

# **OPA BYLAWS**

## **Article I. Corporation**

The Oklahoma Psychological Association is incorporated under the Oklahoma General Corporation Act as a not for profit association. In these Bylaws, the corporation shall be referred to as “OPA” or the “Association.”

## **Article II. Purpose**

The purpose of the Association shall be to advance psychology as a science and as a profession and as a means of promoting human welfare by the encouragement of psychology in all its branches in the broadest manner; by lobbying Oklahoma legislators and members of regulatory agencies protect and advance the interests of psychologists; by the promotion of research in psychology and improvement of research methods and conditions; by the improvement of the qualifications and usefulness of psychologists through high standards of professional ethics, conduct, education, and achievement; by the increase and diffusion of psychological knowledge through meetings, professional contacts, reports, papers, discussion, and publications; thereby to advance scientific interests and inquiry, and the application of research findings to the promotion of the public welfare.

## **Article III. Membership**

**Section A.** Classes of Membership. There shall be five classes of Association membership: Member (first year and full member), Emeritus Member, Student Member, Associate Member, and Vendor Affiliate.

1. Membership Rights. Members, Emeritus Members, and of the Association shall have full voting and office-holding privileges in the Association.

Members. To be eligible for Member status, an individual shall satisfy any one of the three following requirements: (a) hold an earned doctoral degree from a department of psychology in a regionally accredited university; (b) hold an earned doctoral degree from a program which is primarily psychological in content in a regionally accredited university; or (c) be currently licensed as a Psychologists by the Oklahoma State Board of Examiners of Psychologists. No individual shall be eligible for Member status who is or who becomes, licensed/certified in any other capacity, unless the Member is also licensed as a psychologist. Membership in OPA is defined as first year (1<sup>st</sup>), Full member, retired, semi-retired, Post Doc

2. Emeritus Membership. To be eligible for Emeritus status, an individual 1) shall have been a Member of the Association for at least twenty-five (25) years and be retired or semi-retired from full-time professional employment, or 2) shall be retired or semi-retired from full-time professional employment and have

demonstrated exceptional service to OPA's mission through association volunteerism and leadership and be nominated by the membership committee.

3. Student Members. To be eligible for Student Member status, an individual shall be enrolled in a regionally accredited college, university, or professional school. Student Members shall be eligible to vote for a student member on the OPA Board of Directors. Individuals once they acquire qualifications for Member status in the Association shall immediately cease their Student Member status. Student Members of the Association shall pay the Association dues at the rate established by the OPA Board. Students receive reduced rates for OPA sponsored trainings, activities and conferences as designated by the OPA Board.
4. Associate Membership: Associate Members are members that have achieved at least a Master's degree in Psychology or an associate field from a regionally accredited college or university but are not actively engaged in any continuing academic pursuit that desire to continue associate with OPA and its ongoing activities to advance the field of psychology and support the OPA mission. Associate members shall pay an annual membership fee established by the OPA Board and receive reduced rates for OPA sponsored trainings, activities and conferences. Associate Members are not eligible to vote or hold offices in the association.

Vendor Affiliate: There shall be one additional class of participation in the Association, which shall be referred to as a Vendor Affiliate status (if a business entity). Vendor Affiliates of the Association shall have no voting or office-holding privileges.

**Section B.** Membership Approval. All forms of Association membership shall be approved by a majority vote of the Board at a regularly scheduled meeting. In the absence of a Board Meeting, electronic voting on members to ensure membership benefits begin immediately is acceptable. Application for and notification of membership shall be made as designated by the Board.

**Section C.** Annual Dues. The annual dues for Members of the Association shall be set by the Board, subject to approval at the Annual Meeting (as defined below) by a majority vote of the Members in attendance. Fees should be reviewed annually and published on the membership application.

#### **Article IV. Board of Directors**

**Section A.** Board of Directors. The management of the Association and all its affairs shall be entrusted to a Board of Directors (referred to as the "Board" in these Bylaws).

1. The Board. The voting members of the Board shall be composed of: (i) the five Officers of the Association as defined in Article X, Section A; (ii) eight at-large Directors elected according to the provisions of these Bylaws, (iii) board member(s) serving as the Oklahoma representative(s) to the American Psychological

Association (APA) Council, and one non-voting Student Member selected by a majority vote of the student members.

