

Bylaws of the Association of State & Provincial Psychology Boards A Nonprofit Corporation

Article I. Name

The name of this Association shall be the Association of State and Provincial Psychology Boards (hereinafter referred to as the "Association").

Article II. Location/Offices

The Association shall maintain a registered office and registered agent as determined by the Board of Directors and registered with the Alabama Corporations Division.

Article III. Purposes

This Association shall be the association of statutorily constituted bodies legally responsible for the licensure and registration of psychologists in their jurisdictions. It is organized to:

- A. Facilitate communication among members concerning licensure and registration of psychologists;
- B. Encourage collaboration among members in developing compatible standards and cooperative procedures for the licensure and registration of psychologists;
- C. Provide the regulatory perspective on behalf of the members to organizations, governmental entities, and other groups whose areas of interest may coincide with those of the membership;
- D. Provide resources, consultation, educational sessions, and other assistance to members in order to assist them in fulfilling their statutory, professional, public and ethical obligations;
- E. Develop, maintain and offer examination programs for psychologists for licensure, registration, re-licensure, re-registration, and/or competency assessment; and
- F. Carry on such other activities as are legally permissible for non-profit corporations.

Article IV.- Restrictions/Limitations/Antitrust Compliance

- A. Notwithstanding any other provision of these Bylaws, the Association shall carry on only those activities permitted to be carried on by a corporation exempt from federal income tax under Internal Revenue Code ("IRC") Section 501(c)(6) and incorporated under the Alabama Nonprofit Corporation Act ("Act"), as the IRC or Act may be amended or supplemented.
- B. It is the undeviating policy of the Association to comply strictly with the letter and spirit of all federal, state, provincial, and applicable international trade regulations and antitrust laws.

Article V. Membership

A. General

1. Membership in the Association is not transferrable or assignable.
2. Membership in the Association carries a definite obligation to pay membership dues. Membership dues are not refundable for any reason.
3. Applications for membership or reinstatement of membership shall be submitted to the Association in writing, and decisions regarding such applications shall be made by the Board of Directors or its designee.

B. Classes of Association membership are:

1. Member Jurisdictions

a) An organization is eligible to apply for affiliation with the Association as a member jurisdiction if it is the statutorily constituted body (hereinafter referred to simply as "member jurisdiction") which is legally responsible for the licensure or registration of psychologists in a U.S. or Canadian jurisdiction.

b) The Board of Directors is authorized to admit a jurisdiction into the membership of the Association at any time upon receipt of appropriate written evidence that the statutory body conforms to the above definition and subscribes in principle to the purposes of the Association. In the case of competing applications for membership from a jurisdiction having more than one entity purporting to license or register psychologists, the Board of Directors of the Association is authorized to determine which entity shall become a member.

c) Termination of Jurisdictional Membership

(1) Voluntary Termination – Jurisdictional membership in the Association may be voluntarily terminated at any time by action of the member submitting a resignation to the Board of Directors in writing.

(2) Involuntary Termination – Jurisdictional membership in the Association may be involuntarily terminated:

(a) When so ordered by a two-thirds (2/3) vote of delegates present and voting at any meeting of the Association's voting membership at which a quorum is present, provided that written notice of the action under consideration shall be sent by the Secretary-Treasurer of the Association to all member jurisdictions and their chairs or presidents not less than thirty (30) days prior to the meeting, and provided that the member in question shall have an opportunity to be heard with representation by counsel, at the member's sole expense, before the vote is taken, or

(b) If a jurisdiction fails to pay its dues prior to the due date established in the ASPPB Policies and Procedures manual, its membership status is no longer current. If a jurisdiction becomes two years in arrears, it is automatically

dropped from membership and all rights of membership, including use of the Association's examination programs, cease immediately.

d) Reinstatement – A member jurisdiction that has terminated membership while in good standing or that has forfeited membership by non-payment of dues may be reinstated by the Board of Directors of the Association in the manner provided in Article V.A.3. of these Bylaws and payment of the current year's dues and a maximum of two (2) years dues in arrears.

e) Member Jurisdictions' Rights and Responsibilities; Delegates

(1) Member Jurisdictions have the right to utilize the Association's programs and services, including its examination programs.

