

**By-Laws for GREX
West Coast Affiliate of the A.K. Rice Institute
for the Study of Social Systems**

Revised August 6, 2013

**Article I.
NAME**

The name of this entity is GREX: An Organization for the Study of Authority, Leadership, and Group dynamics. It was established to study social systems as complex, living organisms with specific functions to carry out. The structure and dynamics of these organisms regulate the way individuals' roles are organized and enacted. GREX, which is the Latin word for flock, is a non-profit organization incorporated in the State of California and is the West Coast Affiliate of the A. K. Rice Institute.

**Article II.
PURPOSE**

GREX provides experiential learning and a variety of related application opportunities designed to increase participants' understanding of the dynamics of groups and social systems, particularly those which relate to leadership and authority.

Based on ideas which originated at the Tavistock Clinic's Center for the Study of Social Relations in London after WWII, and further developed by the A.K. Rice Institute in the U.S., GREX aims to further understanding of the forces that influence the achievement of organizational, social and political goals. Our method combines experience with reflection so that the unconscious elements of group and system life can be explored. Through conferences, other educational events, and consultation to individuals and organizations, GREX provides opportunities to apply group relations theory to deepen understanding and explore potential systems changes.

**Article III.
MEMBERSHIP**

Section 1. Classes of Membership.

There shall be one type of membership in GREX: Full.

Section 2. Eligibility for Member Status.

In order to be eligible for member status in GREX, an individual must demonstrate an interest in the learning opportunities provided by GREX.

Section 3. Definition, Privileges and Responsibilities of Members.

Members shall have full voting privileges in GREX as long as they are in good standing, which includes the timely payment of dues. Members are encouraged to participate in activities of “citizenship” in GREX, such as engaging in efforts to disperse group relations concepts and to sustain the organization over time. Members will receive a discount when registering for GREX-sponsored conferences and events.

Article IV. BOARD OF DIRECTORS.

Section 1. Overall Responsibilities of Directors.

The Board of Directors, who are elected by and accountable to the GREX membership as a whole, is responsible for the development and establishment of policies and procedures governing the activities of GREX, and for assuring that the policies and procedures are carried out. The Board of Directors has the authority to specify criteria defining who is authorized to work in the name of GREX, to authorize educational and related activities carried out through GREX and/or in the name of GREX. The Board appoints the directors of group relations conferences sponsored by GREX and establishes fees for conferences and other GREX-sponsored events. The Board conducts business with AKRI and other institutions and agencies as well as individuals. The Board of GREX shall consist of five to ten members.

Section 2. Qualification of Directors.

Any member in good standing of GREX shall be qualified to serve on the Board of Directors provided that s/he meets two of the following criteria:

1. Membership in GREX and/or AKRI or another Affiliate of the A. K. Rice Institute, for at least one year;
2. Participation in at least two group relations conferences (one residential if possible) sponsored by GREX, the A. K. Rice Institute, or another of its affiliates.
3. An interest, willingness and capacity to cultivate the work of GREX in the West Coast region.
4. Ongoing GREX Board members will strive to maintain active participation in group relations events.

Section 3. Nomination and Appointment of Directors.

Any GREX member may nominate him or herself or another GREX member for election to the Board of Directors. GREX Board Members are typically elected as Members at large, or they may be appointed under special conditions (see Section 6).

Section 4. Officers of GREX

There will be four officers on the GREX Board: President, Vice President, Secretary, and Treasurer. There will be Chairs of Standing Committees as well: Communications/IT; Education and Events; Strategic Planning; and Resources Development. The President of GREX shall be elected by at least two thirds of the existing Board members. Other Board Officer roles, and Chairs of Committees, will be appointed/elected by agreement of the Members of the Board.

General Role Descriptions for Officers:

President: Responsible for scheduling Board meetings, initiating the agenda for each meeting, and managing the meetings to assure the Board accomplishes its goals for each meeting. The President also coordinates the activities of the Board Officers and Committee Chairs to assure that GREX is consistently in pursuit of its vision/mission. S/he also represents the GREX Board for AKRI-related activities and for other GREX-related activities requiring representation of the entire organization.

Vice President: Responsible for chairing the Strategic Planning Committee, and learning how to facilitate meetings and coordinate Board functions when the President is absent. If the President is away or is incapacitated, or resigns before his/her term is completed, the Vice President becomes the Interim President until the next election cycle occurs, or a two thirds majority of the Board members vote to appoint a new President until the next election occurs.