2. At-Large Directors. At-large Directors must have Member, or Member Emeritus status in the Association and each shall be elected for a two-year term. The at-large directors shall serve in staggered terms, with four at-large Director seats being elected each year. In the event circumstances prevent a Director from completing his/her term in office, the remaining Directors shall appoint a successor from the active Members or Members Emeritus to serve until the completion of the term of office of the Director unable to complete his/her term.
3. APA Council Representative(s). The APA Council Representative(s) shall be elected in accordance with provisions of the American Psychological Association from the Members and Members Emeritus (they may self-nominate) and shall serve a two-year term. Ongoing reporting to the Board of Directors is desired by this representative.

**Section B.** Nomination and Election of At-Large Directors. At-Large Directors shall be nominated and elected according to the following:

1. Nominations. The Board or any Member or Member Emeritus may nominate candidates for At-Large Directors. In nominating candidates, the Board shall consider a diversity of backgrounds and skills relevant to the needs of the Association, and such other goals as the Board may establish. Nominations will close *not less than 30* days before the day At-Large Directors are to be elected, or at such other time as the Board may set. No nominations can be made after this date other than as provided below in this section. If after the close of nominations, the number of people nominated is not more than the number of At-Large Director seats to be elected, then the Board may without further action declare that those nominated and qualified to be elected have been elected. If after the close of nominations, the number of people who have consented to stand for election is more than the number of At-Large Directors to be elected, then the Secretary will forward to each Member and Member Emeritus, with the notice of the meeting or vote required by these Bylaws, a list of all such candidates.
2. Candidate Requirements. All candidates for At-Large Director seats must have consented to stand for election and provided the Secretary with a biography and statement of purpose of not more than 250 words not less than 21 days before the day the At-Large Directors are to be elected, or at such other time as the Board may set.
3. Methods of Election. At the discretion of the Board, the At-Large Directors may be elected by any of the following: (i) a special meeting of the Members and Members Emeritus called for such purpose in which a majority of the Members and Members Emeritus are present, (ii) the Annual Meeting, or (iii) whatever other means that may be selected by the Board to bring about a fair and knowledgeable election of the At-Large Directors.

4. Fair Procedures. The Board will maintain procedures that allow a reasonable opportunity for a nominee to communicate to Members and Emeritus Members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all Members to choose among the nominees.

**Section C.** Ex-Officio Directors. An Ex-Officio Director is a member of the Board by virtue of his or her holding another position within the Association. Ex-officio Directors may be appointed by the President with approval of the Board as required below. All Ex-Officio Directors of the Board are non-voting. The following offices shall constitute Ex-Officio Directors of the Board:

1. Publications Director. The President with approval of the Board may appoint a Publications Director who shall serve as Editor of the Association's Newsletter, and shall also edit the publication of other items as prescribed by the Board. The Publications Director shall be appointed for a two-year term.
2. Parliamentarian. The President with approval of the Board may appoint a Parliamentarian who shall be responsible for adjudicating all matters of parliamentary procedure at any meeting of the Board and the Association. The Parliamentarian shall keep a copy of the latest edition of Roberts Rules of Order for that purpose. The Parliamentarian shall be appointed for a term of one year and serves at the pleasure of the President. Should a dispute of procedure arise at a meeting or during a motion at which the Parliamentarian either is not in attendance or is not privy, the matter of business shall be tabled until clarification of proper procedure is obtained from the Parliamentarian and can be a non-board member.
3. Historian. The President shall appoint a Historian who shall be responsible for maintaining the archives of the Association. The Historian shall insure that all documents relating to the history, development, and current functioning of the Association are preserved and filed in such a manner as to be readily available to the Board and membership of the Association. The Historian shall serve at the pleasure of the President and may be the same individual appointed Parliamentarian or Publications Director and can be a non-board member.
4. Student: The Student Member shall serve as an Ex Officio Director of the Board and shall serve for a one-year term and may be re-elected for a single additional term.
5. Executive Director. Board shall retain an Executive Director to serve as an Ex-Officio member of the Board. Upon request, the Executive Director may provide fiscal information, to include account balances and documentation of income and expenditures, to the Treasurer and/or other Board Directors in a timely and sufficient manner. The Executive Director shall present new Member (all levels) and Participant application information in a manner that allows the Board to easily

determine whether all requirements for membership are met. Additional responsibilities and the authority of the Executive Director shall be prescribed in these Bylaws and in subsequent policies and procedures adopted by a two thirds majority vote of the Board.

