

# BYLAWS

## **Pennsylvania Psychological Association of Graduate Students**



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## **Article I. Title and Definitions**

1. The following constitutes the bylaws of the Pennsylvania Psychological Association of Graduate Students (PPAGS) and may be cited so for all purposes. These bylaws are, and will remain, consistent with the bylaws of the Pennsylvania Psychological Association (PPA).
2. In these bylaws, unless otherwise specified or required by context,
  - 2.1. “Association” means the Pennsylvania Psychological Association of Graduate Students,
  - 2.2. “Board” means the Board of Directors of the Association,
  - 2.3. “Board” means the elected members of the Association,
  - 2.4. PPAGS Committee means the elected members of the Association and the chairs of established committees,
  - 2.5. “Executive Committee” means the steering committee of the Association, consisting of the Chair, Past-Chair, and Chair-Elect,
  - 2.6. “Officer” means a member of the PPAGS Board and “Office” has a corresponding meaning,
  - 2.7. “Election” means an election for Board Officers,
  - 2.8. “Member” means a member of PPAGS and “membership” has a corresponding meaning.

## **Article II. Purpose**

PPAGS is the student membership organization of PPA that serves as the representative body for psychology graduate students in the commonwealth of Pennsylvania. PPAGS represents graduate students in all areas of study within the field of psychology, promotes graduate student leadership development, communicates and advocates for the concerns of graduate students, establishes and maintains channels of communication between PPAGS and schools, universities, training centers, institutions, and the psychological community, and promotes the exchange of information among these groups. PPAGS works to increase graduate student involvement in PPA activities, advocacy efforts, and governance to both facilitate the professional development of graduate students and to promote continuity of leadership, membership, and involvement in PPA.

## **Article III. Membership**

The Association shall consist of all Student Members of the Pennsylvania Psychological Association.

## **Article IV. Officers**

1. The officers of the Association shall be the Chair, Chair-Elect, Past-Chair, Member at Large-Communications Focus, Member at Large-Diversity Focus, Member at Large-Programming Focus, and State Advocacy Coordinator. At the time of their election, officers shall be Members of the Association.
2. The term of office, unless otherwise specified, shall be considered to run from annual convention to annual convention.

3. The term of office for Member at Large-Communications Focus, Member at Large-Diversity Focus, Member at Large-Programming Focus, and State Advocacy Coordinator, all elected positions but the Chair shall be for two years, with the following proviso: In order to obtain continuity on the PPAGS Board of Directors, the Member at Large-Diversity Focus shall serve an additional year for the 2007-08 program year; the Member at Large-Programming Focus shall be elected in 2007 for a 3-year term; the Member at Large-Communications Focus and the State Advocacy Coordinator shall be elected in 2007 for 2-year terms. Subsequently, the election for Member at Large-Diversity Focus and Member at Large-Programming Focus will be held in even-numbered years, and the election for Member at Large-Communications Focus and the State Advocacy Coordinator will be held in odd-numbered years.
4. It shall be the duty of the Chair to preside over meetings of the Executive Committee, the Board, the PPAGS Committee, and the general membership; to exercise supervision over the affairs of the Association with the approval of the Board; and to perform such other duties as are pertinent to the office of the Chair. The Chair shall take care to closely inform and counsel the Chair-Elect on all issues of importance.
5. The Chair shall represent PPAGS to PPA and serve as voting representative to the PPA Board of Directors.
6. The Chair-Elect shall be a member of the Executive Committee and Board and shall perform the duties of the Chair in the event of the absence or incapacity of the Chair. In the event that the Chair does not serve his/her full term for any reason, the Chair-Elect shall succeed to the unexpired remainder thereof and continue through his/her own term as Chair. The Chair-Elect shall automatically become Chair during the annual convention in the year following election as Chair-Elect.
7. The Past-Chair shall be a member of the Executive Committee and Board, and shall perform other such duties as directed by the Board.
8. The other officers shall assist the Chair and shall perform the tasks that are assigned.
9. An officer may resign from the Board by delivering a written resignation to the Chair or, if the resigning officer is the Chair, to the Chair-Elect, and the office of that officer is thereupon vacant.
10. An officer who ceases to be a member of the Association is automatically recalled and his/her office is thereupon vacant.
11. An officer may be removed from office for cause by a two-thirds vote of the full Board of Directors.
12. In case of the death, resignation, recall, removal, or incapacity of the Chair-Elect, the Member at Large-Communications Focus, the Member at Large-Diversity Focus, or the Member at Large-Programming Focus, the Chair is responsible for appointing a replacement to serve for the duration of the current term.

