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**THE AMERICAN COLLEGE OF PSYCHIATRISTS**

**REVISED AND RESTATED BYLAWS**

*Effective February, 2007*

**REVISED AND RESTATED BYLAWS**  
**THE AMERICAN COLLEGE OF PSYCHIATRISTS**

**ARTICLE I**

**NAME**

Section 1.01 Name. The name of this corporation shall be The American College of Psychiatrists (hereafter referred to as “The College” or “Corporation”).

**ARTICLE II**

**OFFICES**

Section 2.01 Principal Office. The principal office for the transaction of the activities and affairs of The College is located in Chicago, Illinois (the “principal office” or “Central Office”). The Board of Directors of The College (hereafter sometimes referred to as the “Board of Regents” or “Board”) may change the principal office from one location to another. Any change of the principal office shall be noted by the Secretary-General on these Bylaws opposite this section, or this section may be amended to state the new location.

Section 2.02 Other Offices. The College may also have offices at such other locations both within and without the District of Columbia as the Board may from time to time determine or the business of The College may require.

## ARTICLE III

### PURPOSES, LIMITATIONS AND PROHIBITIONS

Section 3.01 Purposes. The College is a District of Columbia non-profit corporation organized under the District of Columbia Non-profit Corporation Act (hereafter referred to as the “Act”). The College is organized exclusively for educational and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law). In particular, the purposes of The College shall be:

- (i) To provide professional leadership, and promote, maintain, and support the highest standards in psychiatry through teaching, education, research and clinical practice;
- (ii) To provide an open and scientific forum for the discussion of subjects pertaining to the field of psychiatry and to encourage the best application and utilization of psychiatric knowledge, principles and treatment;
- (iii) To promote the exchange of ideas and opinions by members of The College of all aspects of professional psychiatric activity so as to equip each member to better serve his or her patients and society;
- (iv) To encourage those programs of education leading to increased public understanding and acceptance of psychiatry;
- (v) To foster the highest level of ethics in the practice of psychiatry in keeping with the finest traditions of medicine; and
- (vi) To confer honor and recognition on psychiatrists.

Without limiting the power that The College may lawfully exercise, The College shall have the power to take and receive funds from any source, including but not limited to the government of the United States, the governments of the States, local governments, charitable or educational organizations (including foundations), trade and professional associations, business corporations, partnerships, and individuals.

Consistent with the above, and except as provided in Section 3.02, below, The College may exercise all powers available to corporations organized under the Act.

Section 3.02 Limitations and Prohibitions Upon Powers and Activities.

(a) General. Notwithstanding any other provision of these Bylaws, The College shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of The College. Further, The College shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law); or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

(b) Property. The property, assets, profits and net income of The College are dedicated irrevocably to the purposes set forth in Section 3.01, above. No part of the net earnings of The College shall inure to the benefit of or be distributable to its members, regents, officers or other private persons, except that The College shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3.01, above. Subject to

the provisions and limitations of the Act and any other applicable laws, and subject to the limitations created by the Articles of Incorporation and these Bylaws, the property, business and affairs of The College shall be managed by its Board of Regents which may exercise all authority and powers and perform all functions of The College and such lawful acts and things as are not directed or required by the Articles of Incorporation or these Bylaws to be exercised or performed by a person, committee or body under these Bylaws.

(c) Dissolution. Upon the winding up and dissolution of The College, the Board of Regents shall, after paying or adequately providing for the payment of all of the liabilities of The College, dispose of all of the assets of The College to such organization or organizations organized and operated exclusively for educational or scientific purposes as shall at the time qualify as an exempt organization or as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), in such manner as the Board of Regents shall determine. Any such assets not so disposed of by the Board of Regents shall be disposed of by the appropriate court of the county in which the principal office of the Corporation is then located, to an exempt organization or to exempt organizations organized and operated exclusively for such purposes.

(d) Political Activity. No substantial part of the activities of The College shall consist of carrying on propaganda or otherwise attempting to influence legislation, and The College shall not participate in or intervene in (including the publishing or distribution of statements in connection with) any political campaign on behalf of any candidate for public office.

(e) Nondiscrimination. The College's policy is to comply faithfully with its legal obligations under federal and applicable state anti-discrimination laws.

(f) Conflict of Interest. Without limiting compliance with any code of ethics or conflict of interest policy of The College, any member of the Board or committee, officer, or key employee having an interest in a contract, other transaction or program presented or discussed by the Board or committee for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board or committee prior to acting on such contract or transaction. Such disclosure shall include relevant and material facts known to such person about the contract or transaction that might reasonably be construed to be adverse to The College's interest. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such individual shall not vote on, nor use his or her personal influence on, nor be present for deliberations on such contract or transaction, except to present factual information or to respond to questions as deemed necessary by the Board or committee. A individual shall be deemed to have an "interest" in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with The College, or is a director, trustee or officer of, or has a significant financial or influential interest in the entity contracting or dealing with The College.

## **ARTICLE IV**

### **MEMBERS**

Section 4.01 Membership in The College. The College shall have members, and such members shall be by invitation only. The maximum number of Members, Fellows,

Founding Fellows and Charter Fellows in The College, as those terms are defined in Section 4.02, shall be determined from time to time by the voting members at the annual meeting of the membership.