**Section D.** The Board shall have permission to obtain legal, financial, tax, or other advisement when deemed necessary.

**Section E.** The Board may by majority vote to retain a legislative liaison to assist in the monitoring of legislative activities at the state and national level and to advise the Board on appropriate legislative strategies. The legislative liaison may, at the discretion of the Board, be the same individual retained as Executive Director.

**Section F.** The Board shall have authority over the property, general and special funds, and affairs of the Association and shall take such actions as are deemed necessary for the conduct of the Association.

**Section G.** The Board shall hold such meetings as are needed for efficient conduct of the Association affairs and shall hold no fewer than four (4) meetings each year. Each voting Director of the Board shall attend, in-person or via remote technology, if available, a majority of meetings during his or her term. Only the President shall have the authority to disallow remote attendance at any particular meeting.

**Section H.** The Executive Director shall notify the Board of meeting time and place at least five (5) business days in advance of the day on which the meeting is to be held.

**Section I.** Emergency meetings may be called by the President for a specific purpose with a limited agenda, or by a majority of the Board. Emergency meetings may be convened only with at least twenty-four (24) hours of notice to the Board and may be held by electronic means.

**Section J.** It shall be the duty of the Board to appoint individuals to fill vacancies in offices that have not been specifically designated elsewhere in these Bylaws. The President shall make temporary appointments when necessary to fill an urgent vacancy. Such appointments shall be effective immediately and remain in effect until the Board meets and makes a final disposition of the appointments.

**Section K.** The President and/or President-Elect, with majority approval of the Board, may appoint such special committees or bodies as are needed to carry out the work of the Association.

**Section L.** A majority of the elected members of Board shall constitute a quorum.

**Section M.** Directors may not serve in any capacity which may compromise their integrity as Directors or ~~that~~ may constitute any conflict of interest relative to the interests of the Association.

**Section N.** The Board may by a two thirds vote suspend or remove a Director should such Director engage in improper conduct of his/her office or for unethical, unprofessional, or

disreputable conduct. Reinstatement following suspension may be accomplished by a two thirds majority vote of the Board.

**Section O.** Voting by the Board on all matters, including the election of Members and emergency election of Officers as directed in Article V may be conducted by an in-person meeting of the members, by mail or electronic media. Only votes taken pursuant to a valid motion, including a second, in a duly called meeting shall have effect.

## **Article V. Officers**

**Section A.** The Officers. The Officers of the Association shall be the President, a President-Elect, a Past-President, a Secretary, and a Treasurer (referred to individually as an “Officer” or collectively, the “Officers”). All Officers of the Association shall also be members of the Board.

**Section B.** Election of Officers. After proper nomination from the Nominating Committee (which shall accept self-nominations from individual members or members emeritus), each of the Officers of the Association shall be elected for the term of office specified in these by-laws (See Section K.) Each Officer shall receive a ~~by~~ majority vote of qualified voting members and members emeritus ~~of the Board~~, unless as otherwise stated herein. Those individuals serving as President-Elect and President shall be confirmed by a majority of the Board after reviewing the ballot count for all candidates for these positions. This review shall occur within 10 business days following the closing date of the election. If a President-Elect or President or other candidates for Officer positions fails to receive the needed majority vote, the Board shall call for a run off.

**Section C.** President. The President shall be the individual who has just completed a term as President-Elect, unless elected under other provisions described herein. It shall be the duty of the President to convene and preside at all meetings, to act as Chairperson of the Board, and to exercise supervision over the affairs of the Association and where noted, obtain approval of the Board, and to perform such other duties as are related to the office. The President shall develop, and revise as necessary, an annual calendar or list of deadlines as required by these Bylaws. Such calendar or list of deadlines shall be transmitted to Directors and its Executive Director at or before the first Board meeting of the year. The President shall assume duties on 1 January of each year.

**Section D.** President-Elect. It shall be the responsibility of the President-Elect to serve on the Board. The President-Elect shall chair the Annual Meeting Program Committee and shall perform such other duties delegated by the President and as prescribed by the Board. In the event that the President-Elect is not able to serve out the full term of office, the Board shall so certify by a majority vote. The Past-President that serves as the Chair of the Nominations and Elections Committee shall then initiate the nominations and election process to select a replacement. The President shall appoint an Interim Chair of the Annual Meeting Program Committee to serve until a new President-Elect is chosen.

