

**BYLAWS OF  
AMERICAN PSYCHIATRIC ASSOCIATION**

*As of May 2016*

**Chapter One: Name; Purposes; Legal Identity**

Section 1.1 Name. This corporation shall be known as American Psychiatric Association (hereinafter referred to as the "Association"). It is the successor membership organization of the corporation known as The American Psychiatric Association that is now known as American Psychiatric Publishing, Inc. (hereinafter referred to as the "Former APA"). The Former APA was first designated as such in 1921 and incorporated under that name in the District of Columbia in 1927. Effective January 1, 2001, all the memberships in the Former APA transferred to the Association and, effective January 2, 2001, the Association changed its name to American Psychiatric Association.

Section 1.2 Purposes and Objectives. The purposes for which the Association is organized are: (a) to promote the common professional interests of its members; (b) to improve the treatment, rehabilitation, and care of persons with mental disorders (including mental retardation and substance-related disorders); (c) to advance the standards of all psychiatric services and facilities; (d) to promote research, professional education in psychiatry and allied fields, and the prevention of psychiatric disabilities; (e) to foster the cooperation of all who are concerned with the medical, psychological, social, and legal aspects of mental health and illness; (f) to make psychiatric knowledge available to practitioners of medicine, to scientists, and to the public; (g) to promote the best interests of patients and those actually or potentially making use of mental health services; and (h) to advocate for its members.

Section 1.3 Legal Identity. The Association is organized exclusively as a professional organization not organized for profit, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Section 1.4 Credit for Prior Membership. The Former APA is the predecessor membership organization of the Association. Years of active membership in the Former APA shall be credited towards years of active membership in the Association and shall count towards applicable time periods required to qualify for particular membership categories.

Section 1.5 Prior Service as Trustee or Officer. Years of service as a trustee or officer of the Former APA shall be credited towards years of service as a trustee or officer of the Association and shall count towards applicable terms and term limits referred to in the following chapters of these bylaws.

**Chapter Two. Members**

Section 2.1 Qualifications. There shall be the following categories of membership:

(a) Medical Student Members. Medical Student Members shall be physicians-in-training who are enrolled in a school of medicine, including schools of osteopathic medicine. Years as a Medical Student Member shall not count toward eligibility for Life Membership or Life Fellowship. Membership in a District Branch is not required for Medical Student Members.

(b) Resident-Fellow Members (formerly Members-in-Training). Resident-Fellow Members shall be physicians who have been accepted into an approved psychiatric residency training program. Resident-Fellow Member status shall not exceed six years, and upon completion of approved residency training, Resident-Fellow Members shall be advanced to General Membership.

(c) Associate Members. Associate Members shall be physicians who have completed at least one year of acceptable full-time training or experience in psychiatry, and who were granted Associate Membership status in the Former APA by December 1989, but are not eligible for Resident-Fellow Member or General Membership categories. Associate Members must either have a valid license to practice medicine or hold an academic, research, or governmental position that does not require licensure.

(d) General Members. General Members shall be physicians who have completed acceptable training and who have either a valid license to practice medicine or hold an academic, research, or governmental position that does not require licensure.

(e) Fellows. To become a Fellow, a General Member must (i) be certified by the ABPN, RCPS(C), or AOA, and (ii) have the concurrence of the Membership Committee after providing a 30-day comment period for District branches. Fellows must have either a valid license to practice medicine or hold an academic, research or governmental position that does not require licensure. The criteria and procedures for selection and nomination of General Members for Fellowship shall be established by the Board and the Membership Committee and shall apply uniformly for all District Branches.

(f) Distinguished Fellows. Distinguished Fellows shall have been General Members or Fellows for at least eight consecutive years and shall have made a significant contribution to the field of psychiatry. At its discretion the Board, upon recommendation of the Membership Committee, may waive the requirements for eight consecutive years as a General Member or Fellow. Distinguished Fellows need not

have been Fellows first. The criteria and procedures for selection and nomination of General Members or Fellows for Distinguished Fellowship shall be established by the Board and the Membership Committee and shall apply uniformly for all District Branches.