Section 4.02 Classes of Members. There shall be seven classes of members. They shall be called Members, Fellows, Founding Fellows, Charter Fellows, Honorary Fellows, and Members/Fellows Emeriti/ae. There shall also be the class of Inactive Members/Fellows.

(a) Members. Members shall be those psychiatrists whose personal and professional qualifications, growth and dedication to The College following induction are expected to warrant eventual advancement to the Fellows class of membership within a period of ten years. To become or maintain Member status, certification in psychiatry by the American Board of Psychiatry and Neurology, or its equivalent, shall be required.

**Section 4.02**                      **Classes of Members**

(b) Fellows. Fellows shall be psychiatrists of superior personal attributes and professional abilities. Membership in the class of Fellows shall constitute an honor, duly conferred or awarded as a result of outstanding recommendations and careful selection in accordance with the procedures set forth in these Bylaws. Consideration shall be given to membership and offices held in other professional organizations, as well as proficiency and excellence in the practice of psychiatry as a therapist, clinician, teacher, author, researcher, or administrator. Appointment to the class of Fellows represents recognition for years of experience in psychiatry, attainment, contributions and leadership in the field. Members of this class shall be authorized to use the designation F.A.C.Psych. or FACPsych after their surname in conjunction with their professional activities.

(c) Founding Fellows. This class of membership shall be those Fellows who presided over the founding of The College.

(d) Charter Fellows. This class of membership shall be all Fellows who joined The College prior to June 1, 1965.

(e) Honorary Fellows. Membership in this class shall be by appointment by the Board of Regents from distinguished physicians and scientists whose outstanding scientific and clinical contributions are significant to the field of psychiatry and who would otherwise not be eligible for membership in The College.

(f) Members/Fellows Emeriti/ae. Any Member or Fellow because of years of service, retirement, disability, hardship, or upon reaching the age of 70 may at his or her option in writing request to the Secretary-General of The College appointment to this class of membership. Appointment to this class of membership shall create a vacancy in the roster of Members or Fellows, which may be filled in accordance with the procedures in these Bylaws.

(g) Inactive Members/Fellows. An individual may be designated by the Board for inclusion in this class of membership for a period not to exceed three years, upon confirmation by the Secretary-General that the individual qualifies for such status.

Section 4.03 Rights of Membership.

(a) Individuals who are Members shall have the right to (i) vote on all matters coming before the membership for a vote and (ii) serve on committees. Members shall not have the right to hold elective office or serve as chairpersons of committees, unless otherwise determined by the Board of Regents.

(b) Fellows, and Charter and Founding Fellows, shall have the right to (i) vote on all matters coming before the membership for a vote, (ii) hold elective office, (iii) be a member of the Board of Regents and any committees of The College, and (iv) be the chairperson of any committee.

(c) Honorary Fellows shall not be (i) obligated to pay dues, (ii) eligible to hold office, or (iii) a member of the Board or committee. Honorary Fellows shall not be considered active members of The College.

(d) Members/Fellows Emeriti/ae shall be entitled to (i) vote on all matters coming before the membership for a vote and (ii) serve on committees. They shall not be eligible to hold elective office or serve as a committee chairperson, or be obligated to pay dues and other requirements.

Section 4.04 Induction into Membership.

(a) Each candidate for appointment to the Members, Fellows, Founding Fellows, or Charter Fellows class of membership shall be sponsored by no less than four members of The College, two of whom shall be Fellows, Founding Fellows, Charter Fellows or Members/Fellows Emeriti/ae (the "Sponsoring Fellows").

(b) Each candidate for Honorary Fellowship shall be nominated by the Honorary Fellowship standing committee to the Board of Regents for consideration.

(c) One of the Sponsoring Fellows shall obtain from the Central Office the appropriate forms to use to endorse the candidate. The completed forms, together with the current *curriculum vitae* of the candidate, shall be returned to the Secretary-General for review and then forwarded to the chair of the Committee on Membership. This Committee, in

accordance with these Bylaws, after careful evaluation of the candidate's credentials, shall make its recommendations to the Board of Regents.

(d) Upon two-thirds vote in favor of induction by the Board of Regents, the Secretary-General shall be instructed to issue a letter of invitation to the candidate, stating the time limit for acceptance. The candidate's sponsors shall be notified in writing of the Board's decision, whether such decision is favorable or not. Should the decision be unfavorable, the candidate's Sponsoring Fellows may request the Board of Regents reconsider its decision, provided, however, additional and supporting information first has been submitted to the Committee on Membership for its further consideration.

(e) In the event that the candidate in writing accepts the invitation to membership within the time permitted, he or she will thereupon be assigned a membership number.

(f) The official parchment shall be presented to the candidate by the President of The College at an induction ceremony at the annual meeting of the membership next succeeding acceptance by the candidate/inductee. The inductee shall be required to accept the Pledge of Membership or Fellowship, as the case may be, at the ceremony.

(g) A change in membership class, for example, Members to Fellows, shall be undertaken in accordance with the procedures set forth in this section for new candidates for membership.

(h) Notwithstanding subsections (a) – (d) set forth above, the Board of Regents, upon a unanimous vote by the members present at a quorum meeting, may in its sole discretion vote to induct an individual into The College as a Member or Fellow, or elevate an existing Member to Fellow. In the event of a unanimous vote, the Secretary-General shall

issue a letter of invitation to the individual stating the time limit for acceptance, and the procedures set forth above in subsections (e) and (f) of this Section 4.04 shall still be followed.