**Section E.** Past President. The Past-President shall be the most immediately retired President, unless elected under other provisions described herein. The Past-President shall serve as Chair of the Nominating Committee and shall perform other such duties as delegated by the President and prescribed by the Board. The Past-President shall perform the duties of the President in the event

of the absence or incapacity of the latter including the completion of the President's term of office should that be necessary. In the event that the Past-President is unable to complete the President's term of office or carry out the duties of the Past-President, the Board shall elect one of its elected members to complete the term and/or fulfill these duties-

**Section F.** Absence of President and President-Elect. In the event that both the President and the President-Elect shall be unable to serve to complete his/her term of office, the Board shall appoint from its elected members individuals to serve as President and Past-President (Chair of the Elections Committee) until completion of the next regularly scheduled election.

**Section G.** Secretary. It shall be the duty of the Secretary cause to be kept the records of the Association and Board; and be responsible for the official correspondence of the Association, to include social media; and issue calls and notices of meetings. The Secretary may also be responsible for ensuring the timely posting of information directed by the President and or the Board, as well as, copies of meeting minutes and Association announcements and other appropriate information from the American Psychological Association (i.e. conferences, fellowships, etc.) The term of office shall be two years, with a term of office beginning in an odd numbered year, unless otherwise delegated to Divisions, Committee Chairs or Executive Director

**Section H.** Treasurer. The Treasurer, in coordination with the Executive Director, shall establish a method for reporting income and expenses for the Association, as well as analyze and report fiscal trends as they become significant. The Treasurer shall also present for a vote of the Board a proposed annual budget for the upcoming fiscal year no later than the last Board meeting before the Annual Meeting. The Treasurer shall make a minimum of two financial reports to the Board per fiscal year, one of which shall be at the same Board meeting as his or her presentation of the proposed budget for the upcoming fiscal year. The Treasurer and Executive Director shall be responsible for timely and adequately answering all fiscal queries from Board and Association Members. The Treasurer shall also serve as the chair of the Finance Committee. The term of office shall be two years, with the term of office beginning in an even numbered year.

**Section I.** Vacancy. In the event that either the Secretary or Treasurer shall be unable to complete his/her terms of office, the Board by majority vote shall elect a successor that is a member or member emeritus to serve until the completion of the scheduled term of office. A person so selected shall be eligible to succeed themselves in office.

**Section J.** Removal. Any Officer may be removed by ~~majority~~ two thirds vote of the Board, whenever in the Board's judgment the best interests of the Association shall not be served.

**Section K.** Term Limit. An Officer that has been elected by a vote of the members and members emeritus may not serve in the same office position until two (2) years have passed, unless as otherwise approved by the Board.

**Section L.** Term. The term of office for the President, President-Elect, and Past-President shall be for one year. The Secretary and the Treasurer shall each be elected on alternate years for a two-year term. Each Officer shall continue to hold office until replaced by a new, duly elected Officer, or until the end of his or her term, whichever is earlier. Unless as otherwise determined by the

Board, newly elected Officers of the Association shall take office 1 January of the calendar year following the election.

**Article VI.**  
**Fiscal Policy, Budget, Assessments**

**Section A.** Fiscal Year. The fiscal year of the Association shall be determined by the Board.

**Section B.** Annual Budget. The budget of the Association for the coming year shall be set and adopted annually by majority vote of those present and voting at the Annual Meeting. At least two months prior to the Annual Meeting, the Treasurer shall prepare and submit a proposed budget for the upcoming fiscal year to the Board. The Board will then prepare a proposed budget presented for adoption by the Members ~~which~~ that will be marked with the identifying words, "Proposed Budget of the Oklahoma Psychological Association for the Fiscal Year, (date) to (date), and submitted electronically to all classifications of membership electronically for review not less than 10 business days prior to the Annual Meeting."

**Section C.** Financial Statements. The Treasurer and Executive Director shall prepare an itemized annual financial record of receipts and expenditures incurred in connection with the administration of his/her offices. A letter of review of Association receipts and expenditures from a Certified Public Accountant or bookkeeping professional shall be periodically acquired and submitted to the Treasurer for presentation to the Board. The period of professional review shall encompass at minimum one entire fiscal year.

