

# ORANGE COUNTY PSYCHOLOGICAL ASSOCIATION BYLAWS

*FOUNDED 1960*

*INCORPORATED 1969*

*AMMENDED 1966, 1972, 1978, 1983, 1984, 1992*

*REVISED AUGUST, 1996*

*AMMENDED DECEMBER, 1996*

*REVISED APRIL, 2012*

## ARTICLE I

### *NAME, PURPOSES AND POWERS*

- A. The name of this organization shall be the ORANGE COUNTY PSYCHOLOGICAL ASSOCIATION, hereafter referred to as the Association.
- B. The Association is an educational, scientific and professional organization, the purpose of which shall be to advance the science and profession of psychology in Orange County, California; to promote human welfare through proper application of psychological knowledge and principles; to facilitate the exchange of ideas and information among members of the profession; to establish and maintain high ethical standards of practice of psychology; to increase public understanding of psychology and the functions of psychology.
- C. The Association shall have the power to take considered actions, which are necessary and honorable to further any or all of these purposes.
- D. The Association shall be empowered to acquire by gift, device or otherwise, money and/or property of whatsoever kind and nature, to administer and use the same, or income and proceeds thereof, in furtherance of these purposes.
- E. The foregoing purposes and objectives shall be pursued solely for the benefit of the public and the Association and shall be carried out without pecuniary gain, benefit or profit to any of its members, Officers or Directors. The Association shall not make or declare dividends. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, officers or other private person except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501 (c) (6) (IRS code) purposes.
- F. The Association shall not engage in any activity which will bring it into conflict with applicable laws governing non-profit membership organizations in the State of California or the Untied States of America. The role of the Association is to educate the public, however the activities shall not carry on propaganda or otherwise attempt to influence legislation, and the organization shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

- G. The Association is affiliated as a Chapter of the California State Psychological Association.
- H. The calendar year is the operating year for the Association.

## **ARTICLE II**

### *MEMBERSHIP*

There shall be five categories of membership in the Association: Full Member, Senior Member, Affiliate Member, Honorary Member and Graduate Student Member.

- A. **FULL MEMBER:** The minimum qualifications of election to the category of Member shall be: (1) attainment of the doctorate degree in psychology or equivalent from a regionally accredited school; or (2) a license as a Psychologist in the State of California; or (3) a diplomate from the American Board of Professional Psychology. For purposes of determining member status, Doctoral Level Educational Psychologists are accepted on the same basis as Licensed Psychologists.
- B. **SENIOR MEMBER:** The minimum qualifications for election to the category of Senior shall be those in Article II, section A plus the attainment of the age of 65. Senior members' dues shall be at a reduced rate as determined by the Board of Directors.
- C. **AFFILIATE MEMBER:** The minimum qualifications for election to the category of affiliate shall consist of several sub-categories of individuals, groups or institutions with an interest in psychology such as, but not limited to, mental health professionals, agencies and institutions, allied professions, out of county psychologists with qualifications of a member as stated under IIA and affiliated business.
- D. **HONORARY MEMBER:** The minimum qualifications for election to the category of honorary member shall be:
  - 1. Persons who have made a distinguished contribution to the field of psychology.
  - 2. Eligibility for honorary member will be conferred with the approval of the Board of Directors.
- E. **GRADUATE STUDENT MEMBER:** The minimum qualifications for election to the category of graduate student shall be:
  - 1. Enrollment as a graduate student in psychology or equivalent from a regionally accredited school or registered with the State of California as a psychological assistant.
  - 2. Eligibility for graduate student membership is limited to eight (8) years. Any exceptions to this period of eligibility shall be approved on an individual basis by the Board of Directors.
  - 3. Undergraduate students may join upon receiving special permission.