Secretary: Responsible for recording, disseminating and archiving the records for each Board meeting, using a simple format that provides for ease of recording and includes the important decisions made. Distributes draft records of each meeting for revision/approval by Board members present at the meeting and then posts for the Membership of GREX. Responsible for keeping documentation of each Committee's written reports as well.

Treasurer: Responsible for performing or overseeing the financial aspects of GREX work: revenue and expense tracking, budgeting, bill payment, tax reporting, etc. Works closely with appointed conference directors/administrators and other events leaders to make sure accurate/appropriate financial records are kept and resources are spent efficiently. Works closely with the Bookkeeper/Accountant for GREX. Prepares annual financial summary of GREX activities.

Each Board officer will have a designated back-up person from among existing Board members who are not currently serving as Officers. This assures that GREX business can be carried on when Officers are unavailable. Those who serve as back-up are responsible for staying current with the work of the Officer whose role they may need to fill temporarily.

Section 5. Term of Office and Elections.

The typical term of office for Directors shall be three years from the first annual meeting following their election to the Board. All seats on the Board of Directors

shall be filled by election, or in exceptional situations, by appointment. (See Section 6 below.) Each year one-third of seats shall be up for election, based on decisions made by the Board as a whole in discussion. Elections shall be conducted through the mail or via email, with ballots and all available information about the candidates provided to all eligible voters not less than two weeks (14 days) before ballots must be returned. Elections shall be held in the third calendar quarter of the year or at the discretion of the Board. There is no limitation on the number of terms that an individual may be elected as a member of the Board of Directors.

Section 6. Vacancies.

Any vacancy in the Board of Directors caused by death, resignation or disability of a Director shall be filled at the time of the next annual rotation of Directors off the Board. If an urgent Board vacancy situation occurs, the ongoing Board members may appoint one or more Interim Board members, pending the next occurring Board membership election cycle.

Section 7. Quorum.

At any meeting of the Board of Directors, a quorum for the transaction of business shall consist of a simple majority of the Directors. A majority of the full Board is required to pass any motion.

Section 8. Specific Functions of the Board of Directors.

The responsibilities of the Board of Directors include but are not restricted to the following:

1. Formulating policy for GREX.
2. Collecting dues and raising such other funds as may be necessary to support the activities of GREX.
3. Appointing and authorizing Conference Directors to group relations conferences when GREX is the principal sponsor.
4. Reviewing and approving the terms negotiated for co-sponsored events.
5. Appointing and reviewing the work of an Executive Director if and when GREX hires one.
6. Designing, sponsoring and publicizing other forms of group relations events beyond conferences, such as training events/workshops, seminars, collaborating with other affiliates, etc., based on the expressed interests of members or GREX and/or requests by affiliated organizations.

Article VI. FINANCIAL PROVISIONS.

Section 1. Fees and Compensation.

Members of the Board of Directors shall receive no compensation for their service in that capacity although they may receive reimbursement for expenses, such as travel to meetings, as authorized by agreement of the Board as a whole.

Section 2. Liabilities and Property Rights of Directors and Employees.

No Director or employee of GREX shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors shall only look to the assets of GREX for payment.

Article VII. BUSINESS MEETINGS.

Section 1. Annual Meeting of GREX

An annual meeting for all GREX members will be held on a date and at a place to be selected by the Board of GREX. At this meeting a review of the affairs of GREX shall be conducted, the results of any recent election of new members of the Board of Directors shall be announced and other business properly brought before GREX membership shall be transacted. This meeting shall be designated the "Annual Meeting" of GREX and written notice of it shall be sent to all members not less than 60 days prior to its scheduled date. As often as possible, an educational event sponsored by GREX will occur in conjunction with the Annual Membership meeting.

Section 2. Meetings of the Board of Directors.

In-person meetings of the Board of Directors shall occur not less than three times per year at a time and place to be decided by Board members. Regular monthly meetings will take place via conference call, internet access or other means of communication, except on months when an in-person meeting is scheduled. GREX members are welcome to listen to teleconference meetings, and request to be recognized for comments when they wish. In-person meetings of the Board of Directors, except when in executive session, shall be open to any member of GREX by pre-arrangement with the Board so enough space can be arranged.

Section 3. Urgent Meetings of the Entire Membership.

