

The American Neuropsychiatric Association

CONSTITUTION and BYLAWS

Revised and approved February 2009

Introduction

The mission of the American Neuropsychiatric Association is to apply neuroscience for the benefit of people. The core values of the organization are to work together in a collegial and interdisciplinary fashion to (1) advance knowledge of brain-behavior relations; (2) provide a forum for learning; and (3) promote excellent, scientific and compassionate patient care.

The income and property of the American Neuropsychiatric Association [hereafter referred to as "Association"] whenever derived shall be applied solely in promotion of the objectives of the Association and no portion thereof shall be paid, except for the reasonable and proper remuneration including repayment of out-of-pocket expenses, to any officer or member of the Association in return of any service actually rendered to the Association.

Article I Offices

Section 1. Principal Office. The principal office for the transaction of the business of the Association shall be at such location as determined by the Council from time to time.

Section 2. Registered Office. The Association, by resolution of its Council, may change the location of its registered office as designated in the Articles of Incorporation to any other place permitted by law. By like resolution the resident agent at such registered office may be changed to any other person or Association including itself. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed in accordance with the requirements of applicable law.

Article II Membership and Meetings

Section 1. Membership. There shall be six categories of membership.

a) Individual member. Any health care professional with an interest in neuropsychiatry, behavioral neurology, neuropsychology or clinical neuroscience as demonstrated by training or experience can become a member of the Association upon approval of his or her application by the Membership Committee and payment of the annual dues.

b) Member in training. This category is restricted to those health care professionals who are currently in training. Members in training are eligible to participate in all aspects of the Association.

c) Fellow member. An individual member, after 5 or more years, may become a fellow upon application for fellow status and approval by the Membership Committee and the Council. This membership will be conferred upon those who have made exceptional contributions to the field of

neuropsychiatry and or have made significant contributions to the Association through attendance at meetings, participation in committees or administrative activities or other activities that further the goals of the Association.

d) Corporate Member. Associations or other entities may become members if their activities are consistent with the goals of the Association. Corporate members are entitled to send any of their employees or representatives to the annual meeting, but neither the corporate members nor their employees or representatives are eligible to vote.

e) Emeritus member and fellows. A member or fellow may become emeritus after they have ceased their scientific or medical occupation for which they received remuneration (i.e., income based on professional services has ceased or is less than 10% of full-time occupational income). Upon approval by the Membership Committee and the Council, an emeritus member or fellow will receive discounted dues and will pay meeting registration fees at the trainee rate, but will be expected to pay other meeting costs.

f) Honorary member shall be bestowed upon persons of any citizenship or scientific discipline who, upon selection of the Membership Committee and approval of the Council, the ANPA wishes to honor in recognition of career accomplishments or discoveries which advance the field of neuropsychiatry or neuroscience.

Section 2. Acceptance for Membership. The membership committee will review and make recommendations to the Council in regard to applications for and other matters relating to membership. The determination of the Council shall be final in the consideration of eligibility for each category of membership. Membership shall cease upon (a) death; (b) written notice by a member, in which case membership shall cease on December 31 of the then current calendar year; (c) failure to pay the annual dues, in which case membership shall cease on December 31 of the following year, unless such failure has been cured prior thereto; or (d) expulsion in accordance with a resolution of, and a written notice by, the Council following the affirmative vote by a two-thirds majority of the members of the Council. Membership shall cease upon receipt of written notice from the Council.

Section 3. Voting Members. Only individual members, members in training, emeritus members and fellow members who have paid their annual dues by September 30 of the year to which the annual dues applies shall have the right to vote on Association business. In order to fully participate in the governance of the Association, members are responsible to keep the ANPA office notified of their current electronic and other mailing addresses. Members should anticipate that the majority of communications between the Association and the membership will be electronic.

Section 4. Annual Meetings. The annual meetings of the Association shall be held on the date and at the location proposed by the Meeting Site Committee with the approval of the Council. The Council, in conjunction with the Program Committee, the Meeting Site Committee, and the Executive Director will organize the annual meeting. All major contracts for the annual meeting will be reviewed and approved by the Council. Any perquisites that may accrue as a result of the signing of the contract will be exclusively assigned to the Association and will be distributed by the Council. At the annual meeting the President-Elect shall assume the office of President, reports of the affairs of the Association shall be considered, and any other business may be transacted which is within the power of the members.

Written notice of each annual meeting shall be given to each member entitled to vote, addressed to such member at his electronic address appearing on the books of the Association.