#### **Article V. Fiscal Arrangements**

1. The Fiscal Year of the Association shall be the same as the fiscal year of PPA.
2. A budget for the fiscal year, reflecting the upcoming year's budgetary projections, shall be submitted to the PPA Budget and Finance Committee according to that committee's timetable for drafting the annual PPA budget. It shall be adopted as part of the PPA budget at the first PPA Board meeting of the incoming PPA President's administration.
3. PPAGS shall fund its operation from a portion of the dues paid to PPA by Student Members.

## Article VI. Governing Structure

1. Definition: The governing structure of the Association shall consist of the Board of Directors, the Executive Committee, and the PPAGS Committee. It shall be their aggregate responsibility to establish policy, make decisions, and implement actions consistent with the philosophy and objectives of the Association and those of PPA.
2. The Executive Committee, Board, and PPAGS Committee shall serve as such without compensation, fee, or like remuneration, but may be reimbursed for reasonable expenses incurred in the performance of their duties.
3. Board of Directors
  - 3.1 Composition: There shall be a Board of Directors that shall consist solely of persons elected by the PPAGS membership, to be constituted of the Chair, Chair-Elect, Past Chair, Member at Large-Communications Focus, Member at Large-Diversity Focus, Member at Large-Programming Focus, and the State Advocacy Coordinator (SAC). In addition, a PPA Board of Directors member appointed by the PPA President shall be a member of the Board of Directors.

The Chair of the Association shall be the chair of the Board of Directors.
  - 3.2 Responsibilities: The Board of Directors shall be the legislative body of the Association and shall have full power and authority over the affairs and funds of the Association within the limits of these bylaws, the general objectives of the Association, and the PPA bylaws.
  - 3.3 Meeting Schedule: Meetings of the Board of Directors shall be held as the board decides and on the call of the Chair, or on the request of one-half of the members of the Board of Directors.
  - 3.4 The Member at Large-Communication Focus, shall maintain oversight of the records of the Association and central governance meetings.
  - 3.5 The Past-Chair, in collaboration with the other members of the Executive Committee, shall maintain oversight of the financial transactions of the Association. The Past-Chair shall ensure that a full record is kept of all money received and all money disbursed and shall report thereon annually to the membership of the Association and shall arrange at all reasonable times for exhibit of the books of accounts to any member of the Association.
4. Executive Committee
  - 4.1 Composition: The Executive Committee shall consist of the Chair, Chair-Elect, and Past-Chair.

The Chair shall preside over the Executive Committee.
  - 4.2 Responsibilities: The Executive Committee shall oversee the activities and directions of the Board and PPAGS Committee and shall act on the Board and the PPAGS Committee's behalf as appropriate between meetings.
  - 4.3 Meeting Schedule: Meetings of the Executive Committee shall be as frequent as necessary to carry out its responsibilities.
5. PPAGS Committee
  - 5.1 Composition: The PPAGS Committee shall consist of all members of the Board of Directors and all chairs of established committees

