

Adopted April 1986
Amended October 2005

**THE AMERICAN BOARD OF
PSYCHOANALYSIS IN PSYCHOLOGY**

A Member Board of
THE AMERICAN BOARD OF PROFESSIONAL PSYCHOLOGY, INC.

BY-LAWS

**ARTICLE I
ORGANIZATION DESCRIPTION**

The name of the organization shall be the American Board of Psychoanalysis in Psychology (“ABPsaP”), as stated in the articles of the organization filed in the District of Columbia. The organization shall be not-for-profit. The ABPsaP shall be a member specialty board of the American Board of Professional Psychology, Inc. (“ABPP”) in the following manner:

- A. **BASIC REQUIREMENTS.** The organization will comply with the basic requirements for recognition, acceptance, and continued membership with the ABPP as established by the Board of Trustees (“BOT”) of the ABPP.
- B. **FUNCTIONS.** The function of the organization as it relates to the ABPP shall be:
 - 1. To recommend to the BOT of the ABPP policies (or changes in policies) and procedures with regard to the organization’s Specialty area of Psychoanalysis in Psychology.
 - 2. To develop and maintain examination procedures for those who apply for Board Certification in Psychoanalysis in Psychology issued by the ABPP in the organization’s Specialty area of Psychoanalysis in Psychology, and

to submit these examination procedures periodically for review, recommendation and formal approval by the ABPP.

3. To recommends to the BOT of the ABPP the award of specialty certification for the psychologists who have met the qualifications for the Specialty in Psychoanalysis.

Nothing in these By-laws shall be in conflict with the By-Laws of the ABPP.

ARTICLE II

PURPOSE

The purpose of the ABPsaP is to promote advanced competence in the practice of Psychoanalysis in Psychology by awarding Board Certification to those who meet all the qualifying standards of ABPP. The ABPsaP will determine eligibility of applicants for the examination in Psychoanalysis in Psychology, examine candidates, and recommend award of Board Certification for those passing the examination.

ARTICLE III

FUNCTIONS of the BOARD OF DIRECTORS

- A. **POWERS.** The powers of the organization shall be vested in a self-perpetuating Board of Directors (the “Board”) consisting of no less than eight persons, who shall supervise, control, direct and manage the property, affairs and activities of the organization. The Board shall have all powers consistent with state law. Consistent with the By-Laws of the ABPP, the Board shall have full legal control of the organization’s assets, shall have the power to make contracts on behalf of the organization, oversee the conduct of all the business affairs of the organization, and shall also have the authority and duty to establish, direct and promulgate Policies and Procedures which establish the qualifications for Board Certification in Psychoanalysis in Psychology, and which the credentialing activities of the Board are conducted in conjunction with the BOT of the ABPP for recall, reinstatement and maintenance of Board Certification. All Board

decisions shall be decided by a majority vote of approval unless otherwise specified.

- B. BOARD COMPOSITION. The Board shall be comprised of the Officers: President, President-Elect, Past President, Secretary, Treasurer, Trustee to the BOT of the ABPP, and Directors.
- C. NUMBERS. The number of Directors may be changed at any regular meeting of the Board by a majority vote.
- D. REGULAR MEETINGS. The Board shall hold at least one annual meeting for the purposes of choosing Directors, electing officers and transacting such other business as necessary.
- E. SPECIAL MEETINGS. Special meetings of the Board may be convened by the President or any five Directors filing a written request for such a meeting with the Secretary.
- F. MEETING LOCATION AND BUSINESS YEAR. All meetings of the Board, regular or special, shall be held at a place and time determined by a majority vote of the Board. The President, assisted by the Secretary, shall be responsible for all arrangements for Board Meetings. The business year of the Board shall begin the first day of January and end on the final day of December. All Board members shall begin their terms of office on the first day of the business year.
- G. NOTICE. Notice of all regular and special meetings of the Board and an agenda of all items to be discussed at such meetings shall be delivered personally, or be sent to each Director at each Director's business or home address by mail, facsimile, or e-mail, no less than thirty (30) days prior to the meeting date. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail in a sealed envelope appropriately addressed, with postage thereon prepaid. If notice is given by facsimile or e-mail, such notice shall be deemed to have been given when the facsimile or e-mail transmission is sent. The Secretary shall circulate proposed relevant changes in By-laws to each Director at least sixty (60) days prior to the meeting at which the Board will vote on the

proposed changes. Upon approval of an action by the Board, advance notice will be given prior to implementation.