(g) Honorary Fellows. Honorary Fellows shall be physicians or others who have rendered signal service in the promotion of mental health and psychiatry.

(h) Life Status. Life Associate Members, Life Members, Life Fellows, and Distinguished Life Fellows shall be those in their respective categories whose years of active membership in the Association plus age at the start of the fiscal year shall equal 95.

(i) International Status. International Distinguished Fellows, International Fellows, and International Members shall be licensed physicians who have completed an acceptable program of training in psychiatry and who would otherwise be qualified for membership. They shall be physicians living outside the jurisdiction of the Association or permanently residing outside the jurisdiction of a District Branch but within the jurisdiction of the Association. Membership in a District Branch is not required for International Distinguished Fellows, International Fellows, and International Members.

(j) International Resident-Fellow Members. International Resident-Fellow Members shall be physicians enrolled in a psychiatry residency training program or fellowship in a psychiatry subspecialty outside of the U.S. and Canada who obtain written verification from the training program director. International Resident-Fellow Member status shall not exceed ten years or the duration of residency and fellowship training in psychiatry, whichever is shorter.

Section 2.2 Voting. Members with voting rights are Resident-Fellow Members, General Members, Fellows, Distinguished Fellows, Life Members, Life Fellows, and Distinguished Life Fellows. All other categories of membership are non-voting.

Section 2.3 Applications. Applications for membership in the Association and, where required, the appropriate District Branch shall be made in accordance with procedures established from time to time by the Board through the Membership Committee.

Section 2.4 Residence. Residence in a country of North America, Central America, the Caribbean Islands or a dependency of such is required to qualify for a category of voting membership.

Section 2.5 Good Standing. No person, except as exempted by the Board or as otherwise provided in these bylaws, shall become or remain a member of the Association unless that person is a member of a District Branch and participates in continuing education according to the standards of the Association.

Section 2.6 Transfer and Advancement. Procedures for transfer of membership between District Branches and for advancement of membership shall be established from time to time by the Board. In the event of such a transfer or advancement being denied, an appeal shall be conducted in accordance with procedures to be established from time to time by the Board.

Section 2.7 Dues. Every Distinguished Fellow, Fellow, General Member, Associate Member and Resident-Fellow Member shall pay both dues and assessments as determined by the Board and the District Branches. International Distinguished Fellows and International Members shall pay annual membership dues as determined by the Board. Medical Student Members shall pay a one-time, national membership dues. Distinguished Life Fellows, Life Fellows, Life Members, and Life Associate Members who achieved Life status in the Former APA in 1993 or later shall pay two-thirds of the highest dues rate during the first five years after reaching Life status, and one-third of the highest dues rate for the second five years. Thereafter, Distinguished Life Fellows, Life Fellows, Life Members, and Life Associate Members shall be exempt from paying dues. All other categories of membership, including those who reached Life status in the Former APA prior to 1993, shall be exempt from paying dues and assessments to both the Association and the District Branches.

Section 2.8 Inactive Status and Dues Waiver. The Board in its sole discretion may place members in any category in inactive status, excuse payment of dues, and waive or reduce dues of members. Inactive members shall not receive credit toward the number of years of active membership required for Life status for those years of inactive status. Active members shall receive credit toward the number of years of active membership required for Life status for those years the members are in the dues waiver or reduction status.

Section 2.9 Termination of Privilege of Membership. Membership in the Association is a privilege and not a right. The Board may, in its sole discretion, terminate, suspend, or otherwise limit or modify a membership for cause (including without limitation, nonpayment of dues, ethical violations, unprofessional or illegal conduct or other actions that the Board determines are injurious to the Association or its reputation). Any appeals from membership termination shall be taken in accordance with the procedures of the Association, including applicable time limitations.

