

Napa-Solano Psychological Association
BYLAWS
Revised October 2011

ARTICLE I: MISSION, GOVERNING BODY

Napa-Solano Psychological Association (NSPA) shall operate as a chapter/division of the California Psychological Association (CPA).

Section I.1: Mission

The purposes of the Napa-Solano Psychological Association shall be to:

- A. Promote human welfare in general and in our community in particular through dispersion and utilization of psychological knowledge and services within the society.
- B. Increase public understanding of the unique contribution of psychology as a science of human behavior and as a profession.
- C. Promote and maintain high standards of professional ethics, conduct, education, training, and achievement as defined by the American Psychological Association (APA), the California Psychological Association (CPA), and the Board of Professional Psychology.
- D. Encourage by all appropriate means the discussion and interchange of concepts and ideas in the field of psychology.
- E. Cooperate with other professional and lay organizations in achieving mutual objectives.
- F. Advance psychology as a science by promoting both theoretical and applied research in psychology.
- G. Increase and promulgate psychological knowledge through meetings, professional contacts, reports and discussions within the Association and among other professional groups.

Section I.2: Governing Body

The Board of Directors shall be the governing body of Napa-Solano Psychological Association and shall be referred to in these Bylaws as the "Board." Individual members of the Board shall be referred to as "Directors."

Section I.3: Number of Directors

The number of the directors of Napa-Solano Psychological Association will not be less than three (3) or more than 25 with the exact number of directors to be fixed by the Board of Directors, within the limit specified by the membership.

ARTICLE II: MEMBERSHIP

Section II.1: Classes of Membership

The Association shall consist of three classes of members: Member, Associate, and Student.

Those eligible for Member class shall hold:

- A. A Doctoral degree in Psychology from institutions which are regionally accredited (e.g., WASC) or schools which are designated as California approved (e.g., eligible for California licensure), or
- B. A license as a psychologist in the State of California, or
- C. A Diplomate of the American Board of Professional Psychology, or
- D. Eligibility for Member status in APA or CPA.

Members are entitled to vote and to hold office in the Association.

Those eligible for Associate class shall hold:

- A. A Master's degree in Psychology (or an equivalent degree in the behavioral sciences) from institutions which are regionally accredited, or
- B. Eligibility for Associate status in APA.

Associates may not vote or hold office, but they may enter into discussion and make motions on matters before the Association.

Student Members shall be enrolled in a graduate psychology program or engaged in a post-doctoral psychology training program. Student members shall have all of the rights and privileges of CPA membership except the right to vote or hold office or serve on the Board. However, a CPAGS Representative duly elected to serve on the Board of Directors or appointed to serve on a committee or task force shall have the right to vote when serving in that capacity.

Section II.2: Applications for Membership

Applicants for membership must submit a completed written application to Napa-Solano Psychological Association with adequate documentation of their qualifications for membership. All applicants for membership will have their applications reviewed and processed by a member of the Executive Committee, and shall be subject to the approval of the Executive Committee.

Section II.3: Ethical Standards

All members shall abide by the American Psychological Association ('APA') Ethical Principles of Psychologists and Code of Conduct, applicable regulations of the Board of Psychology, Medical Board of California and the Board of Behavioral Science Examiners of the Department of Consumer Affairs of the State of California, and such Bylaws of the California Psychological Association Adopted October 27, 2007.

Section II.4: Expulsion and Suspension of Members

II.4.a. Members may be expelled or suspended from NSPA membership for nonpayment of fees, periodic dues or assessments or for conduct that the Board deems inimical to the best interests of NSPA. This behavior shall include but not be limited to unethical or unprofessional conduct and flagrant violation of any provision of these Bylaws or failure to satisfy membership qualifications. A suspended member shall not be entitled to vote.

II.4.b. Any psychologist who is a member of NSPA and whose license is revoked without a stay by the Board of Psychology, or who surrenders the psychology license during a California Medical Board investigation, shall be automatically proposed for expulsion by the NSPA Board in accordance with the procedure set forth in the policies and procedures of NSPA.