- H. QUORUM. A majority of all members of the Board (one more than half) shall constitute a quorum for the transaction of business at a regular or special meeting of the Board. If a quorum is not physically present, enough Directors must vote via mail, facsimile or telephone conference call to obtain the necessary quorum. When not in meeting, should a matter requiring a vote of the Board arise; a ballot by mail, facsimile or telephone conference call, authorized by the President, may be taken. A majority vote of the Board will be necessary to carry such a motion.
- I. REMOVAL. The Board may remove any Board member for cause by a two-thirds (2/3) vote of the entire Board during any regular meeting of the Board, provided that a statement of the reason(s) for removal shall have been mailed with confirmation of receipt, to the Board member proposed for removal and to the other Board members, at least thirty (30) days before any final action is taken by the Board. A notice of the time and the place where the Board is to take action on the removal shall be accompanied by this statement. The Board member proposed for removal shall be given an opportunity to appear and be heard by the Board at the time and place stated in the notice. The only grounds for removal of a Board member shall be:
1. prejudicial loss of qualifying credentials leading to revocation of the ABPsaP Board Certification (Diploma),
 2. nonfeasance of office, or of duties as a member of the Board,
 3. malfeasance of office as a member of the Board,
 4. failure to attend two consecutive Board meetings.
- J. POLICY MANUAL. The Board may maintain a policy manual, the intent of which is to set forth the specific implementation of the By-laws and other actions taken by the Board.
- K. RELATIONS WITH THE ACADEMY OF PSYCHOANALYSIS.

1. The Academy of Psychoanalysis (the “Academy”) is the membership organization of the ABPsaP. The Board shall work cooperatively with, but independently of the Academy.
2. The Academy President and President-Elect shall be invited to serve as liaisons at all regular Board meetings.
3. The Academy shall nominate candidates to fill open Directors’ positions on the ABPsaP Board. (See these *By-laws, Article V. Nominations, Elections and Appointments; Section E. Nominations.*)
4. The ABPsaP shall collaborate with the Academy to train Academy members to serve as examiners.

ARTICLE IV

THE BOARD

- A. **TITLES.** The Board shall be comprised of the officers, the Trustee to the BOT of the ABPP and the Directors. The officers of the organization shall be President, President-Elect, Past President, Secretary, and Treasurer.
- B. **TERMS OF OFFICE.** The Presidential cycle extends for six years, a President-Elect is elected every two years, then moves into the office of President for two years and then into the office of Past President for two years. Two years shall elapse after completing the presidential cycle before a Past President may be nominated as President-Elect. All other officers and directors are elected for four-year terms. The Trustee to the BOT of the ABPP shall remain a Director for as long as his/her Trustee term shall be in effect. Board members shall not serve more than two consecutive terms in the same office. Board members may not hold more than one position on the Board at the same time.
- C. **FUNCTIONS.** All Board members shall have the following specific functions in addition to the general responsibilities of Directors, and as assigned.

1. **PRESIDENT.** The President shall be the chief executive officer of the organization. The President shall arrange for and preside at all meetings of the Board and the Executive Committee, shall have the power to transact all of the usual, necessary and regular business of the organization as may be required and, with such prior authorization of the Board as may be required by these By-Laws, to execute such contracts, deeds, bonds and other documents as shall be required by the organization; and, in general, the President shall perform all such other duties incident to the office of President and chief executive officer, and such other duties as may from time to time be prescribed by the Board. The President shall also recommend formation of committees to the Board for its approval and shall appoint committee chairs and committee members.
2. **PRESIDENT-ELECT.** The President-Elect shall act as chief executive officer in the absence of the President and, when so acting, shall have all the power and authority of the President. Further, the President-Elect shall have such other and further duties as may from time to time be assigned by the President.
3. **PAST PRESIDENT.** The Past President shall be responsible for soliciting the slates of candidates to fill Directors' seats and to amend the By-laws as determined by the Board.
4. **SECRETARY.** The Secretary shall be responsible for the preservation of all official documents of the ABPsaP, keep a roster of Board members including dates of office, record the minutes of the meetings of the Board, send notices and agendas of all meetings of the Board, assist the President in planning for all Board meetings, and perform all other duties incident to the office of Secretary or as from time to time directed by the Board or the President.
5. **TREASURER.** The Treasurer shall keep accounts of all expenditures and income in conjunction with the bookkeeping system used by the ABPP Central Office, countersign and submit all requests for reimbursements and expenditures to the ABPP Central Office. The Treasurer shall ensure that all expenditures are made to the best possible advantage, and that all

accounts payable are presented promptly for payment. The treasurer shall make reports to the Board at its regular meetings, or as requested by the President.