### **Chapter Three. Board of Trustees**

Section 3.1 Number. The voting members of the Board shall consist of the four officers of the Association, its three immediate Past Presidents, the Speaker, the Speaker-Elect of the Assembly, an Early Career Psychiatrist Trustee elected at large, a Trustee elected at large, a Minority/Underrepresented Representative Trustee elected by minority/underrepresented caucus members, a Resident-Fellow Member Trustee elected by Resident-Fellow Members, and one Area Trustee from each Area designated by the Assembly. A Resident-Fellow Member Trustee-Elect, elected by Resident-Fellow Members, shall

serve for a one-year term without a vote. After serving a three-year term as voting members of the Board, Past Presidents who were elected President of the Former APA prior to the year 2000 shall continue as members of the Board without a vote.

Section 3.2 Nominating Procedures. All nominees must be voting members in good standing. Area Trustees are elected by a simple majority of the votes cast by voting members for such positions. The Nominating Committee shall report its nominations to the Board by November 1 for immediate dissemination to the members. Nominating petitions must be filed with the Secretary by November 15 for the nominee to be included on the ballot for the following year. Campaign materials for publication in *Psychiatric News* are due by this deadline from all candidates.

Section 3.3 Area Trustees. Candidates for Area Trustee shall be nominated either (a) by procedures established by the Assembly; or (b) by a petition signed by 100 or more members of the relevant Area who are eligible to vote. Nominating petitions and campaign materials must be submitted in accordance with the procedures set forth in Section 3.2. Area Trustees are eligible for election to two three-year terms. Following two full terms, Area Trustees become eligible for election again only after an interval of three years.

Section 3.4 Trustee-at-Large. Candidates for Trustee-at-Large shall be nominated either (a) by the Nominating Committee, which shall nominate at least two candidates for each position to be filled; or (b) by a petition signed by 400 or more members eligible to vote. Nominating petitions and campaign materials must be submitted in accordance with the procedures set forth in Section 3.2. The Trustee-at-Large is eligible to two two-year terms.

Section 3.5 Early Career Psychiatrist Trustee. Candidates for Early Career Psychiatrist Trustee must be Early Career Psychiatrists and shall be nominated either (a) by the Nominating Committee, which shall nominate at least two candidates for each position due to be filled; or (b) by a petition signed by 400 or more members eligible to vote. Nominating petitions and campaign materials must be submitted in accordance with the procedures set forth in Section 3.2. The Early Career Psychiatrist Trustee is eligible for election to one three-year term.

Section 3.6 Minority/Underrepresented Representative Trustee. Candidates for Minority/Underrepresented Trustee must belong to their respective caucus by June 15 and shall be nominated by caucus vetting panels. Each vetting panel shall submit no more than one candidate to the Assembly Committee of Representatives of Minority/Underrepresented Groups. The Assembly Committee of Representatives of Minority/Underrepresented Groups shall submit two candidates and one alternate to the Nominating Committee by September 15. The Minority/Underrepresented Representative Trustee is eligible to two two-year terms.

Section 3.7 Resident-Fellow Member Trustee. Candidates for Resident-Fellow Member Trustee and Resident-Fellow Member Trustee-Elect must be Resident-

Fellow Members and shall be nominated either (a) by the Nominating Committee; or (b) by a petition signed by 100 or more Resident-Fellow Members. Nominating petitions and campaign materials must be submitted in accordance with the procedures set forth in Section 3.2. The Resident-Fellow Member Trustee is elected for a one-year term. The Resident-Fellow Member Trustee-Elect shall automatically advance to the position of Resident-Fellow Member Trustee at the end of a year. The Resident-Fellow Member Trustee may not be elected to more than one term as such.

Section 3.8 Quorum; Action. A majority of the voting members of the Board shall constitute a quorum and, unless otherwise provided in these bylaws, the act of a majority of the voting members present at any meeting at which there is a quorum shall be the act of the Board.

Section 3.9 Meetings. The Board shall meet during the time of the annual meeting of the Association and at such other times as the President may decide. Trustees are expected to participate in meetings in person, or at the discretion of the President, by audio, visual or other means through which the Trustee can hear and participate in discussion and have access to written and visual materials. Other than as necessary under Section 3.10 and as provided in Section 5.4, the Board shall not act without a meeting. By petition, one-third of its voting members may call a special meeting of the Board.