Section 4.05 Resignation; Suspension or Termination of Membership.

(a) Members, Fellows, Founding Fellows, Charter Fellows, Honorary Fellows and Members/Fellows Emeriti/ae in good standing may resign from membership, effective the date set forth in a written notice of resignation to the Secretary-General. A resigned Member, Fellow, Founding Fellow, Charter Fellow, Honorary Fellow or Member/Fellow Emeritus/a may request reinstatement to membership in accordance with the procedures of the Committee on Membership.

(b) Members, Fellows, Founding Fellows and Charter Fellows who fail to attend at least one annual meeting of the membership in a consecutive three year period shall be terminated from membership, except in extraordinary and extenuating circumstances as determined in the sole judgment of the Board that attendance at any of the three consecutive meetings was excused.

(c) Newly elected Members and Fellows, except existing Members elevated to Fellow, who fail to attend at least one annual meeting of the membership within three years after the first annual meeting of the membership immediately succeeding their election, shall be terminated from membership, except in extraordinary and extenuating circumstances as determined in the sole discretion of the Board that attendance at any of the three consecutive meetings was excused.

(d) Subject to Section 5.01, membership of any individual shall be automatically suspended for failure to pay dues, if those dues remain unpaid for a 12 month period, and

shall be automatically terminated if such dues remain unpaid for an additional 12 month period. The Treasurer shall inform the delinquent member in writing of his or her suspension or termination with appropriate reference to the applicable provisions of the Bylaws. A member suspended or terminated under this subsection may reapply for admission to membership in accordance with the procedures of the Committee on Membership.

(e) Except with respect to subsections (b)-(d) of this Section 4.05, membership of any individual shall be suspended or terminated by the Board of Regents in accordance with the *Procedures for the Processing and Disposition of Complaints*, as from time to time amended by the Board of Regents.

(f) Upon resignation, suspension or termination of membership, the Secretary-General shall request the return of the membership certificate from the individual who resigned or whose membership was suspended or terminated.

Section 4.06 Code of Ethics. Membership in The College requires adherence to the Code of Ethics, as from time to time amended by the Board of Regents. Complaints of alleged violation of the Code of Ethics of The College shall be handled consistent with the *Procedures for the Processing and Disposition of Complaints*, as from time to time amended by the Board of Regents.

Section 4.07 Good Standing. Individuals who are current in their obligation to pay dues, and who are not suspended, shall be in good standing with The College.

Section 4.08 Annual Meeting; Annual Business Meeting.

(a) There shall be an annual meeting of the membership of The College held each calendar year. The President, with the approval of the Board of Regents, shall

determine the time, place and date of the meeting. No less than four months in advance of the annual meeting, the Secretary-General shall notify the membership of the time, date, and place of the meeting.

(b) Within the annual meeting there shall be a business meeting of the membership (the “Annual Business Meeting”). A quorum for the Annual Business Meeting shall be the members present in person or by proxy entitled to vote under these Bylaws. Members entitled to vote under these Bylaws may attend or vote by proxy on the form required by the Secretary-General. Each member entitled to vote under these Bylaws who is present in person or by proxy shall have one vote at the Annual Business Meeting. All members present in person shall have voice. The rules contained in Robert’s Rules of Order, Revised shall govern the Annual Business Meeting to the extent that such rules are not inconsistent with these Bylaws or the procedural rules of The College.

(c) The agenda for the Annual Business Meeting shall be as follows:

- (i) Call to Order
- (ii) Approval of the Minutes of the previous Annual Business Meeting
- (iii) Receiving Communications
- (iv) Reports of the Officers
- (v) Reports of the Committee Chairpersons:
  - 1. Standing Committees
  - 2. *Ad Hoc*, Subcommittees or Additional Committees
- (vi) Old Business
- (vii) New Business
- (viii) Election of Officers

(ix) Adjournment

The President shall have the discretion at the Annual Business Meeting to rearrange the order of the agenda.

**ARTICLE V**

**BOARD OF REGENTS**

Section 5.01 General Powers and Duties. Subject to the provisions and limitations of the Act and any applicable laws, and subject to the limitations, if any, created by the Articles of Incorporation or these Bylaws, the property, business and affairs of The College shall be managed by its Board of Regents, which shall exercise all powers of the Corporation except for any such powers that have been delegated to officers, agents or other individuals or entities.

In furtherance and not in limitation of the foregoing, the Board of Regents shall have the authority to determine initiation fees, annual dues and assessments, subject to the approval of two-thirds of the voting members present in person or by proxy at the Annual Business Meeting of the membership; waive all or part of a member's financial obligation to The College because of extenuating circumstances; develop rules and regulations regarding the selection of candidates for membership subject to these Bylaws; exercise final authority in the selection of individuals for membership in the various classes of membership in The College; supervise the activities of the standing and *ad hoc* committees of The College; and transact all business of the Corporation.

Any powers delegated to officers, agents or other individuals or entities may be revoked at any time in the sole discretion of the Board, subject to applicable law that governs such delegations.