**Article VII.**  
**Nominations for Officers and Other Elective Positions**

**Section A.** The Chair of the Nominating and Elections Committee (the Past President) shall assemble and recommend to the Board of Directors for approval no fewer than two additional committee members. It shall be the responsibility of the Nominating Committee to obtain nomination of one or more person(s) for each Board position within the Association. It shall also be the responsibility of the Nominating Committee to determine each nominee's eligibility and willingness to run and serve. It shall be the responsibility for the Nominating Committee to encourage and make every effort in an attempt to maintain a minimum of two names to that two or more person(s) appear on the ballot for each Board position. For open seats for which the membership has not made any nomination(s), the Nominating Committee shall nominate one or more persons to that position and it shall be indicated on the ballot that the nomination(s) was by the Nominating Committee. It shall also be the responsibility of the Nominating Committee to determine each nominee's eligibility and willingness to run and serve. The ballot shall list each position and candidate clearly and shall designate which candidates have the recommendations of the Nominations and Elections Committee.

**Section B.** The election will be closed 30 (thirty) days after the transmission of, or opening of access to, the ballots, whichever is later. All transmitted ballots must be returned to the Association headquarters office in a secure submission manner that conceals the identity of the voter, but also in a manner that allows the Nominating Committee to validate the ballot.



**Section C.** The ballot shall contain all the names of nominees for each elective position listed in alphabetical order for that position. Otherwise, the Nominating Committee shall set guidelines for the format of the ballot. The Nominating Committee shall put a disclaimer on the ballot how these names are ordered.

**Section D.** All ballots returned/submitted before the close of the election shall be validated by the Nominations and Elections Committee before they are included in the tabulation of votes.

**Section E.** All votes shall be tabulated in the presence of no fewer than three members of the Nominating Committee, and all ballots shall be retained/stored until all elected individuals have been installed and may be reviewed by any member or member emeritus upon written request or inquiry, within 10 working days following the announcement of the results of the announcement to exam the results. The nominee for each elective position who receives a majority of the votes cast for that position shall be declared the winner of the election. In the event that no candidate receives a majority of votes a run-off election will be conducted electronically within 10 working days. Election of Directors ~~will~~ shall be determined by rank-ordering the nominees according to the number of votes each receives and declaring those with rank equal to or higher than the number of Director positions to be elected as winners of the election. In the event of tie votes, for the Directors the Board shall determine the winner by random drawing of lots by the candidates involved. The Board may call for a new election in the event of noted irregularities or which may have altered the outcome of the election and the election process.

**Section F.** In the event that a member of the Board is subsequently elected to a concurrent office in the Association, he/she shall be required to resign from the previous position so as to create a vacancy on the Board to be filled in the appropriate manner. This would be the case in the event that the Board was required to fill the position of President and/or Past President of the Association.

**Section F.** Elections may be held by electronic ballot by email in a way that protects the identity of the voter, and/or by written ballot transmitted to each eligible voter no fewer than 45 (forty-five) days before the Annual Meeting. It is the Member's responsibility to ensure that the Association headquarters has a valid and operational email address or other electronic communications account information on file for the Member.

**Section H.** As noted previously the Past President shall serve as the chair of the nominations and elections committee. He/She shall select no fewer than three additional members that shall be approved by the Board. This shall be completed no less than 90 days prior to the date of the scheduled election so that all requirements for nominations and election conduct can be performed in a timely and appropriate manner.

## **Article VIII. Meetings**

**Section A.** An Annual Meeting of the Association shall be held for a governance report to all classes of membership and for the presentation of scientific and professional papers. The date and place of the meeting shall be determined by the Board, upon recommendation from the Annual Meeting Committee.

**Section B.** An annual business meeting shall be held at the Annual Meeting at a reasonable time and location to maximize membership attendance. The location should vary year to year to ensure that when possible no one section of the state is consistently favored. A quorum shall consist of those voting Members and Members Emeritus present at the annual business meeting, but in no case less than 50 voting members

**Section C.** Questions on issues, policies or programs raised at the Annual Meeting and affecting the interests or welfare of the Association shall be referred to the Board for appropriate disposition.