Section 3.10 Emergencies. The Board may act in an emergency without a quorum and without a meeting to preserve the assets of the Association if the emergency makes it not feasible to have a quorum or meeting and attempt was made to convene a quorum and meeting of the Board. Emergency situations include but are not limited to such things as terrorist attacks, natural and manmade disasters and the like that require immediate action to preserve the assets of the Association.

Section 3.11 Function and Responsibilities. The Board shall manage the affairs of the Association and shall formulate and implement the policies of the Association. The responsibilities of the Board shall include:

- (a) Interpreting the provisions of the Articles of Incorporation and bylaws.
- (b) Presenting an annual report on the finances of the Association to the business session of the annual meeting.
- (c) Establishing dues and assessments for the several categories of membership.
- (d) Controlling the funds of the Association and designating its depositories.
- (e) Authorizing expenditures from the funds of the Association to implement its goals and purposes.
- (f) Administering special funds, grants, and awards.

(g) Acting upon matters referred from the Assembly.

(h) Providing for the production of other publications useful in carrying out the aims of the Association.

(i) Selecting a Medical Director who shall be the Chief Executive Officer of the Association.

(j) Authorizing and, where appropriate, approving the appointment of administrative staff personnel under the immediate authority of the Medical Director to assist in carrying out the purposes and resolutions of the Association.

(k) Appointing and employing professional auditors and others to assist in carrying out the purposes and resolutions of the Association.

(l) Establishing salaries for the Medical Director and staff and determining compensation for services rendered or to be rendered by others.

(m) Preparing an Operations Manual as a guide to the implementation of the purposes and resolutions of the Association.

(n) Dissolving or modifying any council, commission, committee, or other appointed organizational entity.

(o) Performing all other acts consistent with the Articles of Incorporation and bylaws that may be needed to carry out the purposes and resolutions of the Association.

Section 3.12 Attendance. Attendance at meetings of the Board of Trustees, councils, committees, boards, and all other organizational components of the Association shall be open to all members of the Association except for the meetings of the Ethics Committee. The Board of Trustees and all other organizational components of the Association may go into executive session.

Section 3.13 Review of Contested Corporate Action. Any member in good standing whose status or rights as a member of the Association is or may be affected by the actions of the Association may within 20 days upon receipt of written notice of action petition in writing the Executive Committee of the Board. For actions where written notice is not provided to a member, the member may petition the Executive Committee of the Board to review the validity of the corporate action within 20 days of when actions become public. The Executive Committee shall review the petition, determine whether the action is in compliance with the bylaws, articles of incorporation, and policies of the Association and render a decision on the petition within 14 business days of its receipt. In the event that the challenged action was an action passed by the Executive Committee, the petition shall be reviewed by the Board of Trustees at the next scheduled meeting. The Board's decision on the matter shall be final.

## Chapter Four. Officers

Section 4.1 Officers Designated. The officers of the Association shall include a President, a President-Elect, a Secretary, a Treasurer, and such other officers and assistant officers as the Board of Trustees may from time to time determine. No two offices may be held by the same person.

Section 4.2 President. The President shall carry out all orders and resolutions as specified by the Board and the membership. The President shall preside at all general meetings of the Association, and at all meetings of the Board.

Section 4.3 Secretary. The Secretary shall keep the records of the Association and perform all duties prescribed herein and those delegated by the Board.

Section 4.4 Treasurer. The Treasurer or his or her authorized agents shall receive, disburse, account for, and manage all monies of the Association under the general direction of the Board. The Treasurer shall submit a financial statement each year to the Board and to the Assembly at the annual meeting. The Treasurer and his or her authorized agents shall be bonded in an amount to be determined by the Board.