II.4.c. Any expulsion, suspension or termination shall be done in good faith and in a fair and reasonable manner in accordance with the following: no expulsion, suspension or termination shall take place unless the affected member shall have been given at least 15 days prior notice of the expulsion, suspension or termination and the reasons therefore and, the notice to the member provides an opportunity for the member to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension or termination by the NSPA Board of Directors, and all notices pursuant to this section may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first class or registered mail sent to the last address of the member shown on the association's records.

II.4.d. Any action challenging an expulsion, suspension or termination of membership including any claim alleging defective notice, must be commencing within one year after the date of the expulsion, suspension or termination.

Section II.5: Resignation

A member may resign from membership at any time.

ARTICLE III: BOARD OF DIRECTORS

Section III.1: Powers

The Board shall have the authority to adopt policies that are consistent with these Bylaws and those of NSPA. These policies shall be binding and enforceable to members. The Board shall have the authority to create committees. In addition, the Board is responsible for actively overseeing the activities of the Association to ensure that the Association is adhering to state and federal laws relative to non-profit corporations, corporate ethics and anti-trust issues. The Board is responsible for making an annual report on activities, finances and membership to CPA.

Section III. 2: Membership of the Board

With the exception of a CPAGS Representative, all of the following must be voting members of CPA:

III.2.a. Voting members of the Board shall consist of:

- (1) All elected officers (Executive Committee)
- (2) Chapter/Division Representative(s) to the CPA Board.
- (3) Membership Chair (appointed by President)
- (4) Communications Chair (appointed by President)
- (5) One representative elected from and by CPAGS, if possible.

Section III.3: Regular Meetings

Meetings of the NSPA membership shall be held at least four times a year. Meetings shall be presided by the President, or in his/her absence by the President-Elect, or in his/her absence by the Immediate Past President.

Section III.4: Special Meetings

The Board President or 51% percent of the voting Board may call special meetings. Notice of special meetings shall be given by mail or electronic notice to the regular mailing/email address of each Director not less than thirty (30) days nor more than ninety (90) days prior to the meeting.

Section III.5: Quorum and Voting

A quorum is established when fifty-one (51%) percent of the voting members of the Board are present. Once a quorum is established, it is maintained unless the number of voting Directors present falls below one-half of the number of Directors authorized. Each voting Director is entitled to no more than one vote. If a voting Director holds two offices, each entitling the Director to vote, the Director shall be limited to one vote. Proxy voting is not permitted.

Section III.6: Meeting by Conference Call or Other Electronic Means

The Board of Directors (and Board Committees) may hold a meeting and conduct official business by conference call or other electronic means so long as a quorum is present, all participants can communicate with all the other members concurrently, and there are stated instructions for determining a quorum, and recognizing speakers. All votes must be taken by roll call, and agendas must be available to all participants, in accordance with California Corporations Laws.

Definitions:

Teleconference: A teleconference is a meeting of the Board in which Board members are in different locations but are connected by electronic means, through audio, video or both.

Quorum: During the teleconference, at least a quorum of the members of the Board shall participate from remote locations.

Recognition, Speaking Order, Obtaining Floor: Instructions are to be provided on how to gain recognition to speak, the use of a speaking order and how to obtain the floor.

Roll Call Voting: The Board may use teleconferences for all purposes in connection with any meeting within the Board's subject matter jurisdiction. All votes taken during a teleconference meeting shall be by roll call.

Agendas: Agendas must be available at all remote locations. Agendas shall be posted at all teleconference locations and shall list all teleconference locations whenever they are posted elsewhere.

Policies and Procedures, Regulations: All Board policies, administrative regulations, and Bylaws shall apply equally to meetings that are teleconferenced or conducted electronically.

Section III.7: Parliamentary

The President may appoint a Parliamentarian. The Parliamentarian serves without a vote. Unless otherwise indicated in these Bylaws or any special rules of order that the Association adopts, the latest revision of Robert's Rules of Order shall be the parliamentary authority for the governance of meetings.