Section 5. Special Meetings. Special meetings of the members may be called at any time by the Council. Notices of any special meeting shall specify in addition to the place, day and hour of such meeting, the general nature of the business to be transacted.

Section 6. Voting. The affirmative vote of a majority of the members present in person or by proxy at any meeting of the members shall be the act of the members, unless the vote of a greater number is required by statute, the Articles of Incorporation or these Bylaws. For purposes of Sections 7 and 8, all references to members shall mean members eligible to vote on Association business.

Section 7. Quorum. The presence in person or by proxy of one-quarter of the membership shall constitute a quorum for any business requiring a vote by the membership.

Section 8. Proxies. Every person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy executed by such person or his duly authorized agent and filed with the Executive Director of the Association; provided that no such proxy shall be valid after the expiration of the maximum period of time permitted by law.

Section 9. Dues and Membership Fees. Annual dues shall be determined by the Council after receiving recommendations from the Treasurer and the Finance and Development Committee.

Section 10. Maintenance of Membership.

(a) Disciplinary Bodies

(1) Council. The Council shall hear and decide complaints pursuant to Article II Section 10.c, consistent with the procedures herein set forth.

(b) Grounds for Discipline

(1) The Council may discipline an individual from any class of membership for conduct in the course of their professional activities that violates the best interests or reputation of ANPA and arises from or is related to ANPA business. The Standards and Ethics Committee will further investigate the matter to the extent that is possible using publicly available information and does not violate any person's rights or privacy, and provide information and a recommendation to Council for their deliberation and decision (Article III section 8).

(2) If Council becomes aware that a member is disciplined, expelled, convicted or adjudged liable in a final decision or judgment of a university, medical school, funding entity, employer, local, state, federal or national professional or regulatory body, or a judicial or disciplinary body, the Council may thereafter (i) determine whether the conduct that is the subject of the final decision or judgment is a ground for discipline of a member because the conduct has been injurious to the good order, peace, reputation, dignity or best interests of ANPA Article II, section 10.c; (ii) treat the final decision or judgment as conclusive evidence of the underlying conduct; and (iii) refer the matter to the Standards and Ethics Committee for investigation and recommendation for Council to conduct a hearing provided that the sole issue to be determined at such hearing shall be the sanction.

(c) Disciplinary Procedures:

The council shall have the power to discipline an individual upon the recommendation of the Standards and Ethics Committee, and in accordance with the

Bylaws and a two-thirds vote of the council (Article II Section 10.c). The decision of the Council to expel or otherwise discipline an individual shall be final and effective.

Article III Committees

Section 1. Council. There shall be a Council consisting of Officers of President, President-Elect, the Immediate Past President, Secretary, Treasurer, and six Councilors. The Executive Director is an *ex officio* member of the Council without vote. The Editor of the official journal will also be an *ex officio* member of the Council without vote. Councilors shall be elected for three year terms. All Officers and Councilors must be Fellows of ANPA. In furtherance of said authority, the Council shall have the power to review and approve all contracts and to reincorporate the Association to and in any jurisdiction within the United States determined by the Council to be in the best interests of the Association.

- (a) The Council shall transact all business of the American Neuropsychiatric Association (ANPA), approve or disapprove all recommendations of all business of ANPA, fix all dues and assessments for ANPA, and adopt from time to time rules and regulations for the election of all classes of membership. The Council will hire the Executive Director and define the duties and responsibilities of that position. The Council shall create and direct all standing committees as is necessary to conduct the affairs of ANPA, shall call all meetings of ANPA that are not herein prescribed, shall make arrangements for the dates of retreats and the Annual Meetings, and shall transact all business not otherwise provided for that may pertain to ANPA. They shall review and obtain legal consultation about any legal issues of relevance to ANPA. They shall also seek appropriate opportunities to inform the general public about activities or scientific advances of members or scientific presentations at meetings.
- (b) The newly elected President-Elect designate shall join the Council after the results of the election of officers are known. The Executive Committee shall have the power of Council at such times as matters important to ANPA must be decided and it is not possible to call the Council together, or between meetings of Council. In such emergency, as defined by the President, the Executive Committee may take action to be later ratified by Council. A quorum for Executive Committee meetings shall be a majority, one of whom shall be the President.
- (c) The Council shall have the power to discipline an individual upon the recommendation of the Standards and Ethics Committee, and in accordance with the Bylaws and a two-thirds vote of the Council (Article II Section 10.c). The decision of the Council to expel or otherwise discipline an individual shall be final and effective.
- (d) The full Council will meet at least once during Annual Meeting and at such other times as the President directs. Council will review, modify if necessary, and approve, by majority vote, the actions and recommendations of the committees. The recommendations will subsequently be presented to the general membership for action as needed.
- (e) Each Council member shall obtain from the Secretary a current compilation of corporate documents, including the ANPA Constitution and Bylaws, past minutes of annual and council meetings for the last year, up-to-date financial status reports, and pertinent policies and procedures.