Section 4.5 Assumption of Office. Except as provided in Section 4.9, Part (b), the President-Elect shall assume the office of President during the annual meeting. All other officers and newly elected trustees of the Association shall assume their responsibilities at the same time.

Section 4.6 Terms and Term Limits. The President (including those who held such offices in the Former APA) are ineligible for re-election to the same office. The President shall hold office for one year, except as provided in Section 4.9.a. The Secretary and Treasurer shall be elected in alternate years. The term of office of the Secretary or Treasurer shall be no more than two, consecutive two-year terms.

Section 4.7 Nomination and Election. Candidates for officers shall be nominated either (a) by the Nominating Committee; or (b) by a petition signed by 400 or more members eligible to vote. Nominating petitions and campaign materials must be submitted in accordance with the procedures set forth in Section 3.2. Officers are elected by a simple majority of the votes cast by voting members for each office.

Section 4.8 Recall. Any officer or elected trustee may be recalled from office through the following mechanism:

(a) Petition. A petition for recall shall be signed by two percent of the eligible voting members with no more than one-third of these members from a single District Branch. When the petition for recall applies to an Area Trustee, two percent of the members eligible to vote in the Area represented by that Area Trustee must sign the petition.

(b) Ballot. The petition must be filed with the Secretary who will validate the petition and submit the recall ballot to the membership within 30 days of the receipt of the petition.

(c) Count. Within 30 days after the recall ballot is distributed, the votes will be tallied by the Tellers Committee.

(d) Vote. For such a recall vote to be considered valid, at least 40 percent of the eligible voting membership must vote. If at least two-thirds of the votes are in favor of recall of the officer or trustee, the position must be considered vacant at the time the results are received by the Board.

(e) Removal of Officer or Trustee for Cause by Board. Any Trustee may petition the President to remove any other Officer or Trustee for cause (including without limitation, incompetency, violation of ethics, unprofessional or illegal conduct, non-performance of duties, breach of fiduciary duty, or other actions injurious to the Association or its reputation) by providing the President (or President-Elect if the President is the subject of the petition) with a written petition requesting removal and stating in detail the basis for the petition and providing evidence in support of the petition. The President (President-Elect if necessary) shall investigate or initiate the investigation of the allegations. Upon finding a cause, the Board may remove the Officer or Trustee from office if two-thirds of the voting members present vote in favor of the removal of the Officer or Trustee.

Section 4.9 Filling of Vacancies. Vacancies among the officers and the elected trustees shall be filled as follows:

(a) President. If the President becomes unable to function because of absence or illness, the President-Elect shall act for the President. In the event of the resignation or death of the President, the President-Elect becomes President for the remainder of the vacant term and then serves his or her own term.

(b) President-Elect. If the position of President-Elect becomes vacant during the term, the Immediate Past President shall assume the responsibilities of the President-Elect. Should this vacancy occur by September 15, the office of the President shall be included in the next scheduled election. Should this vacancy occur after September 15, a special election shall be held for the office of the President. The Immediate Past President shall not assume the office of the President at the next annual meeting.

(c) Other Vacancies. In the event of any other vacancy, the Board shall select any voting member of the Association to fill the vacancy for the remainder of the term.

## **Chapter Five. Councils, Committees, Boards, and Other Organizational Entities**

Section 5.1 Executive Committee. There shall be an Executive Committee, which shall consist of six voting members and one non-voting member, who shall be the Medical Director. The six voting members shall be the four officers of the Association, the immediate Past President, and the Speaker of the Assembly. The chair of the Executive Committee shall be the President, who shall preside at all meetings. In the absence of the President, or in the event of a

conflict of interest, the President-Elect shall act as chair. The Executive Committee shall appoint a secretary (who need not be a member of the Executive Committee) who shall keep its records and who shall hold office at the pleasure of the Executive Committee. The secretary shall keep regular minutes of the proceedings of the Executive Committee and shall report the same to the Board of Trustees at its next meeting for appropriate action.

