

BYLAWS

THE WASHINGTON STATE PSYCHOLOGICAL ASSOCIATION

Approved January 2005

ARTICLE I - NAME

The name of this organization shall be the Washington State Psychological Association.

ARTICLE II - PURPOSE

The purpose of this organization is to support, promote and advance the science, education and practice of psychology in the public interest.

ARTICLE III - MEMBERSHIP

Section 1 Full Membership may be conferred upon those who hold a doctoral degree in psychology or a closely-related field from a regionally accredited college or university, or member or fellow status in the American Psychological Association. Full membership subcategories may be established by the Executive Board. Full Members shall have all rights and privileges of membership including the right to vote and hold office.

Section 2 Associate Membership may be conferred upon those who hold a master's degree from a recognized graduate school based in part on a core program in psychology or completion of at least two years of graduate work toward a doctoral degree in psychology or a closely related field from a regionally accredited college or university. Associate Members may not vote or hold office in the Association but shall have all other rights and privileges of membership.

Section 3 Student Membership may be conferred upon those who do not meet the minimum qualifications for Full or Associate Member status and who are presently engaged in graduate or undergraduate study in psychology or a closely related field from a regionally accredited college or university. Except for the Elected Student Representative to the Council of Representatives, Student Members may not vote or hold office in the Association except in their Committee or subgroups, and shall have all other rights and privileges of membership.

Section 4 Out-of-State Membership may be conferred upon psychologists who meet the minimum requirements for Full Membership but who reside outside of Washington State and do not practice within the state, and request this category of membership. Out-of-State Members may not vote or hold office in the Association but shall have all other rights and privileges of membership.

Section 5 Corporate/Institutional Membership may be conferred upon any person or company that provides materials or services to psychologists. Corporate/Institutional Members may not vote or hold office but shall have all other rights and privileges of membership.

Section 6 Any person or company eligible for membership under these bylaws may be elected to membership by majority vote of the Executive Board upon written application and payment of appropriate dues.

Section 7 Membership in the Association shall also include membership in local chapters as established by the Executive Board.

Section 8 Membership in this Association may be terminated by receipt of written notice of voluntary withdrawal, for non-payment of dues and other mandatory fees, or for cause. Other than non-payment of fees, cause for termination of membership shall include: conviction of a felony, revocation or suspension of the member's license to practice psychology in Washington State, revocation of membership in the American Psychological Association for ethical violation, or revocation of membership from any other professional organization in a related discipline due to a violation of professional ethics.

ARTICLE IV - DUES AND FINANCES

Section 1 The fiscal year of the Association shall begin on January 1.

Section 2 The annual dues for each category and subcategory of membership shall be determined by the Executive Board.

Section 3 Special assessments may be approved by majority vote of the Council. Such ballot shall contain pro and con statements regarding the proposed assessment.

Section 4 Members who fail to pay their dues within thirty (30) days of the start of the fiscal year shall be notified by the Association and, if payment is not made within the next succeeding thirty (30) days, shall, without further notice or hearing, be dropped from the rolls and denied all rights and privileges of membership. The Executive Board may extend the time for payment of dues and continuation of membership privileges for good cause shown.

Section 5 Members who have failed to pay other amounts owed to the Association shall be notified when these amounts become thirty (30) days in arrears that, if payment is not made within the next thirty (30) days, membership will be terminated without further notice or hearing.

Section 6 The Executive Board shall prepare an annual budget to be submitted for approval by the Council of Representatives. The Treasurer shall report to the membership the financial condition and budget of the

Association at the Annual Meeting. Financial reports shall be made available to any member of the Association upon request.

ARTICLE V - EXECUTIVE BOARD

Section 1 The Executive Board shall be the chief governing body of the Association and shall have full power and authority over the affairs and funds of the Association within the limitations set by the Articles of Incorporation and these Bylaws. All decisions of the Executive Board shall be made by a majority vote of those present unless otherwise specified in these Bylaws. Voting can be conducted by electronic means.

Section 2 The Executive Board shall consist of the officers of the Association including the President, Vice President, President-Elect, Treasurer, Secretary, Past President, and the WSPA Representative(s) to the American Psychological Association Council of Representatives. The Executive Director, Director of Professional Affairs and Legislative Consultant may attend as consultants to the Executive Board.

Section 3 Terms of office of the Executive Board shall be as follows: President, President-Elect, Vice President and Past President shall serve for one year; Treasurer, Secretary shall serve for two years; the APA Council Representative(s) shall serve for three year terms. All terms shall begin on January 1 following election with the exception of the WSPA Representative to the APA Council who shall take office according to APA bylaws.

Section 4 Vacancies in any position on the Executive Board may be filled for the balance of the term by majority vote of those present at any regular or special meeting of the Executive Board.

Section 5 The Executive Board shall meet at times and places as designated by the President. Notice of all meetings of the Executive Board shall be sent by mail or electronic means to each member at his/her last recorded address. Meetings may be called by the President or any four (4) members of the Executive Board on no less than ten (10) days notice. When the Executive Board is in session, four members shall constitute a quorum for the conduct of any business.