Section 2. Executive Committee. The Executive Committee shall be composed of the officers - President, President-Elect, Immediate Past President, Secretary and Treasurer, and the *ex officio* Executive Director. The Executive Director is a nonvoting member of the Executive Committee. The Executive

Committee shall be responsible for conducting the business of the Association if a Council meeting cannot be held in sufficient time. The President serves as the chair for all Executive Committee business. In the event of a tie in voting on any issue, the President's vote will break the tie.

Section 3. Vacancies. In the event that a Council or Executive Committee member is unable or unwilling to complete his or her term of office, the President shall appoint a successor who shall serve until the next annual meeting of the members. In the event the President cannot fulfill his or her term for any reason, the President-Elect will immediately become the President for the remainder of the current President's term, as well as his/her own elected term.

Section 4. Place of Meeting. Regular and special meetings of the Council shall be held at any place which has been designated from time to time by resolution of the Council or by written consent of all members of the Council.

Section 5. Regular Meetings. The Council shall endeavor to meet at least two (2) times each year at such times as determined by the President. One of these meetings will be held during the Annual Meeting of the membership which may be held in conjunction with the Advisory Board meeting (Article III Section 8).

Section 6. Voting. Every act or decision done or made by a majority of the members of the Council shall be regarded as the act of the Council, unless a greater number shall be required by law or by the Articles of Incorporation. In the case of a tie, the President's vote will break the tie.

Section 7. Meetings by Telephone. Members of the Council of the Association, or any committee designated by the Council, may participate in a meeting by means of conference telephone call or similar communications equipment, by means of which all persons participating in a meeting shall constitute presence in person at the meeting.

Section 8. Standing Committees.

(a) The Standing Committees of the Association are as follows:

- Advisory Board
- Awards
- Bylaws Committee
- Council
- Education Committee
- Executive Committee
- Finance and Development
- Meeting Site Committee
- Membership Committee
- Nominations Committee
- Program Committee
- Public Relations-Public Affairs
- Research Committee
- Standards and Ethics
- Website and Communications

(b) The chairs of each committee, except where already designated in these ByLaws, shall be appointed by the President for a three year term, which may be extended by the Council for additional three year terms. The members of standing committees shall be

appointed by the chairs after consultation with and approval by the Council. The meetings of the committees shall be determined by the chairs. Each standing committee other than Council, the Advisory Board and the Nominations and Executive Committees, should have a vice chair who assists the chair in conducting the business of the committee and can stand in for the chair as requested during absences. There should be term limits and a membership rotation schedule for members of each committee. Renewable terms for members are possible.

- (c) The Advisory Board shall be a committee which meets during the annual meeting and at other times determined by the President for the purpose of providing suggestions and advice to the Council. It shall be composed of all of the members of Council, chairs of all standing and ad hoc committees, all Past Presidents of the organization, and anyone selected by the President.
- (d) The Nominations Committee shall be composed of all members of the Executive Committee where the Immediate Past President shall serve as chair and one Council member selected by the chair. The Nominations Committee shall determine the candidates for President-Elect and Council. The Nominating Committee will notify all voting members of its selections for President-Elect and Councilor candidates after soliciting additional nominations from voting members of the Association. A voting member may also submit his/her own name to the Nominating Committee. Additional nominations must be received by the Nominations Committee not later than one (1) month following the date of the initial notice. The secretariat will send out electronic or mail ballots to all voting members. All ballots must be received by the Executive Director within six (6) weeks after electronic or postal mailing in order to be counted. The candidates with the greatest number of votes shall be declared winners.
- (e) The Program Committee, in conjunction with the Council and Executive Director, shall be responsible for the planning and organization of the annual meeting.
- (f) The Education Committee shall be responsible for organizing continuing education conferences, writing exams and any other educational activities that the Program Committee is not responsible for.
- (g) The Research Committee shall be responsible for organizing a research program within the organization. This shall include review articles, research grant applications, education about conducting research, and presentation at the annual meetings.
- (h) The Finance and Development Committee shall be responsible for reviewing the annual financial audit of the organization. They shall also work with the Treasurer to recommend to the Council changes in methods of support for the organization including fund-raising, dues, registration fees, etc. The Committee shall also make recommendations to the Council regarding investment of organizational funds to enhance the mission of ANPA.
- (i) The Bylaws Committee shall review the Association's Bylaws. Members may suggest changes or the Council may request consideration of changes. The Committee's recommendations will be reviewed by the Council and if they concur will be sent to the membership as outlined in Article VII Amendments.