(2) Each jurisdiction shall select a delegate to cast votes on behalf of that jurisdiction for elections and passage of motions as part of Association business.

(3) The legislative powers of the Association, excluding the power to amend the Articles of Incorporation and to specify methods of voting, are vested in the delegates of the member jurisdictions present and voting at any annual or special meeting of the Association at which a quorum of the delegates is present.

(4) Other specific rights and responsibilities, which shall be exercised by each jurisdiction's delegate, include:

(a) Electing members of the Board of Directors;

(b) Determining the amount of dues for all classes of membership;

(c) Voting to remove a member jurisdiction from the Association;

(d) Voting on revisions to Bylaws;

(e) Voting on changes to membership qualifications; and

(f) Removing a member of the Board of Directors prior to the end of the person's term by a 2/3 majority of member delegates present and voting at any annual or special meeting of the Association at which a quorum is present.

f) Member Jurisdiction Dues - The annual dues for all active member jurisdictions shall be decided by the voting membership at any annual meeting of the Association following the consideration and discussion of recommendations provided by the Board of Directors. The amount and due date of member jurisdiction dues shall be specified in the Association's Policies and Procedures Manual.

2. Individual Members

a) Eligibility Requirements - Any person who:

(1) presently serves or has previously served as a member or executive officer of any member jurisdiction board or college, or of any statutory body eligible for membership in the Association, or

(2) by professional activity such as a member jurisdiction counsel, investigative officer, or member of a regulatory agency staff, who is or has been involved in the regulation of psychologists through a member jurisdiction board or college

shall be entitled to apply for membership in the Association as an individual member. If a prospective individual member has any history of disciplinary action that has been reported to any professional disciplinary data bank, the Board of Directors will decide on a case-by-case basis whether in its judgment, it is in the best interest of the Association to approve the application for individual membership.

b) The Board of Directors or its designee is authorized to admit a person into individual membership in the Association at any time upon receipt of the appropriate written evidence that the individual conforms to the eligibility requirements found in Article V.B.2. a) of these Bylaws, and subscribes in principle to the purposes of the Association.

c) Termination of Individual Membership

(1) Voluntary Termination – Individual membership in the Association may be voluntarily terminated at any time by action of the member, either by submitting a resignation to the Board of Directors in writing, or by ceasing to pay membership dues.

(2) Involuntary Termination – Individual membership in the Association may be involuntarily terminated by a majority vote of the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

d) Individual members are non-voting members of the Association.

e) Individual Members' Rights – Individual members may:

(1) Stand for election for positions on the Association's Board of Directors;

(2) Attend Association membership meetings as non-voting members;

(3) Access the Members-Only area of the Association's website; and

(4) Participate as a member of the Association's listserv.

f) Individual Member Dues - The annual dues for individual members shall be decided by the membership at any annual meeting of the Association following the consideration and discussion of recommendations provided by the Board of Directors. The amount of individual member dues shall be specified in the Association's Policies and Procedures Manual.

3. Affiliate Members

a) Eligibility Requirements - Any organization involved in the regulation of the practice of psychology outside the United States and Canada shall be entitled to apply for affiliate membership in the Association.

b) The Board of Directors or its designee, at its sole discretion, is authorized to admit an affiliate member into Association membership at any time upon receipt of the appropriate

written evidence that the organization conforms to the eligibility requirements found in Article V.B.3.a) of these Bylaws, and subscribes in principle to the purposes of the Association.

c) Affiliate members are non-voting members of the Association.

d) Termination of Affiliate Membership

(1) Voluntary Termination – Affiliate membership in the Association may be voluntarily terminated at any time by action of the member, either by submitting a resignation to the Board of Directors in writing, or by ceasing to pay membership dues.

(2) Involuntary Termination – Affiliate membership in the Association may be involuntarily terminated by a majority vote of the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

e) Affiliate Members' Rights – Affiliate members may participate in Association programs and activities as specified by the Board of Directors

f) Affiliate Member Dues - The annual dues for affiliate members shall be decided by the membership at any annual meeting of the Association following the consideration and discussion of recommendations provided by the Board of Directors. The amount of affiliate member dues shall be specified in the Association's Policies and Procedures Manual.