Section III.8: Elections of Directors:

III.9.a The Association shall conduct elections, by the members, of the representative(s) to the CPA Board and inform CPA of the results by December first each year. The CPA Board representative(s) shall be elected for a three (3) year term unless elected to fill a seat with an unexpired term. The occupant of a seat may change whenever the Representative vacates that seat prior to the expiration of the term. A new Representative shall serve until the expiration of that term.

III.9.b: All other officers are elected for a term of one (1) year.

Section III.9: Duties of Directors

Directors shall have the following duties:

III.9.a. Subject to these by-laws, Directors are charged with the overall responsibility for controlling and managing the affairs, fiscal management, and business of the Association in accordance with the Bylaws of CPA and the laws governing mutual benefit corporations in California.

Section III.10: Resignation of Directors

Any Director may resign by giving written notice to the President or to the Secretary of the Board. A successor may be elected by the Board to take office when the resignation becomes effective.

Section III.12: Removal of Directors

The Board may declare vacant the office of a Director if the Director is unable to fulfill the duties of the position, is convicted of a felony, violates the duties specified in the CPA Bylaws and the California Non-Profit Corporate Code, or fails to attend two consecutive meetings of the Board.

ARTICLE IV: OFFICERS

Section IV.1: Officers of NSPA

The Officers of Napa-Solano Psychological Association shall comprise the Executive Committee and consist of the President, President-Elect, Secretary, Treasurer, and immediate Past-President. The officers shall have such authority and responsibility customary for their office and in accordance with the law, Bylaws of this Association and of CPA.

Section IV.2: Election of Officers

The election of Officers shall be conducted in October or November of each year. Election of the President, President-Elect, Secretary, and Treasurer shall be by nomination and voice vote. Members who are eligible to vote in elections shall elect each officer by mail or electronic ballot. When an office is vacated prior to the designated term, the Executive Committee shall appoint a member to fill the office. For the purposes of voting for officers, members in good standing will be sent ballots at least 10 days prior to the October/ November meeting by electronic mail. At the October/November meeting, candidates will be elected by a simple majority of the votes cast.

Section IV.3: Resignations

Any Officer may resign by giving written notice to the Board of Directors. Any such resignation shall take effect at the date of the receipt of such notice unless otherwise specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

Section IV.4: Vacancies

When an office is vacated prior to the designated term, the Executive Committee shall appoint a member to fill the office.

Section IV.5: Duties of Officers

IV.5.a. The President shall preside at all meetings of the Association and of the Executive Committee and shall coordinate all activities of the organization toward implementation of its purposes. The President shall be an ex-officio member of every committee.

IV.5.b. The President-Elect shall serve as the President of the Association for the following year. The President-Elect will chair the Continuing Ed Committee and shall be responsible for arranging special programs at membership meetings. The President-Elect is a participating member of the Executive Committee. The President-Elect shall act in place of the President at all Association and Executive Committee meetings not attended by the President.

IV.5.c. The immediate Past-President shall serve as Chair of the Nominations, Elections and Awards Committee, if active. The immediate Past-President shall assume the duties of the President in the absence of the President and President-Elect.

IV.5.d. The Secretary shall keep the minutes of the Association and of the Executive Committee, maintain an up-to-date list of members, issue all notices of meetings, and carry out all official correspondence.

IV.5.e. The Treasurer handles the financial responsibilities of the organization. This officer shall collect all funds of the Association; deposit these funds in the Association's name in a bank designated by the Executive Board; maintain adequate records of all financial transactions; disburse the funds only upon authorization of the Executive Committee, or, in cases where the Executive Committee explicitly delegates its disbursing authority to the President, by authorization of the President.

ARTICLE V: COMMITTEES

Section V.1: Authority to Create Committees

The Board may create and appoint such committees, task forces or work groups it deems necessary to conduct business. The Board shall provide an appropriate statement of the mission and shall specify the reporting requirements. Except for standing committees, a sunset date shall be specified. The Board shall also specify the precise limitations of the authority to act on behalf of CPA. No committee, task force or work group created by the Board will have the authority to direct, oversee or supervise staff work activities.