## **ARTICLE III**

### *MEMBERSHIP RIGHTS, PRIVILEGES AND RESPONSIBILITIES*

- A. Full Members shall have all the rights and privileges of the Association including the right to vote and hold office, the right to attend and participate in the meetings of the Association, to receive publications of the Association and to chair and serve on committees of the Association.
- B. Senior Members shall have the rights and privileges of the Association.
- C. Affiliate Members shall have all the rights and privileges of the Association except to vote, hold office, and serve on the Board of Directors and chair committees.
- D. Honorary Members shall have all the rights and privileges of the Association except to vote, hold office, serve on the Board of Directors and chair committees.
- E. Graduate Student Members shall have all the rights and privileges of membership except to vote, hold office, serve on the Board of Directors and chair committees. However, a Graduate Student 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.
- F. Members may be suspended or expelled from the Association for unethical conduct. Such action will be recommended to the Board of Directors by the Ethics Committee.
- G. Resignation of members may be accepted only by the Board of Directors. The Board of Directors shall refuse to accept a resignation tendered by a member against whom a formal ethics charge is pending until completion of that review.
  - 1. If inability to pay dues is cited as a reason for voluntary resignation by a member under ethics investigation, the Ethics Committee shall be authorized to suspend dues obligations until the ethics investigation is completed.
  - 2. If geographical relocation is offered as the reason for resignation, the investigation in process shall be referred to the State Ethics Committee in the state which the member plans to relocate.
- H. The Board of Directors will set the date for payment of annual dues and the delinquent date. Members in arrears shall be notified and dropped from membership 30 days after notification. Membership rights shall be restored upon payment of obligation.
- I. Special assessments may be levied for specific needs or purposes upon recommendation of the Board of Directors with two-thirds vote of the Board of Directors affirming such an assessment.
- J. Financial exceptions of the dues structure will be considered on an individual basis, as recommended by the Membership Chair and approved by the Treasurer and President.

## **ARTICLE IV**

### *ETHICS*

Members of the Association pledge to abide by the chronologically current version of the Code of Ethics of the American Psychological Association. Members also pledge to abide by the regulations of the Board of Psychology (of the Board of Medical Quality Assurance, of the Department of Consumer Affairs, of the State of California) and such additional precepts as this Association may have or adopt as part of its bylaws.

## **ARTICLE V**

### *OFFICERS*

- A. The officers of the Association shall be the President, President-Elect, Past-President, Secretary and Treasurer.
  1. The President shall succeed to office by declaration at the close of the year after his/her election as President-elect and shall serve for one (1) year. The President shall serve as:
    - a. Chairperson of the Board of Directors, with vote only to make or break a tie.
    - b. Presiding officer of the Association.
    - c. Ex-officio member of all Association standing and ad hoc committees and task forces. He/she shall exercise general supervision over the affairs of the Association, and shall perform those functions assigned to the office, such as appoint committee chairs.
  2. The President-Elect shall be elected for a term of one (1) year and shall serve as a member of the Board of Directors with a vote. The President-Elect shall assume the duties of the President in the event of the latter's absence or inability to serve and shall succeed to the unexpired remainder of the term and continue to serve through his/her own scheduled term. The President-Elect may serve as an ex-officio member of all standing committees and perform other duties delegated to him/her by the President of the Board of Directors. The President-Elect shall serve as the chair of the Communications Committee.
  3. The Past-President shall be the immediate past president of the Association and shall serve for a term of one (1) year. He/she shall be a member of the Board of Directors with a vote. The Past-President shall serve as chair of the Nominations Committee and a member of the Finance Committee. The Past President can be a member of the Ethics Committee and ex-officio member of any other standing and ad hoc committees and task forces.
  4. The Secretary shall be elected for a term of one year as a member of the Board of Directors with a vote. The Secretary shall safeguard all records of the Association, keep the minutes of the Association, maintain correspondence as needed with CPA and other organizations, inform membership of actions taken by the Board of Directors by posting the minutes or a report on the website and perform all other usual and customary duties of a secretary.