C. Meetings of the Membership

1. Annual Meetings

a) The annual meeting of the Association's voting membership shall be held at a time and place to be determined by the Board of Directors.

b) Notices of all annual meetings shall be given not less than sixty (60) days prior to the meeting date.

2. Special Meetings

a) Special meetings of the Association may be called by the President at any time with the approval of a majority of the Board of Directors, and must be called by the President as soon as practicable if and when the Secretary-Treasurer receives written request for such a meeting from 2/3 of the member jurisdictions.

b) Notices of all special meetings of the membership shall be given not less than thirty (30) days before the date of the meeting and shall state the purpose for which the meeting is called.

3. Voting / Quorum

a) Each member jurisdiction is entitled to one (1) vote at annual or special meetings of the Association.

b) Each member jurisdiction shall vote by one (1) delegate from the member jurisdiction, to be chosen by the member jurisdiction in such manner and for such term of office as the member jurisdiction elects.

c) Delegates representing a majority of the member jurisdictions shall constitute a quorum for the transaction of business at any meeting of the Association.

Actions taken by the membership require the affirmative vote of a majority of the delegates present and voting at any annual or special meeting at which a quorum is present, except as specified in Article V.B.1.c)(2)(a), Article V.B.1.e)(4)(f) and Article X.B. of these Bylaws. For procedures in elections where a quorum requirement is not met, see Article VI.E.3.

d) Each member jurisdiction may name an unlimited number of alternate delegates who may attend meetings of the Association and participate in its deliberations without voting.

e) On any ballot of the Association, the right to vote is vested in the delegates of the member jurisdictions, including delegates pro tempore.

f) Participants other than delegates to meetings of the Association may participate in the deliberations of the Association but shall not vote on any ballot of the Association.

Article VI. – Board of Directors

A. The governing body of the Association is the Board of Directors. The Board of Directors shall be subject to the restrictions and obligations set forth by law and in the Association's Articles of Incorporation and Bylaws.

B. The Board of Directors shall consist of seven (7) Directors, these being the President, President-Elect, Past President, Secretary-Treasurer, and three (3) Members-at-Large.

C. Eligibility Requirements - To be eligible for election as a Director of the Association, the Director must, when elected, be either:

1. A current professional or public member, staff or counsel of the board/college that regulates psychology in a member jurisdiction; or
2. An individual member of the Association who is a current or former professional or public member, staff or counsel of the board/college that regulates psychology in a member jurisdiction;

AND

1. Must have no history of disciplinary action that has been reported to any professional disciplinary data bank; and
2. Must meet criteria specified in the Association's Policies and Procedures Manual.

D. Nominations for positions on the Board of Directors will be accepted:

1. in advance of the published deadline for nominations, from ASPPB member jurisdictions. Letters from individuals in support of a member jurisdiction's nomination will be accepted as supplemental information;
2. prior to the annual meeting, from the Board of Directors, if there are no qualified nominees received from ASPPB member jurisdictions;

3. at the annual meeting, by an official delegate on behalf of their member jurisdiction, as specified in the Association's Policies and Procedures Manual.
- E. Elections will be conducted at the Association's annual meeting of delegates.
1. The Hare System of voting, as defined in the Association's Policies and Procedures Manual, will be utilized.
 2. For elections where a quorum is present, those delegates present will vote and the individual with the most votes according to the Hare System of voting will be elected.
 3. For elections held in the absence of a quorum, the following procedures shall be followed:
 - a) Those delegates present will vote.
 - b) The voting period will be extended until a date specified by the Board of Directors for jurisdictions that were not represented at the meeting. The delegates from those jurisdictions will cast votes by mail, including electronic mail, on behalf of their respective jurisdictions as specified by the Board of Directors. The period of voting shall be open for no less than thirty (30) days.
 - c) The current member(s) of the Board of Directors will remain in office until an extended vote with a time certain ending has been completed.
 - d) If the current Director is unable to remain in office until the election is completed, the Board of Directors will appoint an interim replacement.
 - e) The votes received during the extended voting period will be added to those votes cast at the meeting.
 - f) A majority of the member jurisdictions must ultimately cast a vote for the election to be deemed valid.
 - g) If more than one-half of the member jurisdictions have not cast votes by the end of the extended voting period, the election will be declared invalid.
 - h) If a majority of the member jurisdictions does not cast a vote by the end of the extended voting period, the Board of Directors will appoint an individual to fill each available position on the Board.
- F. Terms - The regular terms of all Directors shall commence on the earlier of: January 1st of the year following the annual meeting at which they are elected, or upon appointment. All Directors shall serve until their successors have been duly elected or appointed as specified in these Bylaws.
1. The President-Elect shall be elected annually to serve a term of one (1) year and shall succeed to the office of President for one (1) year following, and to the office of Past-President for the next succeeding year. Notwithstanding this provision, if no qualified individual for the office of President-Elect is nominated, the current President-Elect, President, and Past-President may serve for two (2) consecutive terms in their respective positions.
 2. One Member-at-Large shall be elected annually to serve a term of three (3) years.