Section 5.2 Authority of Executive Committee. Except as set forth in this Section 5.2, the Executive Committee, to the extent provided by resolution of the Board of Trustees, shall have and may exercise all the powers and authority of the Board of Trustees in the management of the business and affairs of the Association; provided that the designation of any such Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any member thereof, of any responsibility imposed upon the Board or any director by law. The Executive Committee shall not have the power or authority to adopt an agreement of merger or consolidation, recommend to the members the sale, lease or exchange of all or substantially all of the Association's property and assets, recommend to the members a dissolution of the Association or a revocation of a dissolution, amend these bylaws or propose to the members an amendment to these bylaws or the Articles of Incorporation.

Section 5.3 Regular and Special Meetings; Quorum; Voting. Regular meetings of the Executive Committee may be held without notice and shall be held at such times and places (or by telephone as provided in Section 5.4) as the Executive Committee may from time to time determine in advance. Special meetings may be held without notice. Unless otherwise ordered by the Executive Committee, special meetings shall be held at any time and place (or by telephone as provided in Section 5.4) at the call of the President. At any regular or special meeting a majority of the members of the Executive Committee shall constitute a quorum and the act of the majority of the Executive Committee members present (in person or by telephone) at a meeting at which there is a quorum shall be the act of the Committee.

Section 5.4 Telephone Meetings; Action Without Meeting. Members of the Executive Committee may participate in a meeting of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting. Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if all members of the Executive Committee consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the Executive Committee.

Section 5.5 Identification of Standing Committees; Designation. There shall be the following standing committees that are advisory to the Board: Ethics, Membership, Nominating, Bylaws, Finance and Budget, Tellers, Elections and Joint Reference. The functions and procedures of such standing committees shall be established from time to time by

the Board and published in the Operations Manual. The Board, upon the recommendation of the President, shall establish or eliminate such other committees, councils, commissions, boards and other special organizational entities as it deems appropriate to implement the objectives of the Association. The Board, upon the recommendation of the President, shall designate the chairperson and members of each standing committee and each other committee, council, commission, board or other organizational entity from among the voting members of the Association.

Section 5.6 Ad Hoc Committees. Ad hoc committees, when appointed, shall act through the next annual meeting.

Section 5.7 Authority. No committee, council, commission, board or other organizational entity of the Association, other than the Executive Committee, shall exercise the authority of the Board of Trustees in the management of the Association.

Section 5.8 Nominating Committee. The Nominating Committee shall be comprised of a representative from each geographical area of the Assembly and a representative from Minority/Underrepresented groups plus a chairperson. Each Area Council and the Assembly Committee on Minority and Underrepresented Groups shall propose at least three candidates apiece, and the Board, upon the recommendation of the President, shall appoint the members from among the candidates.

Section 5.9 Councils. Each council shall have authority to create and eliminate informal work groups and to act, subject to the approval of the Board, within its area of interest to implement the objectives of the Association.

Section 5.10 Joint Reference Committee. The Joint Reference Committee shall act upon the concerns of the several councils and commissions and refer matters from the councils and commissions to the Board and/or the Assembly and from the Board or Assembly to them. It shall be comprised of the President-Elect, who shall be the chairperson; the Speaker-Elect of the Assembly, who shall be vice-chairperson; two members of the Board of Trustees; two members of the Assembly; and the Medical Director. Ex-officio non-voting members shall be the chairpersons of the councils and commissions.

## **Chapter Six. The Assembly And The District Branches**

Section 6.1 Assembly. There shall be an Assembly of the Association whose voting members shall be elected and shall include at least (a) one representative from each District Branch, and (b) an Executive Committee including Area Representatives and Assembly officers.

Section 6.2 Procedural Code. The Assembly shall govern itself by its procedural code in a manner consistent with the Articles of Incorporation and bylaws of the Association.

Section 6.3 District Branches. District Branches shall be

established, continued, or dissolved according to the procedural code of the Assembly.

Section 6.4 Areas. The Assembly shall group contiguous District Branches into Areas, not exceeding a total of ten Areas, from which Area Trustees shall be elected under the provisions of Chapter Three, Section 3.3 of the bylaws.