Section 5.02 Composition of Board. The Board of Regents shall be composed of the President who shall be the chairperson; the three immediate Past Presidents; President-Elect; First Vice President; Second Vice President; Secretary-General; Treasurer; and six Fellows elected at-large as nominated by the Committee on Nominations in accordance with Section 7.02(a), below, at such time as the officers of The College are elected. Except as otherwise provided in these Bylaws, all members constituting the Board of Regents shall have voice and vote on all matters coming before it.

Section 5.03 Compensation and Reimbursement of Expenses. No individual shall receive any compensation for his or her services as a member of the Board. Reasonable expenses incurred by members of the Board in carrying out their duties and responsibilities may be reimbursed, if incurred pursuant to the written policies of The College. Nothing herein contained shall preclude a member of the Board of Regents from serving The College in a capacity other than as a member of the Board or a committee, or as an officer, and receiving compensation for such services.

Section 5.04 Removal of Members of the Board of Regents. Except as to subsections (ii), (iii), or (iv), below, where removal shall be automatic upon the happening of the event specified, and subject to applicable law, any member of the Board of Regents shall be removed from office by the membership entitled to vote upon a two-thirds vote of the members entitled to vote in person or by proxy at a meeting, the grounds for which are set forth below:

- (i) In the opinion of the membership, he or she has failed to properly perform the duties of the office, without prejudice to contract rights, if any, of the member or The College;

- (ii) The individual has pled guilty or *nolo contendere* to or has been convicted of a felony or misdemeanor punishable by incarceration for more than six (6) months and where the time for appeal has expired;
- (iii) The failure to attend at least seventy-five (75%) percent of the Board of Regents meetings held in a calendar year, unless otherwise excused (1) by the Board or (2) in advance by the Chair of the Board, in writing and recorded in the minutes of the meeting(s) for which attendance is excused;
- (iv) Membership in The College has been suspended or terminated; or
- (v) Any other reason authorized by law.

Section 5.05 Term. Members of the Board of Regents who are officers of The College as provided in these Bylaws shall serve such term on the Board concurrent with the office he or she holds. The six Fellows elected to the Board shall each serve staggered three year terms.

Section 5.06 Vacancies.

(a) Events Causing Vacancy. A vacancy on the Board of Regents shall exist on the occurrence of the following: (i) the death, removal, discharge, or resignation of any member of the Board; or (ii) the declaration by resolution of the Board of Regents of a vacancy in the office of a Regent who has been declared of unsound mind by an order of the court.

(b) Resignation. A Regent may resign effective upon giving written notice to the President or Secretary-General of The College, unless such notice specified a later time for

the resignation to become effective, provided, however, that if The College would be left without a duly elected Regent in charge of its affairs, such notice must be given to the District of Columbia Department of Consumer and Regulatory Affairs.

(c) Filling Vacancies. Each vacancy on the Board of Regents shall be filled by the Board to the now vacant position at the next meeting of the Board held after the event causing the vacancy or notice of resignation, subject to the approval of the members entitled to vote in person or by proxy at the next annual meeting of the membership.

Section 5.07 Place of Meetings and Meetings by Telephone. Meetings of the Board of Regents shall be held at the principal office of The College or at such other place as may be designated by the Board. Any meeting of the Board of Regents may be held by conference telephone or similar communication equipment, so long as all members of the Board participating in the meeting can hear one another. In such event, all members of the Board so participating shall be deemed to be present at such meeting.

Section 5.08 Regular and Special Meetings.

(a) Regular Meetings. Regular meetings of the Board of Regents shall be held at least twice each year, approximately every six months, at a time and place determined by the President.

(b) Manner of Giving, Time and Contents for Notice of Regular Meetings.

(i) Manner of Giving Notice. Notice of the time and place of the annual or a regular meeting of the Board shall be given as provided in subsection (b)(ii), below.

(ii) Time Requirements for Notice of Regular Meetings. Notice of each regular meeting as provided herein, shall be given at least thirty (30) and no more

than ninety (90) calendar days prior to such regular meeting, regardless of the manner of giving notice. The Secretary-General shall be responsible for sending notices of regular meetings.

(iii) Contents of Notice of Regular Meetings. Any notice of a regular meeting of the Board of Regents, in addition to the purposes of such meeting as provided in these Bylaws, shall specify the reason(s) for the meeting, but such meeting shall not be limited to the reason(s) set forth in the notice. Without limiting the foregoing, any member of the Board may introduce a motion of new business at any regular meeting by providing the Secretary-General with a copy of the motion sufficiently in advance for inclusion on the agenda for the next regular meeting.

(c) Special Meetings.

(i) Authority to Call. Special meetings of the Board of Regents may be called at any time by the President or by any six members of the Board, two of whom shall be officers.

(ii) Manner of Giving Notice. Notice of the time and place of a special meeting shall be given to each member of the Board of Regents by one of the following methods:

1. by personal delivery of written notice;
2. by first class mail, postage prepaid;
3. by telephone, either directly to the member or to a person at the member's office who would reasonably be expected to communicate that notice promptly to the member;
4. by e-mail; or
5. by telegram, charges prepaid.

All such notices shall be given or sent to the member's address, e-mail address, or telephone number as shown on the records of The College.

(iii) Time Requirements for Notice. Notices sent by first class mail shall be deposited in the United States mail at least seven (7) business days before the time set for the meeting. Notices given by personal delivery, telephone, e-mail or telegraph shall be delivered, e-mailed or given to the telegraph company at least three (3) business days before the time set for the meeting.