- 5.2 With a two-thirds vote of the Board of Directors, persons not eligible for PPAGS membership may be added as consultants to the PPAGS Committee. Such consultants shall not be considered to be members of the Association in this or any other section of these bylaws.
- 5.3 A member of the PPAGS Committee may be removed from office for cause by a two-thirds vote of the full Board of Directors.
- 5.4 A member of the PPAGS Committee, the Board of Directors, or the Executive Committee (collectively or separately the "Governing Body") shall stand in a fiduciary relation to the Association and to PPA and shall perform his/her duties as a member of the Governing Body, including his/her duties as a member of any committee of the Governing Body upon the best interests of the Association and PPA, and such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his/her duties, a member of the Governing Body shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and financial data, in each case prepared or presented by any of the following: (a) one or more officers or employees of the Association or of PPA whom the member of the Governing Body reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, public accountants, or other persons as to matters that the member of the Governing Body reasonably believes to be within the professional or expert competence of such persons; and (c) a committee of the Governing Body or PPA upon which he/she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the member of the Governing Body reasonably believes to merit confidence. A member of the Governing Body shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.
- 5.5 In discharging the duties of their respective positions, the Governing Body, committees of the Governing Body, and individual members of the Governing Body may, in considering the best interests of the Association and PPA, consider effects of any action upon employees, upon members of the Association and PPA, and upon communities in which offices or other establishments of the Association or PPA are located, and all other pertinent factors. The consideration of these factors shall not constitute a violation of Section 5.3 of this Article VI.
- 5.6 Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a member of the Governing Body or any failure to take any action shall be presumed to be in the best interests of the Association and PPA.
- 5.7 A member of the Governing Body shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless: (a) the member of the Governing Body has breached or failed to perform the duties of his/her office under Sections 5.3 through 5.5 of this Article VI; and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- 5.8 The provisions of Section 5.6 of this Article VI shall not apply to: (a) the responsibility or liability of a member of the Governing Body pursuant to any criminal statute; or (b) the liability of a member of the Governing Body for the payment of taxes pursuant to local, state or federal law.
- 5.9 The limitation of liability of members of the Governing Body provided by this Article VI is not exclusive and does not limit or waive any limitation of liability or any immunity existing under any applicable law.
- 5.10 Notwithstanding any other provisions of the bylaws, the approval of voting members shall be

required to amend, alter, change, repeal or adopt any provisions as a part of the bylaws that is inconsistent with the purpose or intent of Sections 5.3, 5.4, 5.5, 5.6, 5.7, 5.8, or 5.9 of this Article VI.

## 6. Voting

- 6.1 A majority of current members of the Board shall constitute a quorum. Every question which properly comes before the Board may be decided by a simple majority of those present and voting, including the presiding officer, unless otherwise specified in these bylaws. If there is an equality of votes on a question, that question shall be deemed to have been decided in the negative
- 6.2 Voting rights of PPAGS Committee members are reserved to those persons elected to office according to these bylaws except as indicated in Section 6.3 of this article. Chairs of established PPAGS Committees may join in discussion only.
- 6.3 A substitute for a member of the PPAGS Committee may attend meetings of the PPAGS Committee at the request of the committee member upon prior notification to the Chair. On issues directly concerning the responsibilities of an elected office represented by the substitute, that person may introduce motions and vote for the unit. On other issues before the Board of Directors, the substitute may join in discussion only.
- 6.4 There shall be no substitutes permitted for Executive Committee members except as otherwise specifically provided in the bylaws.
- 6.5 Except where provided by the bylaws no person may occupy concurrently more than one elected or appointed seat in the governing structure. Regardless of exceptions, however, a one-person, one-vote rule shall apply. There shall be no votes cast by proxy.
- 6.6 The proceedings of every meeting of the Board shall be recorded, and when the draft written record of the meeting is subsequently approved by the Board, is prima facie proof of the truth of the contents of every such record.
- 6.7 A copy of the minutes of every Board Meeting shall be forwarded to the PPA Board of Directors.

## **Article VII. Committees and Project Groups**

### 1. Committees

- 1.1 The Board of Directors shall establish such committees with such powers as they deem necessary for the operation of the Association.
- 1.2 Except as further provided by these bylaws, each committee shall consist of at least three members of the Association, one of whom shall be the chair.
- 1.3 Committee chairs and members shall be appointed by the PPAGS Chair, upon the advice and consent of the Board of Directors. Committee chairs shall not serve more than two consecutive one-year terms.
- 1.4 Committees shall serve for the term of the PPAGS Chair, except as further provided by these bylaws.
- 1.5 A committee may not perform any function of the Executive Committee or Board but, subject to the direction of the Executive Committee, may give advice and make recommendations to the

Executive Committee or Board without limitation.