**Section D.** Special Member meetings to transact business may be called at any time by the President, a majority of the members of the Board, or one-third of the voting membership. Notice of any such meeting shall be communicated to all classes of Members of the Association at least two weeks in advance of the date of the meeting, and shall be limited to the business for which the meeting was called.

**Section E.** The rules of order for all meetings of the Association and all meetings of the Board shall be the latest edition of Robert's Rules of Order.

## **Article IX. Committees**

**Section A.** The Board and/or the President may also designate committees of the Board representing special functions and actions, with respect to the Association's affairs. The committees shall serve at the pleasure of the Board and shall possess such lawfully delegable powers and duties as the Board may confer.

**Section B.** The Association shall have the following standing committees: 1) Executive; 2) Legislative; 3) Nominating; 4) Finance; and 5) Annual Meeting.

**Executive committee** – The Executive Committee shall be comprised of the five (5) Association Officers and the Executive Director as Ex-officio. It shall be chaired by the Association President. A quorum shall consist of the President and two other members. The Executive committee shall meet at the call of the President to consider urgent matters facing the Association as determined by the President. Minutes shall be kept and the decisions decided upon shall be presented to the full board for action. In cases of emergency the results of the Executive Committee may result in the calling of an emergency meeting of the full Board to address a specific issue.

**Legislative Committee** - The Legislative Committee shall be Chaired by the President of the Association, and shall be made up of the following Board of Directors Members: President – Elect; HSP Division Director at Large, Prescriptive Authority (RxP) Division Director at Large, Representatives appointed by OPA to serve on the Behavioral Health Advisory Committee (BHAC) and Medical Advisory Committee (MAC) The Executive Director and Legislative Liaison shall be an Ex Officio member of the committee and the legislative liaison both shall prepare reports on pending legislative and possible executive actions that impact the association. This committee should meet at least monthly during the legislative session of the Oklahoma Legislature, and frequently when out of session to develop and track pending legislation directly

related to the mission and goals of the Association, and to be direct advocates for bills that the Association is sponsoring. The committee shall make reports to all scheduled Board meeting, these maybe electronically submitted prior to the Association meeting.

**Nominating committee** - The Nominating committee is chaired by the Past-President and shall consist of no less than two additional members that shall be approved by the Board. The Chair of the Nominating and Elections Committee (the Past President) shall assemble and recommend to the Board of Directors for approval no fewer than two additional committee members. It shall be the responsibility of the Nominating Committee to obtain nomination one or more person(s) for each Board position within the Association. It shall also be the responsibility of the Nominating Committee to determine each nominee's eligibility and willingness to run and serve. See Article VII Section A. for timeline and additional duties/responsibilities.

**Finance Committee** – Shall be Chaired by the Association Treasurer and the Executive Director shall be an Ex Officio member. The committee shall have not less than three (3) additional members approved by the Board to assist the Treasurer in the preparation of the Annual Budget, and required reports and. submit a budget to the Board for approval prior to the Annual Business Meeting of the Membership so that said budget can be presented for approval to the membership.

**Annual Meeting** - The Annual Meeting Committee shall be Chaired by the President-Elect. There shall be no less than three (3) additional members of which one shall be the Executive Director of the Association with the balance being approved by the Board. The Annual Meeting committee shall establish the annual meeting theme, and be responsible for all aspects of the planning and organization of the meeting. The Committee shall make monthly reports to the Board on the progress of the planning to include dates, location, speakers, expenses, estimated revenue, and potential and/or actual obstacles. The committee will also coordinate with the Executive Director on advertising and announcements on the website and other media.

**Section C.** As stated above the Board shall approve a director or directors to serve as the member or members of each committee. By the same vote, the Board may designate other directors as alternative members who may replace any absent or disqualified member at any meeting of a committee. In the absence or disqualification of any member of any committee and any alternate member in his or her place, the member or members of the committee present at the meeting and not disqualified from voting, whether or not he/she or they constitute a quorum, may appoint by unanimous vote another member of the Board to act at the meeting in the place of the absent or disqualified member.

**Section D.** Each committee may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as the law or these Bylaws require otherwise. Committees shall be prohibited from adopting additional bylaws or other governing documents which supplant, amend, alter or any way violate the provisions herein. Each committee shall make adequate provision for notice of all meetings to members. A majority of the members shall constitute a quorum. A majority vote of the members present shall determine all matters. A committee may make recommendations to the Board without a meeting if all the members of the committee consent in writing and file the consent or consents with the minutes of the proceedings of the committee with frequent, at least quarterly, reports being required by each committee of the Association.

