

# **Kansas Psychological Association Constitution and Bylaws**

Accepted by the Board of Governors: September 27, 2005

Accepted by the Membership: December 15, 2005

Effective date: January 1, 2006

Revised effective date: February 1, 2006 (Article III, Section E)

Revised effective date: September 6, 2014 (Article II, Section B and VII)

Accepted by the Membership: September 6, 2014

## **ARTICLE I: NAME AND CORPORATE SEAL**

The name of this Association shall be called the **KANSAS PSYCHOLOGICAL ASSOCIATION, INC.** (hereinafter referred to as “the Association”).

The corporate seal of the Association shall be:

## ARTICLE II: PURPOSE

The objectives of the Association, whose membership is comprised of individuals representing diverse interests in both the science and the practice of psychology, shall be to advance the profession of psychology and promote human welfare. Specifically, the Association will:

- A. provide opportunities for all psychologists in Kansas to enhance their skills and knowledge base by offering professional continuing education and training;
- B. inform members about developments in the field; *(Revised 9-6-2014)*
- C. promote the highest standards of professional ethics, practice, and conduct among psychologists;
- D. advocate for public and professional interests in mental health and in related health issues;
- E. support the legislative process impacting the provision of psychological services to the public;
- F. promote high standards of scientific inquiry and the application of psychological research to issues of public welfare;
- G. provide information about psychology to the public; and
- H. engage in other related activities as deemed desirable and proper within the limits of section 501(c)(6) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue laws).

## ARTICLE III: MEMBERSHIP

### GRANDFATHER CLAUSE

All Full Members of the Association as of 6-30-89 having dues current and paid will remain Full Members of the Association so long as their membership does not lapse. Once their membership lapses, reapplication for membership to the Association would be evaluated in accordance with the then current membership criteria.

### CATEGORIES

There shall be six categories of membership: Full Members, Associate Members, Student Members, Member Emeritus, Affiliate Members, and Reciprocal Members.

- A. **Full Members** shall have a minimum of a doctoral degree in psychology or in an area primarily psychological in content. Full Members shall be entitled to all the rights and privileges of the Association including voting, holding elective office, or appointive office.
- B. **Associate Members** are persons with a minimum of a Master's degree in psychology or a field primarily psychological in nature, who do not meet the requirements for Full Member or Student member. Associate Members may serve on committees, but may not vote, or hold elective or appointive office. Associate Members shall achieve voting privileges after five consecutive years as an Associate Member.
- C. **Emeritus Members** are those persons retired and/or permanently disabled, who have been a member of the Association in good standing for the previous five (5) years. Those persons shall retain all the rights and privileges of their previous membership category.
- D. **Student Members** are students working toward a graduate or undergraduate degree in a program primarily psychological in content at a college or university. Student Members may serve as voting members of committees. They may not hold elective or appointive office, except to serve as the Student Representative to the Board of Governors.
- E. **Reciprocal Members** are current members in good standing of the Missouri Psychological Association. Reciprocal members must meet the requirements for full membership in the Missouri Psychological Association. They shall be entitled to all the rights and privileges of the Association including voting, holding elective office, or appointive office.

- F. **Affiliate Members** are persons interested in psychology who do not meet the requirements for Full, Associate, or Student Member, but who wish to support the goals of the Association. They may serve on committees, but may not vote, hold elective office, or hold appointive office.

## **FELLOWS**

Fellows of the Association shall be members who have given meritorious service to the Association and who have significantly fostered the fulfillment of the objectives of the Association. They shall be voted on by the Board from nominations made by the membership.

## **ETHICAL REQUIREMENT**

All members of the Association shall be bound by the Ethical Standards of Psychologists of the American Psychological Association.

## **APPLICATION FOR AND APPROVAL OF MEMBERSHIP**

Application for any category of membership shall be made on forms provided. Membership in any one of the membership categories shall be by majority vote of the Board of Governors.

## **MEMBERSHIP CATEGORY CHANGE**

When a person attains the qualifications required for a different class of membership, the individual must request a change of category by or before the annual collection of dues.