6. REPRESENTATIVE TO THE BOT OF THE ABPP. The Representative shall represent the best interests of the Specialty area of Psychoanalysis in Psychology, appropriately balanced with the interests and viability of the ABPP.
7. THE EXECUTIVE COMMITTEE. The ABPsaP Executive Committee shall consist of the elected Officers of the Board including the Board's Trustee to the BOT of the ABPP. The Executive Committee shall function between regular meetings of the Board and shall be convened by the President. The Executive Committee shall meet to plan meetings, take care of routine matters, and act as consultant to the President. The Executive Committee may not make or change policies or transact any business which requires a majority vote of the Board except in an emergency.
8. REMOVAL AND RESIGNATION. Any officer may be removed with or without cause, by two-thirds (2/3) vote of the Board at any regular meeting of the Board. Any officer may resign at any time by giving written notice to the Secretary. Any such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of resignation shall not be necessary to make it effective.
9. SALARY. Board members may not receive financial compensation for their service on the ABPsaP. Board members shall be reimbursed only for expenses incurred in the performance of their duties as Board members.
10. INSURANCE. Professional insurance is provided by ABPP. The BOT may purchase and maintain additional insurance on behalf of a Board member against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the organizations would have the power to indemnify him or her against such liability.

11. INDEMNITY. Professional indemnification is provided by ABPP. By vote of the Board, the organization may provide further indemnity, such as, to any person conducting legitimate business of the Board. However, no such additional indemnity shall indemnify any person from or on account of such person's conduct, which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or the result of willful misconduct.

ARTICLE V

NOMINATIONS, ELECTIONS AND APPOINTMENTS

- A. TERMS OF OFFICE. Each member of the Board of Directors shall be elected to hold office for a term of four years (See also *Article IV. THE BOARD, Section B. Terms of Office*). Should a Director be elected to the office of President-Elect, Secretary, Treasurer, or Representative to the BOT of the ABPP, the Director's term of office shall change to be in accordance with his/her newly elected position.
- B. QUALIFICATIONS. To serve as Director, a person must hold an ABPP Certificate in Psychoanalysis in Psychology and be in fees-paid good standing status with both the ABPP and the Academy.
- C. VACANCIES. In the case of a vacancy, resignation, or removal of a Board member, the President shall appoint a replacement to fill the unexpired portion of the term, in consultation with the Board and Academy.
- D. RESIGNATION. A Board member may resign at any time by filing a written resignation with the Secretary.
- E. NOMINATIONS. The Academy is responsible for nominating candidates to fill open Director positions on the Board. The Board's Past President shall inform the Academy's Past President, following the Board's August meeting at the APA Convention (or a conference call in lieu of that meeting), of the number of Director positions to be filled.

1. The Academy shall nominate a slate of two or more Academy members in good standing for each open position as a Director of the Board. The Academy shall submit the slate to the Board's Past President no later than the following October 15.
 2. The Board shall, upon the occurrence of a vacancy or upon the completion of a four-year term, nominate a slate of two Directors for the position of Trustee to the BOT of the ABPP, in that ABPP elects a Trustee from each of the specialty boards to serve on their Board for a four-year term. A Trustee may serve a second consecutive term and may serve additional terms providing an interval of two (2) years separates the two consecutive terms and any additional term.
- F. ELECTION PROCEDURES. The Board shall elect Officers and Directors for positions about to be vacated, at the Board's last meeting of the year: President-Elect, Secretary, Treasurer and a trustee to the BOT from the current roster of Directors and Directors from the slate of names submitted by the Academy.

ARTICLE VI

GENERAL PROVISIONS

CONTRACTS, LOANS, DEPOSITS, CHECKS, ETC. Except as otherwise provided in these By-laws, the Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of, or on behalf of, the organization and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have power or authority to bind the organization by any contract or engagement or to pledge its credit or to render liable pecuniarily for any purpose or in any amount unless in the ordinary course of business. Under no circumstances will a loan be made by the organization to its Directors or Officers. The Board of the organization hereby authorizes, until and unless such time as these By-Laws be officially amended in this respect, the Chief Executive Officer of the ABPP to receive, bank, invest and disburse moneys in the name of the ABPsaP directed by the policies of the Board and in particular the specific consultation of the ABPsaP Treasurer, consistent with the By-Laws of ABPP.

ARTICLE VII
AMENDMENTS

These By-Laws may be amended in whole or in part at any regular or special meeting of the Board upon the receipt of the written proposed Amendment by all the Directors at least thirty (30) days prior to the meeting at which the proposed Amendment is to be voted on. The approval of at least two-thirds of the entire Board is required to adopt any Amendment.

ARTICLE VIII
PARLIAMENTARY AUTHORITY

The Board shall be governed by its own By-laws, however, Board meetings shall be conducted according to *Keesey's Modern Parliamentary Procedures* (1994, Washington, DC, American Psychological Association).