5. The Treasurer shall be elected for a term of one year as a member of the Board of Directors with a vote. The Treasurer shall have the responsibility for all financial transactions of the Association; shall disburse funds and sign checks as authorized by the approved budget or by the Board of Directors; shall monitor dues collection and received monies; monitor expenditures in excess of the approved budget; shall supervise current records regarding funds, dues and expenditures and give a report at each Board Meeting and email it to Board Members and Committee Chairs; shall conduct audits as necessary; shall prepare a budget for the coming year for submission of approval of the Board of Directors at the December meeting and shall perform any customary and usual duties of a Treasurer.
- B. The Officers shall assume their duties on January 1 of the year following their election and shall maintain their offices until their successors are seated in a likewise fashion.
- C. In the case of death, incapacity or resignation of any Officer, except the President or Past-President, the Executive Committee shall recommend to the Board of Directors an interim replacement to serve until the next regular election. The Board of Directors shall approve such a person.
- D. The President shall not succeed him/herself, but shall be eligible for election to other positions and shall be eligible for re-election after one year. The Secretary and the Treasurer can be elected for two consecutive terms if so desired.
- E. Any Director or Officer absent from three (3) consecutive Board meeting without reasons satisfactory to its majority shall thus automatically relinquish the position and the Board at its discretion shall declare the position vacant and fill it by majority vote.

## **ARTICLE VI**

### *BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE*

- A. There shall be a Board of Directors of the Association, which shall consist of:
  1. The Officers of the Association.
  2. Six (6) to nine (9) voting representatives elected from the membership, known as Members at Large, two or three of whom shall be elected each year for a three (3) year term.
  3. Chapter Representative to the CPA Board of Directors: Chapter Representative(s) are members of the CPA Board of Directors and shall be elected by the Chapter membership for a three year term and can serve two consecutive terms. The Representative(s) shall keep both the Chapter and the CPA apprised of matters relevant to both.
  4. Alternative Board Representative: The Chapter will elect a Representative to serve on the CPA Board of Directors in the absence of the Chapter's Representative.
  5. One Graduate Student representative, elected by the Graduate Student organization, shall have a vote.

- B. In addition to the Association Officers, all voting members of the Board of Directors shall assume office on January 1 of the year following their election and shall maintain those offices until their successors are seated. In case of death, incapacity or resignation of any other member of the Board of Directors, the means for filling a vacancy so created shall be as specified for Officers in Article V, section C.
- C. The Board of Directors shall be the administrative agency of the Association and shall exercise general supervision over the Association's affairs. The Board of Directors shall consider, promote and transact its business subject to instructions of the members of the Association as expressed at regular and special business meetings and through mail and electronic communications as provided for in the Bylaws.
- D. The specific duties of the Board of Directors shall include, but not be limited to:
  - 1. The authority to adopt policies that are consistent with these bylaws and that shall be binding and enforceable to members.
  - 2. Electing Honorary Members and monitoring procedures for accepting new members.
  - 3. Providing advice to the Treasurer in preparation of an annual budget and adopting a final budget after appropriate review.
  - 4. Approving new committees, chairs of committees and replacements for vacancies that are appointed by the President of the Association.
- E. The Board of Directors shall meet at least quarterly. Any additional meetings may be called by the President with the concurrence by simple majority of the Board of Directors. In addition, the Board of Directors may hold a meeting and conduct official business by a conference call or other electronic means as long as a quorum is present and all participants can communicate with all the other members concurrently.
- F. The meetings of the Board of Directors shall be open to all members of the Association, except at such times as the majority of the Board shall declare an executive session for the purpose of reviewing confidential matters of personnel or ethics. Any member of the Association may place a matter of business before the Board by submitting it to the Secretary in writing (including email) before the Board meeting.
- G. A quorum of the Board of Directors shall consist of 60 percent of the voting members being present, two of whom must be Officers of the Association.
- H. Each member of the Board of Directors present at a meeting and entitled to vote shall have one vote, and no member may vote by proxy. All decisions of the Board of Directors shall require assent by a simple majority vote of the quorum present, except as otherwise noted in these bylaws. A vote by email can be initiated by the President or the Secretary on a business matter; an exception would be monetary expenditures not in the budget as approved by the Board of Directors. A discussion period must be specified, and all communications made available to all Board members before a vote is taken. A quorum for the purposes of email voting will consist of those responding and a simple majority is needed. These email votes will be incorporated into the minutes of the next Board meeting.