Section 6.5 Officers of Assembly. The officers of the Assembly shall be the Speaker, Speaker-Elect, and Recorder. The Speaker shall be the presiding officer at the Assembly.

## **Chapter Seven. Ethics Complaints And Disciplinary Procedures**

Section 7.1 Code of Ethics. All members of the Association shall be bound by the ethical code of the medical profession, specifically defined in the *Principles of Medical Ethics* of the American Medical Association and in the Association's *Principles of Medical Ethics With Annotations Especially Applicable to Psychiatry*.

Section 7.2 Ethics Complaints. Complaints charging members of the Association with unethical behavior or practices shall be investigated, processed, and resolved in accordance with procedures approved by the Assembly and the Board. The name of a member who resigns during an ethics investigation will be reported to the membership.

Section 7.3 Ethics Violation. If a complaint of unethical behavior against a member is sustained, the member shall receive a sanction ranging from reprimand to expulsion. The name of a member who is suspended for an ethics violation will be reported to the membership with an explanation of the nature of the violation. Any decision to expel a member must be approved by a two-thirds affirmative vote of all members of the Board present and voting. The name of a member who is expelled for an ethics violation will be reported to the membership with an explanation of the nature of the violation.

## **Chapter Eight. Voting By Members**

Section 8.1 Vote. Each voting member shall have one vote. Votes may not be cast by proxy.

Section 8.2 Ballot. Except as otherwise provided in these bylaws, all voting by members shall be by confidential ballot conducted by mail or such other means as determined by the Board from time to time.

Section 8.3 Voting Procedures. An Elections Committee consisting of four members shall be responsible, with the approval of the Board, for establishing procedures for voting of the membership.

Section 8.4 Member Referendum. The voting members may initiate referenda or change an action of the Board by submitting a petition signed by at least 500 voting members to the Secretary by October 15 to be voted on in the next annual ballot. Additional procedural requirements for the petition are contained in the Operations Manual of the Association. The

adoption of a referendum shall require (a) valid ballots from at least 40 percent of the voting members, (b) the affirmative vote of at least one-third of all the voting members of the Association, and (c) the affirmative vote of a majority of those members who return a valid ballot. A referendum overturning an action of the Board shall be binding, except that the action may be reinstated by a two-thirds affirmative vote of the members of the Board eligible to vote and by a two-thirds affirmative vote of the members of the Assembly Executive Committee eligible to vote. A Board action to reinstate may be taken only at a regularly scheduled meeting occurring no sooner than one month after the meeting at which the referendum was certified. Certified referenda other than those overturning an action of the Board must be acted on by the Board with all deliberate speed.

## **Chapter Nine. Annual Business Meeting**

Section 9.1 Annual Meeting. An annual meeting of all the members of the Association shall be held at such time and place as may be determined by the Board of Trustees, provided that the time and place of such meeting shall be announced not less than ten days prior to the meeting.

Section 9.2 Business Meeting. The Annual Business Meeting shall be held within six months following the end of the fiscal year at such time and place determined by the Board of Trustees. At a previously announced time during the annual meeting, the President of the Association shall convene a business meeting for voting members only composed of two consecutive sessions: (1) a presentation of a report of the actions of the Board and the reports of the Speaker of the Assembly, the CEO/and Medical Director, the Secretary, the Treasurer, and the chairpersons of the councils and standing committees; and (2) an annual forum for all voting members. Only voting members of the Association may attend this business meeting.

Section 9.3 Annual Forum. After the conclusion of the first session of the business meeting, at a reasonable point within the time allotted for the business meeting as a whole, the President shall convene the annual forum session of the business meeting for all the voting members.

Section 9.4 Special Meeting. The Board of Trustees may call a special meeting of the members. Upon written demand to the Board setting out the purpose of a meeting and signed by at least 20% of the members eligible to vote, the Association will hold a special meeting at APA headquarters or such other venue as the Board of Trustees determines is practicable to conduct the business described in the demand.