(iv) Notice Contents. The notice shall include the date, time, place of meeting and a specific statement of the purpose of the meeting. The required notice is waived if all of the members of the Board of Regents sign written waivers of notice or if they attend the meeting at the designated time and place and their attendance is recorded in the minutes.

Section 5.09 Quorum; Adjournment; Manner of Voting; Prohibition of Proxies.

At all meetings of the Board of Regents, the presence of at least nine members of the Board shall constitute a quorum for the transaction of business.

A majority of the members of the Board present at the time and place of a regular or special meeting, although less than a quorum, may adjourn the meeting without further notice until a quorum shall be present. Notwithstanding the foregoing, if the original meeting is adjourned for more than twenty-four (24) hours, the members of the Board absent from the adjourned meeting shall be provided written notice of such adjournment, and the date, time, and place of any re-scheduled meeting. In the event one or more members of the Board who are present at a meeting recuse themselves from voting and/or temporarily absent themselves from the meeting as required by applicable law or these

Bylaws, the votes of a majority of the remaining disinterested members, even though the remaining disinterested members present shall be less than a quorum, shall constitute the action of the Board of Regents.

At all meetings of the Board of Regents, each member shall have one vote. A member of the Board of Regents may not attend or vote by proxy.

Section 5.10 Parliamentary Authority Governing Meetings of the Board of Regents. The rules contained in Robert's Rules of Order, Revised shall govern the meetings of the Board of Regents, to the extent such rules are not inconsistent with these Bylaws or the procedural rules of The College.

Section 5.11 Action Without a Meeting. Except as otherwise provided in the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board of Regents may be taken without a meeting if all the members of the Board consent in writing to that action. Such written consent shall have the same force and effect as any other validly approved action of the Board of Regents. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For the purpose of this Section 5.11 only, "all the members of the Board" shall not include members of the Board who have a material financial interest in a transaction to which The College is a party.

## **ARTICLE VI**

### **COMMITTEES**

Section 6.01 Standing Committees.

(a) The College may have the following standing committees: Audit, Executive, Awards, Bylaws, Contributions, Dean Award, Education, Education Award, Ethics, Finance, Honorary Fellowship, Laughlin Fellowship Selection, Long-Range Planning and Policy,

Membership, Membership Development, Mood Disorders Research Award, Nominations, PRITE Commission, and Scientific Programs. All standing committees shall have a chairperson. The chairperson and the members of each standing committee shall be appointed by the President with the approval of the Board of Regents, but the President shall consult with the chairperson of each committee with respect to the appointment of the committee members. Membership eligibility for appointment to a committee and a committee's composition shall be in accordance with these Bylaws. Except for the Executive Committee, the members of a standing committee present at a meeting shall constitute a quorum for the transaction of business, provided that the chairperson of the committee also is present thereat; each member shall have one vote; and the affirmative vote of a majority of the members of the committee present shall be the act of the committee. Each standing committee shall keep regular minutes of its meetings and report the same to the Board when requested to do so by the President, the Board or as otherwise provided in these Bylaws. The College may have such additional standing committees as from time to time the Board of Regents shall determine.

(i) Executive Committee. The Executive Committee shall be composed of the President who shall be the chairperson, President-Elect, First Vice President, Second Vice President, Secretary-General, Treasurer, the immediate Past President, and one member of the Board of Regents, other than a past president, selected by the President and approved by the Board. The term of each member of the Executive Committee shall be concurrent with their term as an officer of The College. The Executive Committee shall exercise all powers of the Board of Regents as provided in the Articles of Incorporation and these Bylaws between meetings of the Board, except that the Committee may not repeal these

Bylaws or adopt new bylaws; amend or repeal the Articles of Incorporation or adopt new articles of incorporation; fill or make appointments to the Board of Regents or any committee of the Board; approve the budget or audit The College's books and records; or terminate or remove a member of the Board. A majority of the total number of the members of the Executive Committee shall constitute a quorum for the transaction of business. Actions taken by the Executive Committee at a duly called quorum meeting shall be reported to the members of the Board of Regents reasonably thereafter by the Secretary-General.

(ii) Standing Committees Other than Executive Committee.

(a) The duties and responsibilities of the standing committees described above other than the Executive Committee (the "Other Committees"), shall be as provided for in the *Charges and Components* developed and modified from time to time by the Committee on Long-Range Planning and Policy. Modifications to the *Charges and Components* shall be circulated to the Members, Fellows, Founding Fellows and Charter Fellows no less than 60 days after the annual meeting of the membership.

(b) The term of the members of the Other Committees shall be for three years, on a staggered basis, unless changed at the sole discretion of the Board.

(c) The composition of the Committee on Long-Range Planning and Policy, in addition to the chairperson, shall include at least two past-presidents of The College. The composition of the Committee on Membership shall include a past president and shall broadly represent the professional interests of The College. The composition of the Committee on Education, in addition to the chairperson, shall be the chairpersons of the

standing committees identified in Section 6.01(a), above, and the chairpersons of any *ad hoc* committees related to education.

Section 6.02 Ad Hoc and Subcommittees.