- I. There shall be an Executive Committee of the Board of Directors. This Executive Committee shall be composed of the Officers of the association, namely the President, President-Elect, Past-President, Secretary and Treasurer. The Executive Committee shall meet upon the call of the President or any other two members. The President may also invite any other member(s) of the Association to attend the Executive Committee should he/she deem the invitee's attendance to be important to the purposes of the scheduled meeting.
- J. The duties of the Executive Committee shall be to:
  - 1. Supervise the affairs of the Association between meetings of the Board of Directors, as needed; managing those affairs within policies set by the Board; and implementing actions directed by the Board. The Committee shall report all decisions that materially affect the implementation of the Board's policies or plans to Board members at the next Board meeting. Minutes should be kept and available for inspection by the Board.
  - 2. Review matters on the agendas of meetings of the Board of Directors and to make recommendations about these matters to the Board of Directors.
  - 3. Negotiate the terms of all contracts entered into by and between the Association, and all persons or organizations hired to provide services to the Association within policies set by the Board of Directors, and to supervise and evaluate the performance of such persons or organizations, including Administrative Assistants, if any.

## **ARTICLE VII**

### *COMMITTEES AND LIASONS*

- A. The Board of Directors is authorized to approve committees, chairs and liaisons for purposes and duration deemed necessary.
- B. The following shall be standing committees of the Association. All committees report to the Board of Directors.
  - 1. The Membership Committee shall receive and process applications for membership, according to the policies and procedures set forth in these Bylaws. The committee may conduct activities to attract new members and monitor retention of existing members. The committee shall maintain a membership directory.
  - 2. The Public Education Committee shall represent the Association in public media and in educational activities and shall interpret the aims of the Association.
  - 3. The Professional Ethics and Standards nominees shall be confirmed by the Board of Directors. In accordance with the policies of the Board of Directors, the Committee is responsible for education of members regarding ethical issues and for the appropriate referral of all complaints received.

4. The Continuing Education Committee shall be responsible for planning, coordinating and conducting programs of general and specific interest for the membership, including the Annual Meeting.
  5. The Communications Committee shall consist of the President Elect as chair, Editor of the Newsletter, the Web Administrator, the Listserve Administrator and other members as needed. It shall be responsible for the preparation and distribution of the Association's newsletter and maintaining the website and Listserve. The Publications Committee shall supervise the Association's publishing and website activities, including but not limited to:
    - a. Recommending editorial policy to the Board of Directors.
    - b. Exercising general management oversight.
    - c. Serving as a search committee for editors and web and listserv administrators.
    - d. Reviewing budgets for publications and website.
    - e. Reviewing any copy of an Association publication before publication.
    - f. The committee shall also be responsible for any other publications of the Association, with the exception of the Member Directory which is administered by the Membership Committee.
  6. The Nominations and Elections Committee shall consist of the Past-President as chair. This committee shall invite suggestions for candidates to fill positions, consider and prepare slates and conduct elections in accordance with these Bylaws. It may advise the Executive Committee concerning appointments for vacant offices.
  7. The Finance Committee shall include the Treasurer as Chair. The Past-President shall be one of the members. The committee shall be responsible for overseeing the financial operations and the budget of the Association.
  8. The Governmental Affairs Committee shall serve as an interface between government and psychologists in Orange County and elsewhere and shall recommend action to the Board of Directors in matters where governmental affairs impact the science and profession of psychology. The CPA representative chairs this committee and the Alternate CPA Representative is a member.
  9. The Disaster Response Committee shall serve as a liaison between Orange County Red Cross, the CPA Disaster Response Committee and OCPA membership. While the ultimate responsibility for the training, organization and utilization of all Critical Incident Training (CIT) members would be under the aegis of the Red Cross. The OCPA Disaster Response Committee shall serve to collect and disseminate information regarding CIT membership, training, requirements and share information with OCPA membership regarding current disasters.
- C. Special committees, such as ad hoc committees and task forces, may be appointed or terminated by the President.
- D. All committees and task forces shall report to the Board of Directors.



- E. The President-Elect shall in the year in which he/she serves as President-Elect identify those external organizations which merit the appointment of a liaison from the Association for the following year. The President-Elect shall seek the advice and consent of the Board of Directors and upon approval, the Treasurer shall incorporate the expenses of the planned liaison activities in the coming year's budget. Each liaison appointment to represent the Association shall report to the Board of Directors. The President shall appoint liaison positions with Board approval. If the liaison position is vacated before expiration of the term, the President shall appoint a replacement for the remainder of the term with Board approval.