Section 9.5 Use of Technology. Annual business meetings and special business meetings, at the discretion of the Board of Trustees may be held via means of electronic communications technology that provides the opportunity to read or hear and participate in the proceedings substantially concurrent with their occurrence.

## **Chapter Ten. Seal**

The Association shall have a Corporate Seal upon which shall be inscribed the name of the Association, the year of its organization, and the words "Corporate Seal, District of Columbia." The Association may alter the seal and prescribe its use.

## **Chapter Eleven. Amendments Of The Bylaws And Articles Of Incorporation**

Section 11.1 Amendment of Bylaws. These bylaws may be altered, amended or repealed, and new bylaws made, by the Board of Trustees or by the members of the Association with voting rights, who may make additional bylaws and may alter, amend and repeal any bylaws, whether such bylaws were adopted by the members or the Board of Trustees.

Section 11.2 Amendments by the Board of Trustees. Amendments to the bylaws by the Board of Trustees require (1) the approval of a two-thirds majority of the voting members of the Board present at a meeting at which a quorum is present, and (2) subsequent ratification by a two-thirds vote by strength of Assembly members present at a meeting at which a quorum is present. If action is required before the next Assembly meeting, the amendment may be ratified by a two-thirds vote of the Assembly Executive Committee (AEC) at a meeting at which a quorum participates, provided that if any such amendment is not ratified by the Assembly at its next meeting, it will not be effective after the Assembly vote. The entire membership shall be notified of any amendments so adopted as soon as practical after approval by the Board and ratification by the Assembly.

Section 11.3 Proposals for Amendments by the Members. Proposals for amendments to the bylaws by the members may originate either by resolution of the Board of Trustees or by a petition signed by 200 or more voting members. Any such petition must be received by the Secretary by October 15 of the year prior to the year in which it will be voted on.

Section 11.4 Approval by Members. A proposed amendment to the bylaws originating by resolution of the Board of Trustees or by petition as provided in Section 11.3 shall be disseminated to the entire membership not later than January 3 of the year in which it will be voted on. The proposed amendment shall be voted on by the eligible voting membership in the next annual ballot. Approval by a majority of at least 33 1/3 percent of the eligible voting members of the Association shall be required for adoption of the proposed amendment. If adopted, the amendment shall become effective upon certification by the Committee of Tellers to the Board unless a later effective date is specified on the ballot.

Section 11.5 Amendment of Articles. Proposals for amendments to the Articles of Incorporation shall originate by resolution of the Board of Trustees. A proposed amendment shall be disseminated to the entire membership not later than January 3 of the year in which it will be voted on. The proposed amendment shall be voted on by the eligible voting membership in the next annual ballot. Approval by two-thirds of at least 33 1/3 percent of the eligible voting members of the Association shall be required for adoption of the proposed

amendment. Approval of the amendment shall be certified by the Committee of Tellers. The amendment shall become effective upon the issue of a Certificate of Amendment pursuant to District of Columbia law.

## **Chapter Twelve. Indemnification of Officers and Trustees**

### **Section 12 Indemnification of Officers and Trustees.**

The Association will indemnify, defend and hold harmless its Officers and Trustees, paid and unpaid, from any and all liability, including all expenses, legal fees and costs associated with any claim arising out of their position with the Association or damages resulting from their actions on behalf of the Association while serving as an Officer or Trustee. Officers and Trustees of the Association shall have no liability to the corporation or to the members for money damages for actions or failures to act as an officer or director. This provision shall not apply if the liability results from intentional infliction of harm, an intentional violation of criminal law, or receipt of a financial benefit to which the Trustee or Officer is not entitled. This provision is intended to provide the broadest indemnification and reimbursement permitted under the law.

## **CERTIFICATE**

I, Altha J. Stewart, M.D., Secretary of the American Psychiatric Association, certify that the foregoing is a true copy of the current bylaws of the Association as amended by the Board on October 11, 2015 and ratified by the Assembly on May 14, 2016, effective May 14, 2016.