ARTICLE VI - OFFICERS

Section 1 The elected officers of this Association shall be the President, President-Elect, Vice President, Past President, Secretary and Treasurer. The Vice-President shall be elected by vote of the Full Members each year and then, in turn, become President-Elect, President and Past President, for the terms specified in Article V, Section 3 of these Bylaws. The Secretary and Treasurer shall be elected by vote of the Full Members for the terms specified in Article V, Section 3.

Section 2 The President shall be the principal elected officer of the Association and shall preside at all meetings of the general membership, Council of Representatives and Executive Board. The President will represent the Association in order to best further its interests, and shall perform other duties as prescribed by the Executive Board.

Section 3 The President-Elect shall succeed the President at the conclusion of the latter's term of office, assume and perform the duties of the President in the absence or incapacity of the President, and perform such other duties as prescribed by the Executive Board. The President-Elect is responsible for developing the Spring and Fall Conventions.

Section 4 The Vice President shall succeed the President-Elect at the conclusion of the latter's term of office, and perform such other duties as prescribed by the Executive Board.

Section 5 The Past-President shall assume this office at the completion of his or her term of President. She or he will perform duties as prescribed by the Executive Board. The Past-President is responsible for the preparation of the slate of candidates for officers and other elected Council of Representative positions to be presented to the Executive Board in the fall. In addition, she or he will chair the awards committee.

Section 6 The Secretary shall be responsible for recording minutes of meetings of the Council of Representatives, Executive Board and general membership, and shall perform such other duties as prescribed by the Executive Board.

Section 7 The Treasurer, in collaboration with the Executive Director, shall preserve all funds of the Association, shall deposit them in the name of the association in such financial institutions as directed by the Executive Board, shall have authority to sign checks and drafts of the Association for disbursement of funds as provided in procedures specified by the Executive Board, shall monitor a record of all money received and paid out by the Executive Director, shall provide reports to the Executive Board and the membership, shall supervise the preparation of budgets for approval by the Executive Board and membership, shall chair the Fiscal Management Committee, and shall perform such other duties as prescribed by the Executive Board.

ARTICLE VII - COUNCIL OF REPRESENTATIVES

Section 1 The Council of Representatives shall be the body which represents the membership of the Association in making long-term policy decisions and decisions of a sensitive or controversial nature. All decisions of the Council of Representatives shall be made by majority vote of those present unless otherwise specified in these Bylaws. Voting can be conducted by electronic means.

Section 2 The Council of Representatives shall consist of Executive Board Members and two members-at-large, representatives of the chapters, the chair or a designated representative from each active committee and

task force of the Association, and an elected representative from each of the following work setting positions: academic work setting, students in psychology, consulting psychologists, public agency work setting, private agency work setting, school psychologists, and a psychologist eligible for life membership. The Executive Director, Director of Professional Affairs and Legislative Consultant shall act as consultants to the Council of Representatives.

Section 3 Terms of office of the members of the Council of Representatives not serving on the Executive Board shall be two years. No person shall serve in any capacity for more than three (3) consecutive terms in the same office. All terms shall begin on January 1 following election with the exception of positions regulated by APA bylaws.

Section 4 Vacancies in any position on the Council of Representatives may be filled for the balance of the term by majority vote of the Executive Board. Nominations to fill vacancies are requested from the Council of Representatives.

Section 5 The Council of Representatives shall meet at times and places as designated by the president. Notice of all meetings of the Executive Board shall be sent by mail or electronic means to each member at his/her last recorded address at least ten (10) days in advance of such meetings.

ARTICLE VIII - MEETINGS

Section 1 General meetings of the Association shall be held no less than once yearly at dates and places determined by the Executive Board. This meeting shall serve as the Annual Meeting of the Association.

Section 2 Special meetings may be called by majority vote of the Executive Board.

Section 3 Extraordinary general meetings of the Association must be called at the request of twenty (20) percent of the Full Members of the Association who have filed such request with the President in writing. Such extraordinary general meetings shall be for the purpose of bringing items of business before the membership and only those items of business can be considered at such a meeting. Fourteen (14) days notice must be given to members prior to such extraordinary general meeting. If the item is approved, the item must be submitted to the entire voting membership.

Section 4 Full Members present at all general or special meetings of the Association shall constitute a quorum. For extraordinary meetings, 10 percent of the voting membership must be present.

Section 5 Items of business considered at General, special, and extraordinary general meetings of the Association may then be submitted to the voting membership for approval.

Section 6 All meetings of the Executive Board, Council of Representatives or general membership shall be governed by the most current edition of Keesey's Rules of Order.