- (j) The Membership Committee, shall be comprised of at least half of the committee who are Fellows of the organization, establish criteria for maintaining membership in good standing, and regularly evaluate member value and retention issues. This committee shall review applications for individual membership, member-in-training, Fellow, corporate membership, emeritus membership and honorary membership categories. Their recommendations will be sent to the Council for final approval.
- (k) The Meeting Site Committee shall work in conjunction with the Executive Director to recommend locations for the annual meeting. They will take into consideration membership preference, financial cost, quality of facilities, and the Program Committee's anticipated space needs. Their recommendation will go to the Council for final decision.
- (l) The Awards Committee shall review all entries and applications for any awards ANPA sponsors and decide the awardees. They will collaborate with the Finance and Development Committee for fund-raising activities.
- (m) The Public Relations-Public Affairs Committee shall promote awareness of neuropsychiatry, review policies and issues which may impact the field and practice of neuropsychiatry or on the public perception of ANPA.
- (n) The Standards and Ethics Committee shall perform the functions delegated to it in these Bylaws. It may review and recommend to Council organizational standards and practices related to the maintenance of high standards of ethical conduct and professionalism. It shall also examine complaints filed by members or the Council that allege a ground for discipline against members. No member of the Standards and Ethics Committee shall participate as a Council member in the deliberations about a disciplinary matter brought before the Council if such member participated in the examination of the matter.
- (o) The Website and Communications Committee shall be responsible in conjunction with any hired vendor or consultant to maintain the material and format of the ANPA official website in order to promote the business of ANPA and to bring value to its members and the public who use the website. This committee works closely with committee chairs and the Executive Director to maximize the use of the website and other communication venues including regular newsletters that enable the membership to more thoroughly utilize the resources of ANPA.

Section 9. Ad Hoc Committees. The President is empowered to establish (and abolish) ad hoc committees to assist in the conduct of the affairs of the Association.

Article IV Officers

Section 1. The Officers of the Association shall be:

President	Treasurer
President-Elect	Secretary
Immediate Past-President	

A President-Elect shall be elected every other year at the annual meeting or by ballot and cannot serve successive terms as President-Elect. Once elected, said individual shall serve a total of six years in the following capacities: President-Elect for two years, President for two years and Immediate Past

President for two years. The Council shall appoint the Secretary and Treasurer for two (2) year terms which may be renewed. .

Section 2. President. The President will serve as the chief executive of the Association and act to maintain the good standing of ANPA for its members, patients, and the public. The President will ensure strategic implementation of the mission, vision and goals of the Association and will also perform other duties consistent with the goals of the Association that may be assigned from time to time by the Council. The President will chair meetings of the Council, Executive Committee, and other meetings of the organization as well as preside at the Annual meeting. The President is empowered, with Council approval, to appoint members and chairs of all standing committees and appoint ad hoc committees for specific tasks of the Association, as needed. The President may appoint task forces for specific and temporary activities in furtherance of the Association's business. The President may invite committee chairs and the organizers of scientific meetings to attend meetings of the Council when he/she deems appropriate. The President will be the spokesperson for ANPA to the membership and public. The President, in consultation with the Executive Committee, may authorize expenditures up to but not exceeding \$2,500.

Section 3. President-Elect. The President-Elect will work closely with the President to enable the key goals for the current Presidential term consistent with the mission and vision of the Association. The President-Elect will act for the President when the latter is disabled, not available, or specifically requested to do so by the President. In addition, the President-Elect will automatically become President at the annual meeting when the term of the current President is completed following delivery by the outgoing President of his or her report to the membership. The President-Elect ensures that Robert's rules of order are followed during major meetings.

Section 3a. Immediate Past President. The Immediate Past President will work closely with the President and serves as Chair of the Nominating Committee. The Immediate Past President also may be assigned specific duties to support the mission and vision of the Association including continuation of projects initiated during his/her term as President. The Immediate Past President shall act in the role of President when neither the President nor President-Elect is available and there is urgent business of the Association that requires Presidential level leadership.