1.6 Each committee chair shall submit written reports to the PPAGS Committee as designated by the Board of Directors.

1.7 Committees shall be established or disbanded by a two-thirds majority vote of the Board of Directors.

## 2. Project Groups

2.1 A project group is a time-limited, project-oriented working group which may be created by the Board of Directors, in response either to a petition from at least 25 Association members or to an interest arising from the Board of Directors, to work on a particular project within an area consistent with the Association's goals.

2.2 The Board of Directors shall establish procedures for the creation of project groups, including the specification of what shall constitute, and be contained within, a valid petition.

2.3 Project groups may be created at any time for a period of up to one year, for the term of the president, and may be reappointed each year by the Board of Directors.

2.4 Project group chairs shall be appointed by the Board of Directors.

2.5 Each project group chair shall submit an annual written report to the PPAGS Committee.

2.6 The Board of Directors may, with a two-thirds vote, disband a project group.

## **Article VIII. Nominations and Elections**

1. The Past-Chair administers the process of nomination and election of officers.

2. Not later than twenty weeks before the annual convention, a call for nominations shall be distributed to the membership. Nominations shall be requested for any office to be voted upon in that year's election.

3. Nominations shall be accepted from members in good standing following the call for nominations up to fourteen weeks before the annual convention.

4. Any member in good standing who has received ten or more nominations from the general membership, consents to the nomination, and submits a candidate statement acceptable to the Board is considered a validly nominated candidate.

5. A validating procedure shall be used to ensure that nominations shall be made and ballots shall be cast only by voting members of the Association.

6. An election ballot shall be prepared by the Past-Chair. The slate shall include the names of no more than three persons who received the largest number of nominations for each of the offices to be elected. Where two or more persons receive the same number of nominations, the Executive Committee shall select those tied nominees, such that no more than three nominees comprise the slate for each office.

7. Where there is only one validly nominated candidate for an office, the Past-Chair shall either nominate one or more additional members who are eligible for nomination, or declare the candidate elected by acclamation.



8. Voting shall be according to a procedure deemed acceptable to the Board of Directors. Ballots shall be distributed to the membership not later than ten weeks before the annual convention.
9. A member who is in good standing is qualified to vote in any election for officers.
10. Ballots shall be accepted only if verified or postmarked within thirty days following their distribution to the membership.
11. The Past-Chair shall supervise the counting of the ballots. The person receiving the largest number of votes for each office shall be designated the winner.
12. In case of a tie vote for any office, all members of the Board shall vote according to a procedure acceptable to the Board of Directors to resolve the tie. Ballots shall be accepted only if verified or postmarked within thirty days following their mailing to the Board. Should there again be a tie vote, the Past-Chair shall resolve the tie by drawing lots.
13. The results of the election shall be announced no later than the Annual Convention.

**Article IX. Amendments**

1. Amendment of the bylaws shall be ratified by a ballot distributed to the membership. Ballots shall be accepted only if verified or postmarked within thirty days following their distribution to the members. The amendment must be approved by two-thirds of the members who have voted.
2. The Boards of Directors of PPAGS and PPA are authorized to review, approve, or reject for cause proposed amendments to the bylaws, and amendments to the bylaws shall be presented to the membership only with the approval of both the PPAGS Board of Directors and the PPA Board of Directors.
3. Amendments may be submitted to the Board of Directors for its approval by any member of the Board of Directors or by petition of five percent of the membership. The proposal for bylaws amendment shall contain the proposed amendment, the section being amended, and the reasons or purposes for the amendment. Where the issue is a controversial one, the thinking of those opposed to the amendment should also be summarized.

**Article X. Dissolution**

In the event of dissolution of the Association, its assets shall be transferred to the Pennsylvania Psychological Association.