## **LOSS OF MEMBERSHIP**

Loss of membership may occur by:

- A. **Voluntary Resignation** shall occur when a member submits a letter to such effect to the Executive Director. Voluntary resignation shall be held in abeyance when a member is being considered for sanctions for alleged unethical conduct by the Association's Ethics Committee and/or the Board of Governors of the Association and/or when the member is being investigated by the Behavioral Sciences Regulatory Board.
- B. **Failure of a member in any category to pay dues** or assessments, with the exception of when a member is being considered for sanctions for alleged unethical conduct by the Association's Ethics Committee and/or Board of Governors and/or when the member is being investigated by the Behavioral Sciences Regulatory Board.
- C. **A vote by the Board of Governors** after receiving the recommendation of the Association's Ethics Committee for revocation

of membership. Any category of member charged with unethical conduct by the Ethics Committee shall be entitled to make a written appeal before the Board prior to the vote of the Board of Governors.

### **REINSTATEMENT**

Reinstatement of membership privileges shall be requested through the completion of the regular membership application process unless otherwise outlined in the Board of Governors proceedings in cases of ethical reviews.

### **DUES ASSESSMENT**

The amount of membership dues and other assessments will be determined by the Board and reviewed annually. Dues for full, associate, affiliate, reciprocal, emeritus, and student members shall be based on a flat fee

If discounts and or credits are granted to full and associate members, the amount will be determined by the Board. These discounts may include, but are not limited to: recruitment incentives, early payment discounts, new member discounts, returning member discounts, and retirement discounts.

For the purpose of dues assessment, “new member” status and any consequent discounts shall not apply to any former member.

The adjustment of dues for individual members may be considered and approved by the Executive Committee when a member is disabled, professionally inactive/unemployed, or in financial distress. A request for this adjustment must be submitted by the individual member.

The collection of dues shall occur annually in a manner determined by the Board.

## **ARTICLE IV: BUSINESS MEETING**

The Business Meeting shall be held once each year. Other meetings of the membership may be called by the Board of Governors.

The time, place, and agenda of the Business Meeting shall be determined by the Board of Governors, which shall notify the members at least thirty (30) days in advance of the meeting.

At any official business meeting of the general membership, the following business may be conducted:

- A. reports by
  - i. officers of the Association
  - ii. members of the Board of Governors
  - iii. committee chairs

- B. any other business as may properly come before the members

All procedures of the Business Meeting shall be governed by Roberts Rules of Order and any applicable Kansas Rules and Regulations pertaining to this or similarly situated organizations.

Each voting member shall be entitled to one vote.

Five percent (5%) of the members of the Association shall constitute a quorum. The Executive Director shall be responsible for seeing that persons attending are eligible for voting in order to determine this quorum.

## **ARTICLE V: REFERENDA**

A vote of the membership may be called by the Board of Governors for the purpose of officer elections or resolutions. There shall be a minimum of fourteen (14) days notice to register a vote by a specified date. A majority of the votes cast shall elect the officer or pass the question. The Board of Governors shall determine whether the vote may occur by paper ballot or electronic means.

Upon petition in writing of fifteen percent (15%) of the members, any action of the Board of Governors shall be referred to a paper or electronic vote of the Association. A majority of those registering votes shall determine the action.

Upon petition in writing of fifteen percent (15%) of the members, any action taken by the Association resulting from a vote at the KPA Business Meeting business meeting shall be referred to a paper or electronic vote of the Association. A majority of those registering votes shall determine the action.

## **ARTICLE VI: BOARD OF GOVERNORS AND OFFICERS**

The Board of Governors, hereinafter referred to as “the Board” shall be the executive body of the Association. The Board shall conduct the business of the Association in keeping with the purpose and welfare of the Association. The Board shall have the control and management of the affairs and business of this organization. Such Board shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice of such meeting.

No officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

### **OFFICERS**

The Officers of the Association shall be the President, President-Elect, Past-President, Secretary, and Treasurer. These officers shall collectively comprise the **Executive Committee**.

