity Process in their practice.

d. Society teaching fellow (S.T.F.) Those members who have been certified as society fellows may continue training to become society teaching fellows. When they have completed the training program required by the board of directors, and have five years of experience as group leaders, they may be certified as society teaching fellows by the board of directors. Examinations for society teaching fellow, written and oral, will be administered by the standards committee. Society teaching fellows will be certified by the board of directors to lead training workshops and institute training programs and to teach other persons the New Identity Process.

e. All society fellows and society teaching fellows are required to attend at least one workshop with Dr. Casriel each year.

f. Society fellows and society teaching fellows will be designated either professional or paraprofessional. In order to be designated as professional, a fellow must have a master's degree, a Ph.D. or an M.D. degree from a recognized college or university.

Section 2. Admission of Members. A person will be admitted to membership in the society upon submission of a written application to the standards committee and upon completion of the required education and training set by the board of directors. They will become members upon recommendation by the standards committee and approved by the board of directors and upon payment of the required initiation fee and dues set by the board of directors.

Section 3. Default and Termination of Membership. When any member shall be in default in the payment of dues for a period of two years, his membership may thereupon be terminated by the board of directors without notice or hearing.

Article 3. Meetings of Members.

Section 1. Annual Meeting. There shall be an annual meeting during the month of January at such time and place as may be designated by the board of directors for receiving the annual reports of officers, directors, and committees, and the transaction of such other business as may come before the meeting. Notice of the meeting, signed by the secretary, shall be mailed to the last recorded address of each member at least ten (10) days and not more than fifty (50) days before the time appointed for the meeting. All notices of meeting shall set forth the place, date, time and purpose of the meeting.

Section 2. Special Meeting. Special meetings may be called by the board of directors or the president at their discretion. Upon the written request of one-eighth of the members, the board of directors shall call a special meeting to consider a specific subject. Notice of any special meeting shall be given in the same manner as for the annual meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the society.

Section 3. Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of this corporation may be held at any time and at any place within or without the State of New York, and any action may be taken thereat, if notice of meeting is waived in writing by every member having the right to vote at the meeting.

Section 4. Quorum. The presence in person or by proxy of a majority of the members entitled to vote shall be necessary to constitute a quorum for the transaction of business.

Section 5. Proxies. Every member of the society entitled to vote at any meeting thereof may vote in proxy. The proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after 11 months from the date of its execution.

Article 4. Directors.

Section 1. Number and Election. The property, affairs, business and concerns of the corporation shall be vested in a board of directors consisting of 9 directors. The directors shall be elected at the annual meeting of the society. The members of the board shall, upon election, immediately enter upon the performance of their duties and shall continue in office for a term of one year or until their successors shall be duly elected and qualified.

Section 2. Duties of Directors. The board of directors may (1) hold meetings at such times and places as they think proper; (2) admit members and expel or suspend them by ballot as provided in Article I, Section 4 hereof; (3) appoint committees on particular subjects from the members of the board, or from the members of the society; (4) audit bills and disburse funds of the society; (5) print and circulate documents and public articles in regard to the New Identity Process; (6) carry on correspondence and communicate with other societies interested in the New Identity Process; (7) employ agents, and (8) devise and carry into execution such other measures as they deem proper and expedient to promote the objects of the society and to best protect the interests and welfare of the members.

Section 3. Meetings of the Board. Regular meetings of the board of directors shall be held immediately succeeding the annual meeting in January and at such other times and places as the board may establish. Notice of the meeting, signed by the secretary, shall be mailed to the last recorded address of each member at least ten (10) days before the time appointed for the meeting. The president may when he deems necessary, or the secretary shall, at the request in writing of three members of the board, issue a call for a special meeting of the board, and only five (5) days notice shall be required for such special meetings.

Section 4. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business.

Section 5. Action without a meeting. Any action required or permitted to be taken by the board of directors or a committee thereof may be taken without a meeting if all the members of the board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent shall be filed with the minutes of the board proceedings.

Any one or more members of the board of directors or of a committee thereof may participate in a meeting of the board by means of a conference telephone or similar communications equipment which allows all participants to hear each other at the same time. A member participating by means of communications equipment shall be considered present for the purpose of establishing a quorum.

Section 6. Vacancy. Whenever any vacancy occurs in the board of directors for any reason, it shall be filled without undue delay by a majority vote of the remaining members of the board at a regular or special meeting called for that purpose. Persons so chosen shall hold office until the next annual meeting or until a successor shall be duly elected and qualified.

Section 7. Removal of directors. Any one or more of the directors may be removed either with or without cause, at any time, by a vote of two thirds of the members of the board of directors present at any special meeting called for that purpose.

Article 5. Officers.

Section 1. The officers of this corporation shall be a president, first vice president, second vice president, executive secretary, treasurer and recording secretary.

Section 2. Method of Election. The board of directors shall elect the officers from among the members of the board of directors at the annual meeting for a term of one year or until their successors shall be duly elected and qualified.

Section 3. Duties of Officers. The duties and powers of the officers of the corporation shall be as follows:

President. The president shall preside at the meetings of the corporation and of the board of directors, and shall be a member ex-officio, with right to vote, of all committees except the nominating committee. He shall be the chief executive officer of the corporation and shall supervise, control and direct all the business and affairs of the corporation with the approval of the board of directors. He shall present an annual report at the annual meeting of the society. He shall perform such other duties as are necessarily incident to the office of the president.