## **ARTICLE VIII**

### *NOMINATIONS, ELECTIONS AND APPOINTMENTS*

- A. The Board of Directors is responsible for issuing a call for nominations and conducting an election according to the guidelines below.
- B. Any member of the Association who is eligible and who is willing to stand for election can be nominated. Such nominations shall be given to the Nominations and Elections Committee.
- C. The Nominations and Elections Committee shall review eligibility and willingness to serve in each case. Eligibility for an election as an Officer or Board Member shall include being a member in good standing.
- D. The Nominations and Elections Committee shall present slates with one or more candidates for each position to be filled and provide space for write-ins.
- E. Ballots shall be mailed or shall be electronically communicated to members with a deadline for receiving returned ballots. All ballots shall be in a uniform style or through electronic communication. Announcement of results will be made available to the membership.
- F. Candidates who desire may submit a brief statement of qualifications not to exceed fifty words.
- G. Any propositions shall be stated exactly and accompanied by brief statements favoring and opposing these propositions, ideally supplied by those proposing and opposing the issue.
- H. By virtue of their positions on the Nominations and Elections Committee, the members of the committee on Nominations and Elections shall not themselves be eligible to be nominated for any office in the year in which they serve on the Nominations and Elections Committee.
- I. The Chair of the Nominations and Elections Committee shall have the responsibility for:
  - 1. Overseeing distribution of the ballots.
  - 2. Overseeing the vote count.
  - 3. Notifying the candidates of the results of the election.
  - 4. Reporting the election results to the membership.
  - 5. Providing exact tally of the vote to the Board of Directors.

- J. In the case of a protest brought by a member about the conduct of the nomination process or of the election, the Board of Directors may direct the Nominations and Elections Committee to act as a hearing body and to make recommendations to the Board in response to the protest. Such recommendations from the Committee to the Board shall be limited to either confirmation of the results of the disputed nominating process or election or presentation of a proposal that a new election for the disputed office(s) be held. In making its recommendation, the Committee shall provide the Board with its rationale. In formulating a final disposition of the protested nominations procedure or election, a vote by the Board of Directors to sustain the Nominations and Elections Committee's proposed response shall be conclusive.

## **ARTICLE IX**

### *MEETINGS*

- A. Special membership meetings may be held upon
1. Call of the Board of Directors.
  2. Petition signed by 10% or more of the voting membership.
- B. Due and proper notice shall be communicated to members of the Association concerning all business meetings of the Association, regular or special, by newsletter and/or electronic communication in advance of the date of the meeting. Business or special meetings shall be limited to items specified in the statement of purpose for the session.

## **ARTICLE X**

### *BYLAWS AMENDMENTS*

- A. Any amendments to these Bylaws that impact the rights and privileges of members (termed substantial amendments) may be proposed by (1) majority vote of the Board of Directors; (2) a petition signed by not less the 10% of the membership and presented to the Secretary; or (3) majority vote at a regular or duly called special business meeting. The Secretary shall place the exact wording of the amendment(s) approved by the Board on the website. The Secretary shall communicate to members by email, list serve and newsletter to read the changes. A special business meeting may be called for the membership to have the amendments read and considered. Ballots shall be mailed or distributed electronically after the amendments are posted. Results shall be announced on the web site and in the newsletter.
- B. Nonsubstantial amendments (i.e. do not impact the rights and privileges of the members) shall be adopted by a majority vote of the Board of Directors.
- C. Statements favoring and opposing proposals, ideally written by proponents and opponents, if feasible, shall be posted on the website.

- D. Adoption shall require a simple majority vote of the number responding to the mailed or electronic ballot.

## **ARTICLE XI**

### *PARLIAMENTARY PRACTICE*

- A. The current edition of Roberts' Rules of Order shall be the parliamentary authority for the Association.
- B. The President may appoint a Parliamentarian to advise him/her on parliamentary procedures.

End of bylaws. Revised April 2012.