**Section E.** Each committee shall keep regular minutes of its proceedings and report the same to the Board as required.

## **Article X. Divisions**

**Section A.** The Board may designate, by a vote of a majority of the voting members of the membership then in office, to establish or eliminate divisions of the Association. The Divisions shall serve at the pleasure of the Board and shall possess such lawfully delegable powers and duties as the Board may confer. The Board needs to be petition for a Division to be organized and created

**Section B.** Division Chairs are elected as part of the Association's Annual Meeting. Division Chairs and representatives shall be elected in accordance to the Divisions operating procedures and will take their place on the Board on 1 January following the years of their election. If a Chair fails to maintain regular attendance, the Board shall notify the Division that they need to select a replacement in accordance to their Division operating procedures. The Board may refuse to seat any Chair that has not been selected in accordance with the Divisions operating procedures and/or has not complied with the Bylaws of the Association. Current Divisions include 1) Division of Research and Training [DRAT]; 2) Diversity Division; 3) Health Services Provider [HSP] Division; and 4) Prescriptive Authority [RxP] Division.

**Section C.** The qualifications, duties, and method of nominating and electing division chairs shall be determined by the Division in their operating procedures. Each Division may sponsor and conduct professional, scientific, and educational meetings and programs for its members but must report frequently, at least quarterly of the activities of each division.

**Section D.** Each Division shall provide the Board of the Association annually with a current list of members amendments to its operating procedures, minutes of meetings, and a report of expenditures and income. The Board shall review annually all division budgets (as appropriate) and programs to assure their consistency with Association policy and to ensure that Divisions are not obligating Association resources. Special assessments may be established by a Division as determined by its operating procedures with the approval of the Association's Board. Dues when approved by the Association Board shall be collected by the Association Treasurer or Executive Director and retained by the Association an appropriate fee shall be assessed by the Association to cover costs of required services. Additional charges may be made to a Division to cover costs of any additional services that the Association is requested to provide.

**Section E.** A Division shall be dissolved by: (a) a formal vote of a majority of its own members and approved by the Board.

**Section F.** Each Division may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as the law or these governing procedures require otherwise. Divisions shall be prohibited from adopting additional bylaws or other governing documents which supplant, amend, alter or any way violate the provisions herein. Each Division shall make adequate provision for notice of all meetings to Division members. A majority vote of the members present shall determine all matters and save those requiring a greater percentage in the Division operating procedures. A Division may take action in the form of a

recommendation to the OPA Board via a telephone/conference call or electronic meeting in the absence of an in person meeting if a majority of all listed division ~~the~~ members of the Division consent in writing and file the consent or consents. The proceedings of the Division's recommendation shall be addressed within 5 working days of a notification of the need for the stated action, copies of the consents shall be part of the organization's Secretary's meeting notes and will be made available to the Association Board as are Division meeting minutes.

## **Article XI. Affiliation or Liaison with Other Organizations**

**Section A.** The President of the Association, with the approval of the Board, may establish liaison relationships between the Association and other scientific, professional, or other appropriate organizations. Liaisons shall have the purpose of promoting communication with, and/or providing consultation to, the agency, Board, profession, or lay organization.

**Section B.** Establishment of affiliation or liaison with other organizations shall not confer any privileges or rights of membership in the Association upon the membership of such lay organizations, nor shall affiliation or liaison imply endorsement or other support of the policies of such organizations.

## **Article XII. Indemnification**

**Section A.** The Association may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a Member, Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or as a member of any committee or similar body, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not create, of itself, a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful.

**Section B.** The Association may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was a Member, Director, Officer, employee or agent of the Association, or is or was serving at the request

of the Association as a shareholder, member, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or as a member of any committee or similar body, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association, except that the Association shall make no indemnification in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

**Section C.** The Association may pay expenses incurred in defending an action or proceeding in advance of the final disposition of such action or proceeding upon delivery to the Board of an undertaking of the indemnitee to repay such amount, if the Association ultimately determines that it should not indemnify such indemnitee pursuant to the provisions of this Article.