Vice Presidents. In case of the death or absence of the president or of his inability from any cause to act, one of the vice presidents in order of their seniority, shall perform the duties of his office.

Executive Secretary. The executive secretary shall give notice of and attend all meetings of the society and of its committees. He

shall conduct all correspondence and carry into execution all orders, votes and resolutions not otherwise committed. He shall collect the initiation fees and annual dues and pay them over to the treasurer. He shall notify the officers, directors and members of the society of their election and of their appointment to committees. The executive secretary shall be the keeper of the corporate seal.

Recording Secretary. The recording secretary shall keep the minutes of the board of directors meetings and of the meetings of all committees of the society. The recording secretary shall keep all other records of the society and shall perform such other duties as may be delegated by the board of directors. In case of the absence or disability of the executive secretary, the recording secretary shall perform the duties of his office.

Treasurer. The treasurer shall keep an account of all monies received and expended for the use of the corporation, and shall make disbursements only upon written vouchers. He shall deposit all sums received in a bank, or banks, or trust company approved by the executive committee. He shall present a financial report at the annual meeting or when called upon by the president. Funds may be withdrawn only upon the signature of two of the officers of the corporation. The funds, books and vouchers in his hands shall at all times be under the supervision of the board of directors and subject to its inspection and control.

Section 4. Bond of Treasurer. The treasurer shall, if required

by the board of directors, give to the corporation such security for the faithful discharge of his duties as the board may direct.

Section 5. Removal of officer. Any one or more of the officers may be removed either with or without cause, at any time, by a vote of two-thirds of the members of the board of directors present at any special meeting called for that purpose.

Section 6. Vacancies. All vacancies in any office shall be filled by the board of directors without undue delay, at its next regular meeting, or at a special meeting called for that purpose. Persons so chosen shall hold office until the next annual meeting or until a successor shall be duly elected and qualified.

Section 7. Compensation of Officers. The officers shall receive such salary or compensation as the board of directors determines.

Article 6. Committees.

Section 1. Nominating Committee. There shall be a nominating committee appointed by the board of directors consisting of three members, at least one of whom shall be a member of the board. It shall be the duty of this committee to nominate candidates for officers and directors to be elected at the next annual election or to fill any vacancy. They shall notify the secretary in writing at least thirty (30) days before the date of the annual meeting the names of such candidates, and the secretary shall mail a copy thereof to the last recorded address of each member simultaneously with the notice of meeting.

Section 2. Standards Committee. The standards committee shall set the standards for education and training for applicants for all membership categories of the society, and shall administer written and oral examinations. It shall pass upon all applications for membership in the various classes of membership in the society and shall make recommendations for certification of members to the board of directors.

Section 3. Ethics Committee. The ethics committee shall establish, with the approval of the board of directors, a code of ethics for all members of the society, and shall review any charges of unethical conduct or practice on the part of any member. After such review it shall recommend to the board of directors suspension or expulsion of the member as may be appropriate.

Section 4. Research Committee. The research committee shall review all research conducted by members and shall make available for publication significant results. It shall encourage its research by members of the society.

Section 5. Publications Committee. The publications committee shall prepare and publish a regular journal for the exchange of experience and new information among the members of the society concerning the New Identity Process.

Section 6. Finance Committee. The finance committee shall prepare the annual budget of the society and shall review and approve any changes therein that may be necessary during the year. It shall authorize

all expenditures of society funds. It shall prepare both long and short-range plans for the finances of the society to enable the carrying on of its work. It shall arrange for an annual audit and shall supervise and cooperate with the treasurer in the carrying out of his duties. The treasurer shall automatically be the chairman of this committee.

Section 7. Institute Committee. The committee shall establish and supervise the training institutes of the society. It shall coordinate with the standards committee the training curriculum and shall evaluate on a regular basis the training being done. The committee shall receive and approve applications for admission as a recognized institute of the society.

Section 8. Appointment of Committees. All committees and the chairmen thereof shall be appointed by the president subject to the approval of the board of directors. The president may also appoint with the approval of the board of directors, at any time, special committees on any subject for which there is no standing committee.

Section 9. Committee Quorum. A majority of any committee of the society shall constitute a quorum for the transaction of business.

Section 10. Committee Vacancies. The president shall have the power to fill vacancies in the membership of any committee.

Article 7. Institute

Section 1. Criteria. The institute shall be the teaching arm of the society and shall meet the following requirements:

A. The director shall be a society teaching fellow. At least two members of his staff shall be society fellows.

B. The curriculum and training supplied by the institute shall be established by the committee on standards of the board of directors.

C. Fees for training will be paid to the society as established by the board of directors.

D. The faculty shall participate in research.

E. The requirements for admission to training shall be established by the committee on standards. The training records of all candidates shall be available to the standards committee when application for membership or for admission to a higher class of membership in the society is made.

Section 2. Establishment. The institute shall be established and approved by the board of directors when they have determined that it meets all of the above standards and requirements.

Section 3. Representative. Upon admission as an institute it shall have the right to designate a representative to be an ex-officio member of the institute committee of the board of directors.

Article 8. Seal

Section 1. Seal. The seal of the corporation shall be the one more particularly shown in the following impression: