

**CAPITAL AREA PSYCHOLOGICAL ASSOCIATION
CONSTITUTION AND BYLAWS
(Revised, January 2019)**

This Constitution and Bylaws (referred to as the “Bylaws”) govern the affairs of the Capital Area Psychological Association, Inc. (referred to as the “Association”), organized under the Texas Non-Profit Corporation Act (referred to as the “Act”).

**ARTICLE I
NAME AND PURPOSE**

- A. The name of this organization shall be the Capital Area Psychological Association, Inc.
- B. The purposes of the Association shall be to:
 - 1. promote the understanding and acceptance of psychology as a science and as a profession;
 - 2. promote and maintain ethical standards of psychologists;
 - 3. promote the academic, educational, and research interests of its members;
 - 4. stimulate the discussion of problems and issues related to the utilization of psychological knowledge;
 - 5. encourage constructive relations with allied professions and the community; and
 - 6. encourage affiliation with other professional organizations at the state, regional, and national levels.

**ARTICLE II
OFFICES**

- A. The principal office of the Association in the State of Texas shall be located P.O. Box 1448 Cedar Park, TX 78630, (512) 845-9059, (800) 784-9034 fax.
- B. The Association shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Association’s principal office in Texas. The Executive Committee may change the registered office and the registered agent as provided in the Act.

**ARTICLE III,
MEMBERSHIP AND DUES**

- A. Membership in this Association shall be a matter not of right but of privilege. Membership shall be limited to those persons who practice and adhere to American Psychological Association ethical standards and the Bylaws of this Association. There shall be five types of membership.

1. MEMBER: Persons who hold either Fellow or Member status in the American Psychological Association or the Texas Psychological Association, or those who possess licensure or provisional licensure or certification as a Psychologist by the Texas State Board of Examiners of Psychologists.
2. AFFILIATE: Persons who have interests consonant with the purposes of the Association, who are actively engaged in professional activity in the community, and who do not otherwise qualify for membership.
3. STUDENT: Persons who are enrolled in an accredited college or university and who are pursuing an undergraduate or graduate degree in psychology.
4. LIFE MEMBER: Persons who have reached the age of sixty-five, who have been active members in this Association for at least ten years, and who have applied for Life status. Life Members shall retain all rights and privileges of their membership category in this Association and shall be exempt from paying dues. Requests for Life Member status shall be made in writing, delineating dates of membership that substantiate ten membership years in aggregate [No applications for this category of membership will be granted after December 31, 2018].
5. DOCTORAL –SEMI-RETIRED; –FULLY RETIRED; AND –SPECIAL CONSIDERATION:
 These are three additional categories of membership available to existing members that retain all rights and privileges of full membership including voting. Requests for such statuses shall be made in writing and submitted to the Executive Committee for consideration. Such requests are confidential and must be renewed annually. Criteria are as follows:
 - a. DOCTORAL – Semi-Retired: Available to members aged 66 and older having been active members for the previous ten years who are working less than 20 hours a week. Annual Dues is 50% of the full annual dues;
 - b. DOCTORAL – Fully Retired: Available to members aged 66 and older having been active members for the previous ten years who are no longer in practice. Annual fee is 25% of the annual dues;
 - c. DOCTORAL – Special Consideration: If you are experiencing extreme financial difficulties or hardships AND are renewing, you may request special consideration for a reduction or waiver in membership fee. This must be reviewed at least annually.

B. Voting within the Association is open to Members, Life Members and those granted Doctoral – Semi-retired, Fully Retired or Special Consideration.

- C. The annual dues for Membership in the Association shall be set by the Executive Committee subject to approval by Membership at a regularly scheduled meeting. The October newsletter will contain a notice for next year's dues and a membership application form for new members. Established members may simply pay dues to the Treasurer, or submit dues to the business office, either by mail, or by utilizing the CAPA website. Failure to pay dues by March 1st, or special assessments within 45 days will be deemed to have resigned from the Association as of December 31 of the preceding year or 45 days after the special assessment date, as appropriate. At the discretion of the Executive Committee, membership may be reinstated provided requirements for membership are still met. Dues are to be paid to the Association in care of the Treasurer. Any member or officer receiving a payment for dues shall forward such to the Treasurer upon receipt.
- D. Membership may be assessed a fee to cover such unanticipated organizational expenses as retaining legal counsel.
- E. Applications for any class of membership shall be made on a form prescribed by the Association, available in the October newsletter or online, and submitted to the business office online or by mail.
- F. Membership in the Association is not transferable or assignable.

ARTICLE IV **OFFICERS**

- A. The officers of the Association shall be as follows: a President, a President-Elect, a Vice-President, a Past President, a Secretary, a Treasurer, a Professional Practice Representative, and a Student Representative. All officers except Student Representative shall be full Members or Life Members of the association or Doctoral – Semi-retired; -Fully Retired; or – Special Consideration and will assume their duties as of January 1, serving through the following December 31. If successors are not available for election, the office may remain vacant, or the previous officer may continue until the vacancy is filled at their option.
 - 1. The President shall: (a) serve as the general presiding officer of the Association; (b) serve as the Chairperson of all meetings of the Executive Committee; (c) when necessary appoint committees consistent with the Bylaws and subject to approval of the Executive Committee; (d) present a summary of the year's activities and status of the Association to the membership; (e) exercise general supervision over the affairs of the Association; (f) keep a register of the location of the property of the Association; and (g) perform all such other duties as are incidental to his/her office or as may be properly required of him/her by vote of the Executive Committee or of the Members at any duly constituted meeting. The President shall not succeed him/herself.
 - 2. The President-Elect shall: (a) serve as a Member of the Executive Committee

during the calendar year prior to assuming office of the Presidency in order to become familiar with detailed aspects of Association affairs, goals, and long-range plans before his/her term begins.

3. The Vice-President shall: (a) serve as a Member of the Executive Committee; (b) serve as Program and Activities Chairperson for the monthly meetings of the Association; (c) carry responsibility for professional development (PD) credit documentation; and (d) conduct meetings in the absence of the President.
4. The Past President shall have been President in the year preceding his/her becoming the Past President. During his/her term of office he/she shall: (a) serve as a Member of the Executive Committee; (b) serve to provide continuity in the administration of the Association; (c) serve as the parliamentary authority of the Association as set out in Article VI; (d) serve as the CAPA Commentary Editor unless an alternate person is designated; and (e) in the case of death, incapacity, or resignation of the President, the Past President shall assume the duties of the President until completion of the term of office.
5. The Treasurer shall serve as the chief fiscal officer of the Executive Committee and of the Association. It shall be the duty of the Treasurer (a) to serve as a member of the Executive Committee; (b) to have custody of all funds of the Association; (c) to receive all money due the Association including dues as stipulated in Article II; (d) to make disbursements; (e) to keep adequate accounts of all monies and properties of the Association; (f) to make an annual fiscal report to the annual business meeting of the Association; and (g) in general, to perform the duties usual to the office of the Treasurer.
6. The Secretary shall: (a) serve as a member of the Executive Committee; (b) serve as Secretary to the Association and Executive Committee; (c) take minutes at Association and Executive Committee meetings and distribute them to membership via the monthly newsletter; (d) handle Association mailings and correspondence, (e) keep the membership roster current; (f) and serve as Association Historian.
7. The Professional Practice Representative shall: (a) serve as a member of the Executive Committee; (b) plan Association workshops other than monthly luncheon presentations; (c) serve as a liaison to other agencies and organizations on issues related to the practice of psychology. This office must be held by a voting Life Member or Member or Doctoral – Semi-retired; -Fully Retired; or – Special Consideration, who is or has been engaged primarily in the independent practice of psychology.
8. The Student Representative shall: (a) be appointed to the Executive Committee as a non-voting member for each calendar year; and (b) facilitate communication among and represent the interests of Student members in the organization. This office must

be held by a member of Student status.

9. The CAPA Commentary editor (Past-President) shall: (a) be a member of the Executive Committee; (b) exercise all rights and privileges of his/her membership category; and (c) be responsible for review of all information submitted, to assure timely publication and distribution of the monthly newsletter.
- B. Failure responsibly to carry out the duties of his/her office shall subject the said officer to:
1. counseling by the other members of the Executive Committee, and/or
 2. petitions for recall signed by ten percent of the voting membership and presented to the Executive Committee requesting a recall vote. A recall vote shall be by a simple majority of the votes cast. Ballots may be taken by email or mail. A quorum of one-fourth of those eligible to vote must vote for the recall to be valid.
- C. In case of the death, incapacity, recall, or resignation of any officer, except the President or President-Elect, the Executive Committee shall, by majority vote of the Executive Committee, elect a successor to serve until completion of the term of office.
- D. In the case of death, incapacity, recall, or resignation of the President or President-Elect, the office will be filled by a general election.

ARTICLE V COMMITTEES

- A. Executive Committee
1. There shall be an Executive Committee of the Association consisting of the President, the President-Elect, the Vice-President, the Past President, the Secretary, the Treasurer, the Professional Practices Representative, and the Student Representative.
 2. The Executive Committee shall:
 - a. exercise general supervision over the affairs of the Association and transact the necessary business of the Association in the intervals between the meetings, provided, however, that the actions of the Executive Committee do not conflict with the Bylaws or with the recorded votes of the Membership;
 - b. report its activities to the Association and recommend matters for consideration;

- c. fill vacancies in any office of the committee, except that of the President or President-Elect, until the next election;
 - d. approve the appointment of committees of the Association in accordance with the Bylaws, and as deemed necessary
 - e. advise the officers of the Association in the performance of their duties.
3. The Executive Committee shall meet at the call of the President or a majority vote of the Members present at any regular business meeting. The President shall preside over meetings of the Executive Committee, and the Secretary shall keep minutes of these meetings. A majority of the Members of the Executive Committee shall constitute a quorum, following due notice of the meeting. Each voting Member present shall have one vote, and no Member may vote by proxy. During the intervals between meetings, actions of the Executive Committee may be taken by mail ballot, online balloting, or by telephone vote, which shall be the responsibility of the Secretary to record.
4. The Executive Committee may:
- a. employ legal counsel to assist in the operations of the organization; and
 - b. expend funds in a manner necessary for the effective and efficient operations of the organization.
- B. Ad hoc committees may be appointed by the President, with the approval of the Executive Committee for any necessary organizational function.
- C. All appointed committees will terminate at the conclusion of their initial assignment, or within one year of their appointment.
- D. Any standing committee may, with the approval of the Executive Committee, collect and expend funds as necessary for the effective and efficient operations of the committee.

ARTICLE VI
MEETINGS

- A. The Association shall meet at least quarterly during the calendar year.
- B. At least one business meeting shall be held each calendar year at a time to be determined by the Executive Committee, or absent such determination, during November of each calendar year. Other business meetings may be called upon ten (10) days' notice by the President, by the Executive Committee, or by majority vote of the Members present at any meeting.

- C. The announcements of the meetings will be published in the *CAPA Commentary* prior to the meeting and may include items to be voted on at the meeting. A quorum shall consist of those members present at the meeting, unless otherwise specified in the Bylaws. Each Member, Life Member and Doctoral – Semi-retired; -Fully Retired; or – Special Consideration Member shall have one vote. Members may vote by proxy executed in writing by the Member and filed with the Secretary prior to commencement of the meeting, unless expressly forbidden by the Bylaws. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.
- D. The Past President is the parliamentary authority for the Association, interpreting the Constitution and Bylaws and using *Robert's Rules of Order, Revised* where appropriate.
- E. The Membership shall try to act by consensus. However, the vote of a majority of voting Members in good standing, present and entitled to vote at a meeting, shall be sufficient to constitute the act of the Membership unless the vote of a greater number is required by law or the Bylaws. A member in good standing is one who has paid all required fees and dues and is not suspended as of the commencement of the meeting.

ARTICLE VII
AMENDMENTS

- A. An amendment to the Bylaws may be proposed by the Executive Committee, by a petition of one-tenth of the total voting membership and presented to the Executive Committee, or by a motion passed by a majority of those present and voting at a meeting.
- B. After an amendment has been proposed, it shall be presented in writing to the membership at the next meeting.
- C. An amendment may be adopted by a two-thirds majority vote of the members present or by written proxy at a meeting held not sooner than one month after the meeting where the proposed amendment is presented.

ARTICLE VIII
ELECTION OF OFFICERS

- A. The September CAPA Newsletter will announce a call for Executive Committee candidate nominations, as will a call for participation at the September general meeting. Current Executive Committee members may also stand for re-election to their duties if desired. Multiple candidates may be nominated for each office, by self or by members; if only one is available this will be adequate. Nominations must be seconded by the Executive Committee at the October meeting, and the ballot roster announced to the membership at that time.

- B. Ballots for the election of Officers will be emailed to all current members following the October meeting. Members without valid email service may request a by-mail ballot from the business office following announcement of candidates at the October meeting. The ballots shall state that Members, Life Members and those granted Doctoral – Semi-retired, Fully Retired or Special Consideration are eligible to vote in the election and shall state the cut-off date beyond which no ballots will be accepted. Fourteen (14) days will be allowed for the return of voting ballots by the membership to the business office.
- C. A quorum of one-fourth of those eligible to vote must return their ballots for the election to be valid. No proxy voting shall be allowed. Ballots will be totaled and the results announced at the November general meeting. In the event of a tie, a run-off election will be held at the November general meeting and the result announced at that time.
- D. New Executive Committee officers shall be ready to assume the duties of their office on January first of the following year.

ARTICLE IX
OFFICIAL PUBLICATION

- A. The *CAPA Commentary* shall be the official publication of CAPA. In each issue shall be published official notice of such matters as meeting times and places, election results, and all other official business that is not confidential in its nature.
- B. Each member in good standing shall be sent a copy of the current issue of the *CAPA Commentary* on or shortly after its publication date.
- C. Interested members of the public, both individuals and organizations, may subscribe to the *CAPA Commentary* upon payment of an amount to be determined by the Executive Committee.
- D. It shall be the responsibility of individual Members and of all other subscribers to the *CAPA Commentary* to ensure that the Secretary is informed when they change their addresses.

ARTICLE X
INDEMNIFICATION

- A. The Association shall indemnify an officer, committee member, employee, or agent of the Association who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Association. For the purposes of this article, an agent includes one who is or was serving at the request of the Association as an officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Association shall indemnify a person only if he or she acted in

good faith and reasonably believed that the conduct was in the Association's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Association shall not indemnify a person who is found liable to the Association or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

- B. The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Association.
- C. The Association shall pay or reimburse expenses incurred by an officer, member, committee member, employee, or agent of the Association in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Association when the person is not a named defendant or respondent in the proceeding.
- D. In addition to the situations otherwise described in this paragraph, the Association may indemnify a director, officer, member, committee member, employee, or agent of the Association to the extent permitted by law. However, the Association shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph A of this Article.
- E. Before the final disposition of a proceeding, the Association may pay indemnification expenses permitted by the Bylaws and authorized by the Association. However, the Association shall not pay indemnification expenses to a person before the final disposition of a proceeding if the person is a named defendant or respondent in any proceeding brought by the Association or one or more members; or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.
- F. If the Association may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Association, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.
- G. Before the Association may pay any indemnification expenses (including attorney's fees), the Association shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph A of this Article. The Association may make these determinations and decisions by majority vote of Members at a meeting, excluding Members who are named defendants or respondents in the proceeding.

- H. The Association shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible.
- I. The Association shall pay indemnification expenses before final disposition of a proceeding only after the Association determines that the facts then known would not preclude indemnification and the Association receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph G of this Article. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Association if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

ARTICLE XI
MISCELLANEOUS PROVISIONS

- A. The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.
- B. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.
- C. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.
- D. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.
- E. The Association shall not have a corporate seal.
- F. The Bylaws shall be binding upon and inure to the benefit of the members, officers, committee members, employees, and agents of the Association and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

I certify that I am the duly elected and acting Secretary of Capital Area Psychological Association, Inc., and that the foregoing Bylaws constitute the Bylaws of the Association.

These Bylaws were duly adopted at a meeting of the Members held on
November 9th, 2018, and will become effective on January 1, 2019

Dated: _____

President Frances Douglas, Ph.D.

Dated: _____

Secretary, Stephen Kolar, Ph.D.