**Section D.** The indemnification provided by this Article shall not be deemed exclusive and is declared expressly to be nonexclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of Members or disinterested directors or otherwise, both as to actions in such person's official capacity and as to actions in another capacity while holding such office. In addition, the indemnification, provided by this Article shall continue as to any person who has ceased to be a Member, Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Section E.** Upon resolution passed by the Board, the Association may purchase and maintain insurance on behalf of any person who is or was a Member, Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a member, shareholder, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or as a member of any committee or similar body, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

**Section F.** The Association shall reduce the amount of the indemnification of any person pursuant to the provisions of this Article by the amount which such person collects as indemnification (a) under any policy of insurance which the Association purchased and maintained on his behalf or (b) from another corporation, partnership, joint venture, trust or other enterprise.

### **Article XIII. Dissolution and Winding Up**

**Section A.** The Association shall dissolve upon the unanimous vote of the Board and a three-fourth (3/4) vote of all voting Members.

**Section B.** If, following dissolution but at any time before the winding up of the Association is completed, the Board and a three-fourth (3/4) of all voting Members, have consented to

continuation of the Association, the winding up shall cease and the Association shall continue as if no dissolution had occurred.

**Article XIV.  
Exempt Activities**

Notwithstanding any other provision of these Bylaws, no Director, Officer, employee or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c) (6) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

**Article XV.  
Notices**

**Section A.** Whenever these Bylaws require notice to any Member, Director, Officer or agent, such notice does not mean only personal notice. A person may give effective notice under these Bylaws in every case by depositing a writing in the United States mail, postage prepaid, or by facsimile or electronic mail, addressed to such Member, Director, Officer or agent at his or her address on the books of the Association. Unless these Bylaws expressly provide to the contrary, the time when the person sends notice shall constitute the time of the giving of notice.

**Section B.** Whenever the law or these Bylaws require notice, the person entitled to said notice may waive such notice in writing, either before or after the time stated therein.

**Article XVI.  
Ethics**

Persons elected to Member, Emeritus or Student, Associate and Vendor Affiliate status shall adhere to the American Psychological Association's most recently endorsed version of the "Ethical Principles of Psychologists and Code of Conduct" and all endorsed explanatory documents. Associates and Vendor Affiliates of the Association shall adhere to the ethical codes of their respective professions and organizations.

**Article XVII.  
Prohibition Against Sharing in Corporate Earnings**

No director, officer or employee of or person connected with the Association, or any other private individual shall receive at any time any of the net earnings, or pecuniary profit from the operations of the Association, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be fixed by the board of directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association. All directors of the Association shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after all debts having been satisfied, then remaining in the hands of the board of directors shall be distributed, transferred, conveyed, delivered, and paid over in such amounts as the board of directors may determine or as may be delivered by a court of

competent jurisdiction upon application of the board of directors, exclusively to charitable, literary, scientific, or educational organizations which would then qualify under the provisions of Section 501(c)(6) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

**Article XVIII.  
Dispute Resolution**

All disputes, claims, or grievances arising out of or relating to the interpretation or the application of these Bylaws, or any disputes, claims or grievances arising among or between Members, Directors, Officers, or other participants of the Association shall be submitted to the Board for resolution. All Board members having an interest in the dispute shall recuse himself/herself from the Board's determination. This paragraph shall be a complete defense to any suit, action or proceedings instituted in any federal, state, or local court with respect to any dispute, claim or grievance which is applicable to this paragraph.

**Article XIX.  
Amendments**

These Bylaws may be amended, altered, or repealed by the following: (i) a two-thirds (2/3) vote of the Board, or (ii) a three-fourths (3/4) majority vote of all voting Members present at the Annual Meeting. If a Bylaw amendment is to be voted upon by the members at an Annual Meeting, no amendment shall be approved unless the Board and all Association Members have been provided reasonable notice (e.g., posting on the Association's website) of the proposed amendment(s) at least thirty (30) prior to the Annual Meeting.

**CERTIFICATE OF PRESIDENT & SECRETARY**

We, the undersigned, certify that we are the currently appointed and acting President and Secretary of the Association, and the above Bylaws are the bylaws of the Association, as adopted by two-thirds of the Association Board of Director at a meeting called for such purpose, and that the Bylaws have not been amended or modified since that date.

\_\_\_\_\_  
\_\_\_\_\_, President

\_\_\_\_\_  
\_\_\_\_\_, Secretary

**Updated and approved by OPA Board September 5, 2017**