Section 4. Treasurer. The Treasurer will be responsible for handling of the monies of the Association, including making deposits into appropriate bank accounts and making payments on behalf of the Association. The Treasurer will issue a written financial report annually, indicating the income, expenses, and balances of the Association. In addition, the Treasurer will assist the Executive Director in the performance of the Executive Director's financial responsibilities. The Treasurer is accountable to Council for overseeing the day to day financial matters of the Association and to make regular financial reports to the Council for review and decisions. The Treasurer works closely with the Finance and Development Committee for furtherance of the financial goals of the Association.

The Treasurer, or Treasurer-Elect in the event the Treasurer is absent, is empowered to sign checks up to a limit determined by the Council. Checks for a higher amount will require the signature of both the Treasurer (or Treasurer-Elect in the event the Treasurer is absent) and the President.

If the office of the Treasurer-Elect is filled, he/she will assist the Treasurer and perform the duties described above, and will automatically become the next Treasurer when the term of the current Treasurer is completed.

Section 5. Secretary. The duties of the Secretary will be performed by the Executive Director unless the Council appoints a separate person to fill this role. The Secretary will maintain an accurate list of the membership together with their addresses and other appropriate information. The Secretary takes and

files minutes for meetings of the Executive Committee, Council, annual business, and other major meetings as assigned by the President.

The Secretary shall notify the membership of the time, place and agenda of the Annual and other meetings of the ANPA at least sixty (60) days prior to such meetings. The Secretary shall supply the Editor of the newsletter with such notices, news and business of ANPA as are to be published. He or she will receive interim and annual reports of all committees and maintain these in permanent file. The Secretary shall notify candidates of election to membership and of changes in membership status. The Secretary shall consult and cooperate with the Officers, Councilors, committees and membership as appropriate.

Section 6. Councilors. Councilors work in conjunction with the Executive Committee to conduct the business of the Association as described in Article III section 1. Six Councilors each serve 3-year terms and will be elected by the membership who cast ballots. The rotation schedule has two of six Council positions regularly rotating each year. A slate of candidates will be selected by the Nominating Committee after polling the membership (Article III section 8).. A Councilor may not serve more than two consecutive terms. In the event that a Councilor position is vacated prematurely, a new Councilor can be appointed by the President to complete that term and this appointed term will not count toward the elected term limits for that individual.

To form the initial Council, the transition plan will be as follows: two Councilors will be appointed by the President to serve 1-year terms and two will be appointed by the Nominating Committee to serve 2-year terms. The Nominating Committee will provide four Council candidates for an election to be held immediately after the 2009 annual meeting such that the two candidates who receive the majority of votes by the membership will serve 3-year terms. Appointed Councilors may be candidates for Council in subsequent elections, following all the rules stated above for nomination, election and term limits.

Section 7. Executive Director. The post will be a 2-year contractual position occupied by an individual appointed by the Council who maintains a position independent from that of the elected officers. The Executive Director's function will be as set forth in his/her contract and/or job description as directed by the council.

The Executive Director's service to the Association shall be governed by the terms of a written employment contract between the Executive Director and the Council of ANPA.

Article V Indemnification

The Association shall indemnify to the full extent authorized or permitted by law, as now in effect or as hereafter amended, any person made or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the Association) by reason of the fact that he is or was a member, officer, councilor, employee or agent of the Association or serves any other enterprise as such as the request of the Association.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article V. The foregoing right of indemnification shall continue as to a person who has ceased to be a member, officer, councilor, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Article VI Dissolution

The Association may be dissolved upon the vote of a majority of the voting members present in person or by proxy at the annual meeting at which a quorum is present, whether by attendance in person or by proxy. Upon the dissolution of the Association, the Council shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. The dissolution of the Association in connection with the reincorporation of the Association in a different State shall not trigger the provisions of this Section.

Article VII Amendments

Amendments to the Bylaws and/or Articles of Incorporation may be proposed by the Council or by any voting member provided the proposed amendment is in writing, co-signed by ten (10) additional voting members, and submitted to the Executive Director not later than September 1 of any year. The Executive Director will present all amendments which have been timely-filed to the Bylaws Committee for consideration on or before their first meeting occurring after November 1. In the event the Bylaws Committee approves the proposed amendment, the Bylaws Committee shall review the proposed amendment and, if Council approves, will circulate the amendment to all voting members for vote by proxy and to be placed on the agenda at the annual meeting of the Association. An affirmative vote of the majority of the voting members at the annual meeting in which a quorum is present, whether by attendance in person or by proxy, shall be required for the amendment to be adopted.