(a) The Board of Regents may establish by resolution such *ad hoc* committees as it deems appropriate. In the resolution establishing each such committee, the Board shall identify its purpose, function and duration, the composition and term of its members, the number of members to constitute a quorum for the transaction of business, the number of votes per member, and the number of affirmative votes at a quorum meeting for the committee to act. Unless otherwise provided in the resolution, the President shall appoint the chairperson and the members of each committee. The President shall provide to each committee's chairperson and members a written description of the committee's function, purpose and duration.

(b) The Board of Regents may establish by resolution such subcommittees as it deems appropriate. In the resolution establishing each such subcommittee, the Board shall identify its purpose and function, the composition of term of its members, the number of members to constitute a quorum for the transaction of business, the number of votes per member, and the number of affirmative votes at a quorum meeting for the committee to act. Unless otherwise provided in the resolution, the President shall appoint the chairperson and the members of each subcommittee. The President shall provide to each subcommittee's chairperson and members a written description of the subcommittee's function and purpose.

Section 6.03 Additional Committees. The Board of Regents, by resolution, may create one or more additional committees of Regents, each consisting of at least two Regents, to serve at the pleasure of the Board. Appointments to these committees of the

Board of Regents shall be by the President. The President may appoint one or more Regents as alternate members of such committees, who may replace an absent Regent-member at any meeting. Other members of these committees need not be Regents or officers of The College.

Section 6.04 Limitation of Authority of Committees of The College and the Board of Regents. A committee created by resolution of the Board or pursuant to Section 6.01(a) shall have the authority of the Board of Regents provided in the resolution or Section 6.01(a), except that no committee, regardless of the resolution or the provisions of Section 6.01(a), may:

- (i) fill vacancies in the Board of Regents or in any committee which has the authority of the Board;
- (ii) establish or fix compensation of the Regents for serving on the Board or on any of its committees;
- (iii) amend or repeal the Bylaws or adopt new Bylaws;
- (iv) amend, repeal or take any action inconsistent with any resolution of the Board of Regents;
- (v) appoint any committees of the Board or members of these committees;
- (vi) except as to the authority of the Executive Committee, approve any contract or transaction to which The College is a party and in which one or more of its Regents has a material financial interest;
- (vii) adopt a plan for the distribution of the assets of The College or for dissolution;
- (viii) elect, appoint or remove any Regent, officer or member of any committee;
- (ix) adopt a plan of merger or consolidation with another corporation; or

- (x) authorize the sale, lease, exchange or mortgage of all of the property or assets of The College.

Section 6.05 Compensation. Committee members shall not be paid any compensation for their services, but may be reimbursed for expenses incurred on behalf of The College in accordance with the written policies thereof.

Section 6.06 Meetings of the Committees. Meetings of committees of the Board of Regents as provided under this Article VI shall be governed by, held and taken in accordance with the provisions of these Bylaws applicable to meetings and other actions of the Board, except that the time for regular meetings for such committees and the calling of special meetings thereof may be determined by the chairperson of the committee. Records shall be kept in the form of minutes or reports to record the individual committee members participating, the business discussed and the recommendations made as the result of committee meetings. Minutes or reports shall record the type, place and manner of meetings or discussions held, whether the participants were physically present or brought together through some form of electronic communication, and agreements and dissents to committee recommendations and reports. Records of committee meetings, recommendations and reports are to be filed with the permanent records of The College, and as except as otherwise provided in these Bylaws, committee reports prepared for the Board of Regents shall be provided to the Secretary-General not less than sixty days prior to the annual meeting of the membership for distribution thereat.

## **ARTICLE VII**

### **OFFICERS**

Section 7.01 Positions. The officers of The College shall consist of a President, President-Elect, First Vice President, Second Vice President, Secretary-General, Treasurer

and Archivist-Historian. The College may also have, at the Board of Regents' discretion, one or more Assistant Secretaries-General, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with Section 7.03, below. Any number of offices may be held by the same person, except that the President shall not serve concurrently as the Secretary-General.

Section 7.02 Election of Officers; Terms; Removal.

(a) The President, President-Elect, First Vice President, Second Vice President, Secretary-General, Treasurer, Archivist-Historian and any Assistant Secretaries-General and Assistant Treasurers, shall be elected by the members entitled to vote in person or by proxy at the Annual Business Meeting of the membership. Nomination of individuals eligible to serve as officers under these Bylaws shall be in accordance with the procedures established and from time to time by the Committee on Nominations.

(b) Except as otherwise provided in this subsection 7.02(b), said officers shall hold office for a term of one year or until their duly elected successors are elected, and no individual may serve more than one term in an office to which he or she is elected. The term of each officer shall begin immediately upon the conclusion of the Board of Regents meeting following the Annual Business Meeting of the membership at which he or she is elected. The Secretary-General and Treasurer shall each hold office for a term of three years, but may be re-elected to a second consecutive three year term. The term of the Archivist-Historian shall be three years, without regard to any limitation of subsequent terms. In the event of the death or disability of the President, the President-Elect shall succeed to the office of President for the remainder of the incomplete term and shall be

permitted to serve his or her full one year term as President as if succession had not occurred.

(c) Officers may be removed from office in the manner and method and for the reasons set forth in Section 5.04, above, pertaining to the removal of members of the Board of Regents.