Meetings of the entire GREX membership, other than the Annual Meeting, may be called at the request of the Board of Directors if an urgent situation requires it.

Article VIII COMMITTEES.

Section 1. General Responsibilities.

Committees are directly responsible to the Board of Directors. They are advisory to the Board and shall make recommendations to the Board which decides whether to approve/adopt those recommendations. Once the Board has approved a recommendation, the Committee will be authorized to take action on behalf of the Board.

Section 2. Standing Committees

Chairs of Standing Committees shall be members of the Board of Directors and Chair

appointments shall be reviewed by the Board annually. The Chairs of Standing Committees shall put out calls for GREX members who would like to serve on their Committees for a minimum of a year – or to assist with a particular activity such as planning an important educational or fund-raising event. Participation by GREX members is essential to effective Committee functioning. As delegated by the Board of Directors, Standing Committees may assume managerial responsibilities for particular projects. Standing Committees will work collaboratively with the other Committees of the Board to assure the overall effectiveness of GREX. There shall be the following standing committees:

a. Education and Events Planning Committee

In response to expressed interests by the membership of GREX, the Education and Events Committee will initiate, or receive and review, all proposals for educational activities of GREX. Working in collaboration with the Strategic Planning Committee and the Resource Development Committee it will participate in setting an annual calendar of events and contributing to the implementation of all GREX-sponsored educational events.

b. AKRI Committee.

GREX intends to activate this committee when its resources allow. The mission of this Committee is to support the activities of GREX in relation to AK Rice Institute activities. These activities shall include but not be limited to the following: 1) when invited, nominating eligible GREX members to serve on the staff of the national conference; 2) providing liaison for the purpose of recruitment to the national conference and other events; 3) coordinating the activities of GREX in relation to the publicity and/or fund raising for scholarships 4) designating scholarship recipients and disbursing such funds as may be available for this purpose.

Section 3. Communications/IT Committee.

This Committee is responsible for making sure GREX members are provided with important information related to the current activities of GREX, and outlining their opportunities to participate. Varied media, such as Twitter, Facebook, and other social media should be explored/used in order to reach as many members as possible. This requires a knowledge of media and a dedication to exploring/discovering a set of communication processes that engage all GREX members.

Section 4. Resource Development Committee.

This Committee is responsible for developing a strategy and actions that provide GREX with enough resources, in addition to regular dues, to carry out its mission, and begin to establish a financial plan to assure the continued viability of the organization. This Committee would also work on a set of priorities to recommend to the Board in terms of what funds should be dedicated to support.

Section 5. Strategic Planning Committee

This Committee would be composed of 2 – 3 GREX Board members, chaired by the Vice-President, who would put together a strategic plan, based on GREX’s vision/mission, for developing GREX to its best potential. When a plan has been drafted and authorized by the Board, the Committee members would present the plan to the members of GREX to get recommendations and a final majority vote to implement the strategy or not. This will also include reviewing the functional needs of GREX and recommending new committees or sub-committees.

Section 6. Membership/Outreach Committee – when needed.

Section 7. Other Committees.

The Board may, from time to time, designate additional Committees for such goals/activities the Board may determine. The Board shall appoint Chairs for these committees and the Chairs shall appoint members with input from the Board.

Article IX.

CONSULTANTS/STAFFING FOR GREX CONFERENCES

Section 1. Conference Directors

The GREX Board will consider the following framework for appointment to directorship of GREX-sponsored experiential conferences:

Potential conference directors demonstrate their qualifications through previous experience, right-to-work certification, and/or through meeting AKRI’s preliminary and Stage 1 and 2 competencies as well as the mentor competencies as outlined in the Training and Certification Program guidelines.

The following skills and abilities will also be considered for GREX-sponsored conference directors:

LEADERSHIP:

- A) Demonstrates the understanding that member learning is the grounding purpose for a conference, while considering the learning needs of staff and him/herself as well.
- B) Demonstrates a commitment to providing a safe and confidential learning environment through holding the conference structures of time, task, territory and information.
- C) Demonstrates ability to design conference structures for generic conferences or for specialized conferences which offer members the learning opportunities described in the theme/focus for a particular conference.

- D) Demonstrates the ability to mentor (or provide for mentoring of) staff in their roles, especially those who are Consultant Candidates.
- E) Demonstrates ability to lead and inspire staff to do their best consultation work with conference members by
 - 1) creating a stimulating and supportive work environment, and
 - 2) modeling an effective interpretive stance in the director role.
- F) Demonstrates understanding the conference as a temporary system and a microcosm of the world beyond the immediate conference experience.