Section V.2: Standing Committees

Standing Committee Chairs shall be appointed by the President-Elect at the end of the calendar year to serve during the following year for one (1) year terms with the approval of the Board except for those committees whose Chairs are designated by the Bylaws. The Committee Chairs shall appoint the other members of the committees. All Standing Committees shall report to the Board. All Standing Committees shall have prepared agenda and keep minutes.

V.2.a: Membership Committee

The Membership Committee shall be responsible for the following:

- (1) Processing all applications for membership in NSPA, ensuring that all persons accepted into membership meet the qualifications as specified in the Bylaws;
- (2) Maintaining a complete and up-to-date list of all NSPA members;
- (3) Formulating and implementing a strategy for increasing membership in NSPA.

V.2.b: Continuing Education Committee

The Continuing Education Committee shall be responsible for the following:

- (1) Making arrangements for 3 - 5 general meetings per year with a presentation of interest to the membership
- (2) Submit documentation to CPA to obtain CE credits for presentations.
- (3) Provide information for publicity to the appropriate committees.

V.2.c: Media/Communications Committee

The Media/Communications Committee shall be chaired by the Communications Chair and shall be responsible for the following:

- (1) Creation and distribution of chapter newsletter.
- (2) Creation and maintenance of chapter website.
- (3) Creation and maintenance of chapter listserv.

ARTICLE VI: MEETINGS OF MEMBERS

Section VI.1: Communication with Members

The Board shall submit a report of its business for the year, including summary reports from the Treasurer, and the President through the electronic newsletter.

Section VII.2: Notice

The Board must give members at least thirty (30) but not more than ninety (90) days notice of all meetings involving a vote of the members. No business, other than the stated business, the general nature of which is set forth in the notice of the meeting, may be transacted at the meeting.

Section VI.3: Quorum and Voting

The presence of five (5) percent of the voting membership in good standing shall constitute a quorum for a general meeting. Whenever a quorum is present, an act or decision made by a majority of the members is a valid act or decision. No action shall amend or contradict any provisions of the Bylaws. Proxy voting is not permitted.

Section VI.4: Action Without a Meeting: Written Ballot

Any action that may be taken at a meeting of the members also may be taken by conforming to the mail and electronic balloting procedures specified in California Nonprofit Corporation Law.

ARTICLE VII: DUES AND ASSESSMENTS

The basic Association dues of members and associates are to be paid annually.

Annual dues are applicable to the current year and are paid beginning January 1 and continue through December 1. Persons in arrears shall be dropped from membership if they have not paid their annual dues by May 1. For those who have been dropped from membership, reinstatement is contingent upon current Association rules.

ARTICLE VIII: INDEMNIFICATION AND INSURANCE

Section VIII.1: Indemnification

To the fullest extent permitted by law, the Association shall defend, indemnify and hold harmless any agent against any claim arising out of any alleged or actual action or inaction in the performance of duties performed in good faith on behalf of the Association. "Agent" for this purpose shall include representatives, directors, officers and employees.

Section VIII.2: Insurance

NSPA shall conform to conditions required for coverage under CPA's insurance, or else shall purchase and maintain adequate insurance on behalf of its agents against any liability incurred while acting as an agent for the NSPA.

Section IX.1: Amendment of Bylaws

X.1.a. These Bylaws can be amended or repealed by a two-thirds vote of the Board, with notice, or by a vote of the members, provided that certain amendments to the Bylaws specified in the California Nonprofit Corporation Law, including those that materially and adversely affect the rights of members or change the authorized number of directors (not less than three and not more than 9, as defined in the Bylaws), be approved by two-thirds of the votes cast by voting members of the Association.

IX.1.b. Proposed amendments shall be presented to the voting members of the Association by a two-thirds vote of the Board or upon receiving a petition signed by not less than five percent (5%) of the voting members of the Association.

Section IX.2: Mail Ballot

All amendments to the Bylaws requiring approval of the members shall conform to the mail and electronic balloting procedures specified in the California Nonprofit Corporations Law.