Section 7.03 Compensation. Officers of The College shall not be compensated for the services to it in such capacity. Officers may be reimbursed for expenses incurred on behalf of The College in accordance with the written policies of the Corporation. Officers may have contracts with The College, and be compensated for work performed in capacities other than in their capacity as an officer, provided, however, such contracts are entered into consistent with these Bylaws.

Section 7.04 Resignation; Vacancies in Office.

(a) Any officer may resign at any time with written notice of such resignation to the Secretary-General of The College. Unless specified otherwise in such written notice, such resignation shall take effect upon receipt thereof by the designated officer. Acceptance of such resignation shall not be necessary to make it effective.

(b) A vacancy occurring in any office because of death, resignation, removal, inability to act, disqualification or otherwise shall be filled, for the unexpired portion of the term of such office, by vote of the Board of Regents at its next meeting.

Section 7.05 Responsibilities of Officers.

(a) President. The President shall be the chairperson of the Board of Regents and the Executive Committee of The College. The President shall also be the chairperson of the Annual Business Meeting of the membership. The President is expected to attend all

meetings of the Board and any committee meeting thereof as needed, ensure all orders and resolutions of the Board are carried into effect, and in general perform all the duties incident to the office of President and such other duties as may be prescribed from time to time by the Board of Regents. In furtherance, but not in limitation, of the duties and responsibilities hereinbefore described, the President, President-Elect, First or Second Vice President and such officer or officers as may be authorized by the Board may sign and execute any deeds, mortgages, bonds, contracts or other instruments that the Board of Regents has authorized to be executed or has delegated to an authorized person the discretion to execute on behalf of The College, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of The College or shall be required by law to be otherwise signed or executed.

(b) President-Elect. The President-Elect shall automatically assume the office of President upon the expiration of the President's term or at such time as the office of President becomes vacant. The President-Elect shall carry out such duties and responsibilities as may be assigned to him by the President or the Board of Regents, or as otherwise provided in these Bylaws.

(c) First Vice President. The First Vice President shall assist the President and the Board of Regents in matters from time to time assigned to him or her. In the absence of the President and President-Elect, the First Vice President shall assume the office of President at such time as that office becomes vacant and until a successor is elected or appointed by the Board of Regents.

(d) Second Vice President. The Second Vice President shall assist the President and the Board of Regents in matters from time to time assigned to him or her. In the

absence of the President, President-Elect, and the First Vice President, the Second Vice President shall assume the office of President at such time as that office becomes vacant and until a successor is elected or appointed by the Board of Regents.

(e) Secretary-General. The Secretary-General shall be responsible for the keeping in a secure place and in a permanent manner of all the minutes of meetings of the Board of Regents, minutes of Executive Committee and other committee meetings, and other records and documents concerning the actions and decisions of The College. The Secretary-General shall perform all other duties required by these Bylaws or incident by law to the office of Secretary-General, and exercise such authority as from time to time may be delegated or assigned to him or her by the Board of Regents. In the absence of the President, President-Elect, and the First and Second Vice Presidents, the Secretary-General shall assume the office of the President at such time as that office becomes vacant and until a successor is elected or appointed by the Board of Regents.

(f) Treasurer. The Treasurer shall have supervision over and be responsible for the funds, deposits, securities, receipts and disbursements of The College, and receive and give receipts for moneys due and payable to The College from any source(s), and cause the moneys and other valuable financial certificates of The College to be deposited to the credit of The College in such banks or other depositories as may be designated by the Board of Regents. The Treasurer shall cause the funds of The College to be disbursed by checks or drafts, with such signatures as may be authorized by the Board of Regents. The books of account of all the financial business and transactions of The College shall be kept under the supervision of the Treasurer.

(g) Archivist-Historian. The Archivist-Historian shall collect, maintain and preserve such information, data and records as from time to time determined by the Board of Regents to have continuing significance. The Archivist-Historian, with assistance from the Secretary-General, shall maintain a seniority list of Members, Fellows, Founding Fellows and Charter Fellows, adding new appointees to these classes of membership each year in sequence. Annually, the Archivist-Historian shall present to the Board of Regents a summary of the preceding year's events and accomplishments.

(h) Fidelity Bonds. Following action by the Board of Regents, any or all of the officers of The College may be bonded or his or her actions insured by an appropriate policy of insurance. The College shall pay the costs of such bond or insurance.

## **ARTICLE VIII**

### **INDEMNIFICATION AND INSURANCE**

Section 8.01 Authority to Indemnify. The College shall indemnify, to the fullest extent allowed by the laws of the District of Columbia as those laws presently exist or hereafter may be amended, any individual who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal administrative or investigative, by reason of the fact that he or she is or was a Regent, officer, employee or agent of The College, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred in connection with such action, suit or proceeding if he or she acted in good faith, and believed his or her conduct to be in the best interests of The College, or at least not opposed to the best interests of The College and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. However, such Regent, officer,

employee or agent of The College shall not be indemnified when, in connection with any proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, he or she was adjudged liable to The College. Unless the Articles of Incorporation provide otherwise, a Regent, officer, employee or agent of The College who entirely prevails in the defense of any proceeding to which he or she was a party because he or she was a Regent, officer, employee or agent of The College shall be indemnified against reasonable expenses (including attorney's fees) actually incurred by him or her in connection with the proceeding.