COLLABORATION:

- G) Demonstrates ability to align and to negotiate with representatives of the organization sponsoring a particular conference.
- H) Demonstrates an understanding of how to manage the conference in partnership with the conference administrator and others on the management team during its planning and implementation phases.

MANAGEMENT:

- I) Demonstrates assessment and recruitment skills necessary to select capable and diverse staff suitable for the particular conference being planned.
- J) Demonstrates ability to assign staff to appropriate roles based on their experience and developmental needs.
- K) Demonstrates ability to select appropriate work space for a particular conference and utilize it for maximum learning of members through attention to effective boundaries internally and with the external environment.
- L) Demonstrates ability to plan a conference budget and oversee its administration to produce the appropriate balance of revenue and expense for the particular conference.
- M) Demonstrates ability to plan and oversee creative marketing of a conference in cooperation with the sponsoring organization.
- N) Demonstrates ability to evaluate the effectiveness of a conference, and provide a clear report to the sponsoring organization.

- O) Demonstrates ability to learn from the evaluation of a conference and applies that learning to the design of improved and innovative future conferences.

Ideas for How to Develop Director Competencies

- Learned from holding leadership and management roles in other kinds of organizations where the above competencies can be demonstrated.
- Learned from attendance at Directorship trainings sponsored by AKRI and/or Affiliates.
- Learned through being mentored by an experienced director in a process like the consultant competency process and/or by serving as associate director or as a director candidate in conferences.

Section 2. Consultants for A. K. Rice Institute Affiliated Conferences

- Classes of Consultants.** There shall be two categories of consultants, one to be designated full consultant and the other consultant-in-training.
- Eligibility for Full Consultant.** In order to be eligible for selection by a GREX conference director as a consultant, an individual must be a member of the A. K. Rice Institute and must meet the right-to-work criteria or have completed the AKRI Training and Certification Program as described in the Policy Manual of the A. K. Rice Institute. In exceptional cases, the GREX Board may approve a different level of eligibility.
- Eligibility for Consultant-in-Training** In order to be eligible for selection by a GREX Conference Director as a consultant-in-training, an individual must be a member of the A. K. Rice Institute and must meet the Stage 2 requirements of the AKRI Training and Certification Program as described in the Policy Manual of the A. K. Rice Institute.
- Other Categories:** The GREX Board may authorize additional categories of staff for group relations conferences sponsored by GREX when requested by conference directors.
- Selection of Consultants.** Consultants for GREX Group Relations Conferences shall be selected by the Director of each specific conference.
- Collaboration with AKRI.** GREX will collaborate with AKRI to provide effective training programs of any kind related to fulfilling the training/competency achievement of those pursuing certification through the AKRI Program.

Section 2. Consultants for Non-A.K. Rice Institute-Affiliated Conferences

Criteria for consultants and consultants-in-training will be established by the GREX Board in collaboration with authorized conference directors.

Article X.
MISCELLANEOUS

Section 1. Execution of Documents

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of GREX and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors. No officer, agent or other person shall have any power or authority to bind to GREX any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 2. Inspection of By-Laws

GREX shall keep in its Secretary of the Board's office the original or a copy of these by-laws, as amended or otherwise as altered to date, certified by the Secretary, which shall be open to inspection by the Directors at all reasonable times during office hours.

Section 3. Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California General Non-Profit Corporation law shall govern construction of the by-laws.

Section 4. Rules of Order

The rules contained in Robert's Rules of Order, revised, shall govern all Directors' meetings and meetings of the entire membership of the Institute, except in instances of conflict between said rule of order and the articles or By-laws of GREX or provisions of law.

Article XI.

AMENDMENTS

Section 1. Power of Directors

New By-laws may be adopted or these By-laws may be amended or repealed at any meeting of the Board of Directors by a majority vote of the Directors present except as otherwise provided by law or by the articles of incorporation.

Section 2. Ratification

New or amended By-laws shall be submitted for ratification to all voting members of GREX no later than the date of election of new members of the Board. New or amended By-laws will be considered ratified if approved by a simple majority of those members voting. New or amended By-laws shall go into effect when voted by the Board of Directors and shall remain in effect until or unless not ratified by the membership or subsequently amended or repealed by the Board of Directors.