ARTICLE IX-ELECTIONS

Section 1 The offices of Vice President, Treasurer, Secretary, Members-at-Large and work setting representatives shall be filled by direct election by the Full Members of the Association. Chapter Representatives shall be elected by each Chapter under rules determined by the individual Chapters subject to Executive Board approval. The APA Council Representative(s) shall be elected through the process prescribed by the American Psychological Association. All candidates for office shall be Full Members of the Association in good standing except the Student Representative to Council.

Section 2 The President shall announce to the membership at least sixty (60) days before the election that nominations are open and that any member may in writing, nominate any Full Member except Student Representative for an office or Council of Representative position.

Section 3 The Past President shall be responsible for preparing a slate of candidates for each position and deliver that slate to the President. The Past President shall also be responsible for ascertaining each nominee's consent to serve in writing.

Section 4 Election ballots shall list the names of all candidates and a brief statement about each candidate and shall be sent to each member. Ballots must be returned within twenty-one (21) days.

Section 5 Whenever the Executive Board or Council of Representatives decides an issue should be put to a vote of the membership, it may submit such a matter to the membership. Any majority vote shall be binding upon the Association.

ARTICLE X- CHAPTERS, COMMITTEES AND SUBGROUPS

Section 1 The Executive Board shall designate Chapters based upon geography and member population. Each member shall automatically become a member of the Chapter in which he/she is employed. Members who reside in one Chapter and are employed in another may elect a primary affiliation with either.

Section 2 Each Chapter shall be entitled to one (1) Chapter Representative to the Council of Representatives. When membership in a Chapter exceeds twenty (20) percent of the total membership of the Association, it is entitled to an additional Chapter Representative. It shall be entitled to another Chapter Representative if its membership exceeds forty (40) percent of the total membership of the Association. No Chapter may have more than three (3) Chapter Representatives.

Section 3 Each Chapter shall specify its own governance structure and election procedures as long as they are not in conflict with these Bylaws and have been approved by the Executive Board.

Section 4 Standing Committees of the Association shall be the Membership Affairs Committee and Fiscal Management Committee. The Executive Board may create such other committees, subgroups and task forces as deemed necessary for the conduct of the affairs of the Association. Except for the Chair of the Fiscal Management Committee, who is the elected Treasurer, the Executive Board appoints chairs of committees and task forces.

Section 5 The Membership Affairs Committee shall be responsible for membership recruitment and retention programs for the association and for certification of the qualifications of applicants for membership.

Section 6 The Fiscal Management Committee shall be responsible for establishment and oversight of financial management policies and procedures of the Association. It shall be composed of the Executive Board and no fewer than two other Full Members of the Association and shall be chaired by the Treasurer.

Section 7 The Executive Board may establish other subgroups as determined to be in the best interests of the Association and shall establish policies and procedures for the conduct of such subgroups.

Section 8 Committees, Task Forces, and subgroups are composed of members of the Association in good standing. These bodies may invite others with expertise in the area of the group's mission to join in the group's meetings and deliberations. However, non-WSPA individuals nominated to Committees, Task Forces, and subgroups or participating in their activities must be submitted to the Executive Board for approval, with a set term of service, to be followed by mandatory sunset review at the end of that period. In addition, non-WSPA individuals participating with Committees, Task Forces, and subgroups will not be voting members of the group nor have other rights and privileges of membership.

XI - AMENDMENTS

These Bylaws may be amended, repealed or altered, in whole or in part, by a (2/3) majority of Council of Representatives members voting by a confidential ballot at a regularly scheduled Council meeting. Amendments may also be submitted for a membership vote by petition to the Executive Board of one-third (1/3) of the voting members of the Association subject to the same election rules as spelled out in this Article.

XII - INDEMNIFICATION

Section 1 No current or former officer, Executive Board member, Council of Representatives member consultant, or employee of the Association shall be personally liable to the Association or its members for monetary damages for any conduct in that position; provided, however, that this section shall not eliminate or limit liability for acts or omissions that involve intentional misconduct or a knowing violation of law for any transaction from which the person will receive a benefit in money, property, or services to which he/she is not legally entitled.

Section 2 Each officer, Executive Board member, Council of Representatives member, consultant, and employee shall be indemnified by the Association against all expenses reasonably incurred by him/her in connection with an action, suit or proceeding to which he/she may be a party defendant or with which he/she may be threatened by reason of his/her being in the above position, or by reason of having acted pursuant to a resolution of the Executive Board, but an officer or Council of Representatives member shall not be indemnified for any matter for which he/she is held liable for gross negligence or misconduct in the performance of his/her duties. The right of indemnification under this article shall not exclude any other right to which an officer or Executive Board member may be entitled nor restrict the Association's right to indemnify or reimburse an officer or Executive Board member in a proper case even though not specifically provided for herein.

Section 3 The Association may maintain insurance, at its expense, to protect itself and any such officer, Executive Board member, consultant, employee or agent of the Association or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Association would have the power to indemnify such person against such expense, liability or loss under Washington State Law.

XIII - DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized professional societies or qualified charitable, educational, scientific or philanthropic organizations selected by the Executive Board.