Section 8.02 Determination of Indemnification. Any determination under Section 8.01 (unless ordered by a court) shall be made by The College only as authorized in the specific case upon a determination that the indemnification of the Regent, officer, employee or agent is permissible because such Regent, officer, employee or agent has met the standard of conduct set forth in Section 8.01 of these Bylaws. Such determination shall be made by the (a) Board of Regents by a majority vote of a quorum consisting of Regents who at the time were not parties to such proceeding, or (b) if a quorum can not be obtained, a majority vote of a committee duly designated by the Board consisting solely of two or more Regents not at the time parties to the proceeding, or (c) special counsel, who may be the general counsel of The College, selected by the Board of Regents by a majority vote of a quorum consisting of Regents who are not a party to the proceeding.

Section 8.03 Application of Article VIII. The indemnification provided by, or granted pursuant to Sections 8.01 and 8.02 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled to under any bylaw, agreement, vote of disinterested Regents or otherwise, both as to action in his or her official capacity and as

to action in another capacity while holding such office. The indemnification provided by, or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to an individual who has ceased to be a Regent, officer, employee or agent of The College and shall inure to the benefit of the heirs, executors and administrators of such individual.

Section 8.04 Liability Insurance. The College shall maintain liability insurance with a limit of coverage not less than that specified in the Act, as amended from time to time, or in such greater amount as is appropriate. The College may purchase and maintain insurance on behalf of any Regent, officer, employee or agent against any liability asserted against him or her because of service to The College.

## **ARTICLE IX**

### **RECORDS**

Section 9.01 Maintenance of Corporate Records.

(a) Records. The College shall keep: (i) adequate and correct books and records of account; and (ii) minutes in written or electronic form of the proceedings of the Board of Regents and committees of the Board.

(b) Maintenance and Inspection of Articles and Bylaws. The College shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws, amended to date, which shall be open to inspection by the Regents and officers at all reasonable times during office hours.

## **ARTICLE X**

### **EXECUTIVE DIRECTOR**

Section 10.01 Duties and Responsibilities. The College may have an Executive Director. The duties and responsibilities of the Executive Director shall be determined by the Board of Regents and further provided for in a written contract of employment authorized by the Board.

## **ARTICLE XI**

### **CONSTRUCTION AND DEFINITIONS**

Section 11.01 Rules of Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Act shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular, and the term “individual” means a natural person.

## **ARTICLE XII**

### **FISCAL YEAR**

Section 12.01 Fiscal Year. The fiscal year of The College shall be the calendar year.

## **ARTICLE XIII**

### **AMENDMENT OF THE ARTICLES OF INCORPORATION AND THE BYLAWS**

Section 13.01 Amendment of the Articles of Incorporation and Bylaws.

(a) The Bylaws of The College shall provide for the manner and method in which the Articles of Incorporation and these Bylaws shall be amended, repealed or altered in whole or in part. Accordingly, the Articles of Incorporation and Bylaws may be amended, altered or repealed in whole or in part by an affirmative vote of two-thirds of the members entitled to vote in person or by proxy at the Annual Business Meeting of the membership at which a quorum is present.

(b) Written notice of the substance of any proposed change shall be given by the Secretary-General to each member entitled to vote in person or by proxy at least thirty (30) days in advance of the Annual Business Meeting at which such proposed change is to be considered.

(c) Changes to the Articles of Incorporation and Bylaws may be proposed by either (i) a resolution of the Board of Regents or (ii) a petition signed by no less than twenty percent of the members entitled to vote in person or by proxy at the Annual Business Meeting. Such proposals to change the Articles of Incorporation or Bylaws shall be received by the Secretary-General no less than forty-five days prior to the Annual Business Meeting at which they are to be considered; otherwise, consideration of such proposals may be deferred to the next Annual Business Meeting in the sole discretion of the Board of Regents. Upon receipt by the Secretary-General, he or she shall promptly forward the proposal to the Committee on Bylaws and the members of the Board of Regents for consideration, and such other committee(s) as the President may direct.

(d) Members entitled to vote on changes to the Articles of Incorporation or Bylaws but who are unable to attend the Annual Business Meeting in person and decide to attend and vote by proxy, must complete the proxy form provided by the Secretary-General

for that purpose and cause the original or a facsimile copy thereof to be received at The College's Central Office no less than seven days prior to the date of the Annual Business Meeting.

#### **ARTICLE XIV**

#### **NONDISCRIMINATION**

Section 14.01 Nondiscrimination. The College shall not discriminate in any way with respect to election, appointment, management, employment, volunteer, or admission policies and practices, on the basis of race, national origin, religion, gender, sexual orientation, age, or otherwise as prohibited by applicable State and Federal law.

#### **ARTICLE XV**

#### **CORPORATE SEAL**

Section 15.01 Corporate Seal. The College shall have a corporate seal in such form as the Board of Regents shall adopt.

#### **ARTICLE XVI**

#### **EFFECTIVE DATE**

Section 16.01 Effective Date. These Revised and Restated Bylaws shall be effective on February 24, 2007.

**CERTIFICATE OF SECRETARY-GENERAL**

I, the undersigned, certify that I am the presently elected and acting Secretary-General of The American College of Psychiatrists, and the above Bylaws are the bylaws of this Corporation as adopted at a meeting of the membership on February 24, 2007.

Executed on February 24, 2007, at Rancho Mirage, California.



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Secretary-General