3. The Secretary-Treasurer shall be elected every third year to serve a term of three (3) years.
 4. A member of the Board of Directors may not be elected to serve more than nine (9) consecutive years on the Board of Directors; however, after a hiatus from the Board of Directors of at least three (3) years, an individual may run again for election. These term limits shall be waived to allow a current or past Director to stand for election for a Director position if no other qualified individual is nominated for said position.
 5. No member of the Board of Directors shall hold more than one Director position at the same time.
- G. Board of Directors Authority - The Board of Directors has the general authority to:
1. Establish policies for the management of the Association;
 2. Act on behalf of the Association;
 3. Employ an Executive Officer to conduct the day to day business of the Association, and authorize her/him to hire additional staff within the boundaries of the approved budget and in accordance with the Policies and Procedures Manual and Strategic Plan as determined by the Board of Directors;
 4. Enter or authorize entering into contracts on behalf of the Association;
 5. Authorize the purchase, holding or transfer of property by the Association;
 6. Make, or designate the authority to make, all financial decisions of the Association, with the exception of determining the amounts members pay in dues;
 7. Establish fees for the Association's programs and services;
 8. Establish committees, task forces and workgroups as are consistent with the Association's policies and procedures and Strategic Plan;
 9. Remove any committee member from sitting on a committee or task force by a majority vote of the Board of Directors whenever in their judgment the best interests of the Association would be served thereby; and
 10. Amend the Articles of Incorporation of the Association.
- H. Duties of the Board of Directors - The Board of Directors has the following duties:
1. All members of the Board of Directors have a fiduciary responsibility to exhibit honesty and good faith in conducting Association activities, making statements or otherwise performing functions for the Association, and must avoid conflicts of interest.
 2. The Board of Directors has the duty to solicit input from the membership prior to approving model documents and making substantial policy decisions.
 3. Additionally, particular Directors have the following specific duties/responsibilities:
 - a) President - The President shall preside at all meetings and gatherings of the Association and the Board of Directors, and serve as an official spokesperson for the Association.

- b) President-Elect – The President-Elect shall assist the President in the discharge of presidential duties, officiate for the President during his or her absence or incapacity or at the President’s request, and succeed to the presidency if the President is unable to complete her or his one-year term as President.
- c) Past-President – The Past-President shall assist the President in the discharge of presidential duties, coordinate the annual nominations process, and serve as chair of the committee that plans the annual business meeting of the Association.
- d) Secretary-Treasurer – The Secretary-Treasurer shall review budget drafts before their presentation to the Board of Directors; ensure that minutes of each meeting of the voting membership are recorded and that they contain the results of the deliberation of the voting membership; and serve as the chair of a committee charged with overseeing the Association’s annual audit function, investments and internal financial controls.
- e) Members at Large - The three members at large shall participate in all Board meetings and serve on committees or as liaisons to other professional organizations as directed by the Board of Directors.

4. Each Director is responsible for performing other duties as established by the Board of Directors to serve the purposes of the Association consistent with the ASPPB Policies and Procedures and Strategic Plan.