- A. The **President** shall serve a one-year term following his or her term as President-Elect. The President shall serve as the general presiding officer of the Association and Chair of the Board of Governors. The President shall preside at all membership meetings. The President shall have such powers as may be reasonably construed as belonging to the chief executive of any organization. The President shall perform such other duties as are incident to the office or as properly may be required by the Board. The President shall serve until a successor takes office on January 1.
- B. The **President-Elect** shall be elected by the voting members of the Association and shall serve a one-year term. The President-Elect shall act as Vice-chair of the Board and, in the absence or resignation of the President, carry on the duties of President. The President-Elect assumes duties as assigned by the President. The President-Elect shall succeed the President in office on January 1.
- C. The **Past-President** shall assume the office automatically upon completion of the term of president. The Past-President shall serve in an advisory capacity to the Board, assist the President with special projects, and serve as chair of the Elections/Honors Committee. The Past- President shall serve until a successor takes office on January 1.
- D. The **Secretary** shall be nominated by the current President-Elect and, upon the approval of the Board, serve for a three-year term at the end of the incumbent’s term of office. The duties of the Secretary include keeping minutes of meetings of the Board, and the KPA Business

Meeting. The Secretary shall serve until a successor is appointed.

- E. The **Treasurer** shall be nominated by the current President-Elect and upon approval of the Board serve for a three-year term at the end of the incumbent's term of office. The duties of the Treasurer shall include construction of the Association budget at the beginning of each fiscal year. The Treasurer shall work closely with the Executive Director of the Association and shall keep the Board apprised of the current financial status of the Association. The Treasurer shall serve until a successor is appointed.

### **OTHER BOARD MEMBERS**

The Board shall include elected and appointed members of the Association who shall represent the interests of their constituents in all matters that come before the Board. Their duties shall include responsibilities as members of the governance structure and as a liaison between that structure and the members they represent.

#### **A. Elected Members**

- i. **Representative to the Council of Representative(s) of the American Psychological Association** shall be elected in accord with the procedures established by APA for the election. The Representative(s) shall serve a term of three years. The Representative shall attend meetings of the APA Council of Representatives as a representative of the Association and members of the American Psychological Association who reside in the State of Kansas. The Representative(s) shall make oral or written reports to the membership and shall serve as a liaison between the APA Council of Representatives and the Association. The Council Representative(s) must be a member of the APA.
- ii. **Members-At-Large** shall be elected for three-year terms by the voting members of the Association. No Member-At-Large shall serve two consecutive three-year terms. The duties of the Member- At-Large shall include responsibilities as a voting member of the Board and as a liaison between the governance and the members. One Member-At-Large shall be elected by a majority of the membership to represent each of the following constituent groups:
  - 1. **Academic and Research Representative**
  - 2. **Practice and Service Representative**
  - 3. **Rural Health Coordinator**

## B. Appointed Members

The Board shall include representatives who are appointed or reappointed by the newly elected President to serve with the approval of the Board. These members shall be:

- i. **The Diversity Representative**
- ii. **The Early Career Psychologist Representative**
- iii. **The Membership Representative**
- iv. **The Student Representative**

## **MEETINGS**

The Board shall meet at least quarterly at a time and place determined by the President, and shall meet additionally upon call of the President.

## **QUORUM**

A majority of the Board membership shall constitute quorum. Motions made at Board meetings shall be passed by a majority vote of members present. Each Board member shall have one vote and such voting may not be done by proxy.

## **ELECTION PROCEDURES**

The Executive Director shall conduct, supervise, and tabulate the results of the elections and report the results to the membership.

A Call for Nominations for all persons to be elected shall be submitted to the Membership. Candidates for nomination may also be recruited by the Board of Governors. The consent of all persons whose names are placed in nomination shall be obtained prior to the presentation of such names to the membership on the ballot.

The Executive Director shall conduct a Call for Nominations for Representative(s) to the American Psychological Association Council of Representatives prior to the expiration of the incumbent's term of office. The Association will conform to the American Psychological Association's regulations in conducting the nominations. Candidates' names shall be submitted for inclusion on the APA's annual ballot.

## **REMOVAL OF BOARD MEMBERS**

Elected Members of the Board may be removed from office by a vote of the membership for due cause. Fifteen percent (15%) of the membership may petition the Board for a recall election of any member of the Board. Appointed members of the Board may be removed by a 2/3 vote of the Board for due cause.

## **VACANCIES**

In case of a vacancy in the position of President-Elect, the Executive Director shall conduct an election within 30 Days, using the names from the previous list of nominees, and others as necessary.

In case of vacancy in the position of Representative to the Council of Representatives of the American Psychological Association, the President may appoint, with the approval of the Board, a member of the Association to serve the unexpired term.

In case of a vacancy in the position of Member-at-Large, the President shall appoint, with the approval of the Board of Governors, a person from that interest group to serve the unexpired term

### **CONTRACTED SERVICES**

The Board may contract for such services as is deemed necessary to accomplish the goals of Association. These services may include, but are not restricted to: legal counsel, financial consultation, legislative counsel, lobbyist, and executive director. Consultants shall be assigned duties as determined by the Board and shall be immediately responsible to the President.

The Board shall hire and fix the compensation of any and all employees which they, in their discretion, may determine to be necessary for the conduct of the business of the organization.

## ARTICLE VII: COMMITTEES

The work of the Association is accomplished through committees which are responsible to the Board. There shall be three (3) types of committees:

A. **Standing Committees** of the Association may include: *(Revised 9-6-2014)*

1. Colleague Assistance Committee
2. Continuing Education/Convention Committee
3. Diversity Committee
4. Early Career Psychologists Committee
5. Elections/Honors Committee
6. Ethics Committee
7. Executive Committee
8. Federal Advocacy Committee
9. Membership Committee
10. Public Education Committee
11. State Legislative Committee

B. **Ad Hoc Committees** to be appointed by the President for duration of his/her term to address issues of concern to the Association. Prior to the end of the fiscal year, the Executive Committee shall make recommendations to the incoming President as to the need to continue each ad hoc committee. Ad hoc committees may become a standing committee by change of the by-laws.

C. **Task Forces** are committees appointed to address a specific task or project

### COMPOSITION OF COMMITTEES

The chair of a committee shall have the option of recruiting additional persons in order to meet the purposes or goals of the committee. These membership requests shall be set forth in the rules and procedures of the committee, and/or approved by the Board. *(Revised 9-6-2014)*

### APPOINTMENTS

The Elections/Honors Committee shall consist of the three most recent Past-Presidents of the Association, with the most recent Past-President serving as Chair.

All other committee persons shall be selected from the membership by the newly elected president and appointed to serve on committees with the approval of the Board.

**VACANCIES**

Vacancies that occur shall be filled by appointment of the President of the Association, with the approval of the Board, to serve the unexpired term of the committee person.

**INSTRUCTION TO COMMITTEES**

Each committee chair shall submit a written or oral report to the Board of Governors at each Board meeting. More frequent reports may be required by the President of the Association.

All committee members serve on committees at the discretion of the President of the Association.

## **ARTICLE VIII: FISCAL YEAR**

The fiscal year of the Association shall be from January 1 to December 31.

## **ARTICLE IX: POLICIES AND PROCEDURES MANUAL**

The Board shall develop a Policies and Procedures Manual to serve as a reference to direct, orient, coordinate, and clarify activities among the organizational elements of the Association. There shall be an annual review and update of the Policies and Procedures Manual. Additions and annual revisions to the Policy and Procedures Manual must be approved by a majority of the Board.

## **ARTICLE X: AFFILIATIONS**

The Association may seek to be affiliated with other professional and civic organizations having similar or allied aims by the majority vote of the Board. Any necessary representatives to other organizations shall be appointed by the Board.

## **ARTICLE XI: INDEMNIFICATION**

Officers, Employees, Board Members, and Committee Members are indemnified by the Association for all actions which are not considered criminal.

No member of the Association shall be personally liable to Association creditors for any indebtedness or liability. All creditors shall look only to the assets of the Association for payment.

## **ARTICLE XII: MEETINGS, ELECTIONS, VOTING, AND NOTICES- WAIVER OF NOTICE**

Whenever notice is required to be given under any provision of the articles of incorporation or bylaws, a written waiver, signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of, any regular or special meeting of the directors or members of a committee of directors need be specified in any written waiver of notice or any waiver by electronic transmission unless so required by the articles of incorporation or the bylaws.

## **ARTICLE XIV: AMENDMENTS**

Proposed amendments to the by-laws shall be initiated by the action of the Board or by a petition signed by fifteen percent (15%) of the total members presented to the Board

Proposed amendments shall be referred to an Ad Hoc By-Laws Committee for drafting and then submitted to the members for ratification.

The by-laws shall be amended upon a favorable vote of two-thirds of the members who submit their votes.