I. Vacancies on the Board of Directors

- 1. If a vacancy occurs for any reason before the expiration of the term of office of President, the President-Elect shall assume the position of President for the remainder of that one-year term and shall then continue in the position of President through the term for which previously elected.
- 2. If a vacancy occurs for any reason in the position of President-Elect, said position shall be filled by a qualified person appointed by the Board of Directors until the next annual meeting at which time both a President-Elect and a President shall be elected to serve the remainder of the unexpired terms.
- 3. If a vacancy occurs for any reason in the position of Secretary-Treasurer or Member-at-Large in the membership of the Board of Directors, said position or positions shall be filled by a qualified person or persons appointed by the Board of Directors until the next annual meeting , at which time terms still unexpired shall be filled by election.
- 4. If a vacancy occurs in the position of Past-President in the membership on the Board of Directors, said position shall be filled by a qualified person appointed by the Board of Directors to serve the remainder of the unexpired term
- 5. If a current or previous Director is appointed to fill a vacant position, the election term/hiatus limits provided in Article VI.F.4. of these Bylaws shall not apply.

J. Board of Directors Meetings

- 1. There will be a minimum of two face-to-face meetings of the Board of Directors per year. The Board of Directors has the authority to have additional face-to-face meetings as needed. Directors

may participate in Board meetings by means of conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear each other at the same time.

2. Regular and special meetings may be held with notice or with such notice as the Board sets forth in the ASPPB Policies and Procedures Manual.
3. Policies regarding quorum, votes required to pass a motion, and other operational details are specified in the ASPPB Policies and Procedures Manual.

Article VII. Committees

- A. Executive Committee – The Executive Committee is comprised of the President, President-Elect and Past-President, and is authorized to carry out functions of the Board of Directors when necessary to address matters as delegated by the Board of Directors. All actions taken by the Executive Committee must be ratified by the Board of Directors at its next meeting. For decisions needed between Board of Directors meetings, a conference call with all available board members should be convened.
- B. A committee charged with reviewing nominations received, and making recommendations to the Board of Directors for Board of Directors members and award winners. The Association’s Past-President will serve as chair.
- C. A committee charged with overseeing the Association’s annual audit function, investments and internal financial controls. The Association’s Secretary-Treasurer will serve as chair.
- D. A committee or committees charged with coordinating the Association’s examination program.
- E. A committee or committees charged with coordinating the Association’s mobility program.
- F. Other committees, task forces and/or workgroups as needed to carry out the mission and functions of the Association.
- G. Guidelines for committee actions will be set forth in the Association’s Policies and Procedures Manual.
- H. Committee, task force and workgroup charges, members and their terms, and other details regarding their functioning will be summarized and made available annually by the Association.

Article VIII. Adoption of Parliamentary Authority

- A. All meetings of the membership shall be conducted in accordance with the latest edition of Keesey’s Modern Parliamentary Procedure, to the extent that such parliamentary procedures are not inconsistent with these Bylaws, the Association’s Articles of Incorporation, the Act, or rules adopted by the Board of Directors or the membership.

B. The Secretary-Treasurer shall ensure that minutes of each meeting of the voting membership are recorded, and contain the results of the deliberation of the voting membership. The minutes shall be submitted to the voting members for approval at the subsequent meeting of the voting members.

Article IX. Limitation of Liability and Indemnification

A. To the fullest extent permitted by the Act and the IRC, the personal liability of the Directors, committee members and employees of the Association is hereby eliminated.

B. To the fullest extent permitted by the Act and the IRC, the Association shall indemnify its Directors, committee members, and employees.

Article X. Amendments to Bylaws

A. Proposals for Amendment – Amendments to these Bylaws may be proposed by any Director or member jurisdiction whose proposal is submitted in writing to the Secretary-Treasurer of the Association.

B. Amendment Face to Face – These Bylaws may be amended only at a face to face annual or special meeting of the Association at which a quorum is present, as follows:

1. If ninety (90) days notice of a proposal to amend is given, a two-thirds (2/3) vote of those delegates present and voting at a meeting at which a quorum of the delegates is present is required to pass an amendment.
2. In the absence of ninety (90) days notice of a proposal to amend, a two-thirds (2/3) vote of those delegates present and voting at a meeting at which a quorum of the delegates is present is required to bring consideration of an amendment. If an amendment is approved for consideration, a three-fourths (3/4) vote of those delegates present and voting is required to pass an amendment.