

Minutes

MEETING OF THE EXECUTIVE COUNCIL

Thursday, June 15, 2006 - 8:00 AM to 4:30 PM

Hilton Washington, Washington, D.C.

Jon Meyer, M.D., President & Chair
Prudence Gourguechon, M.D., Secretary

(motions and action items are underlined)

1. WELCOME AND OPENING REMARKS

Dr. Meyer welcomed everyone and called the meeting to order at 8:10am. He highlighted several of the items on the agenda including discussion with Victoria Bjorklund, Esq. who will address questions submitted to her in advance by councilors. He also noted that discussion regarding reorganization would be shifted to the morning.

Dr. Gundle asked unanimous consent to adopt the proposed agenda with one change: move Item #17 of the agenda - New Business – to follow the Treasurer's Report to ensure adequate time for discussion of a new motion being put forward. A motion to shift the agenda carried.

2. SECRETARY'S REPORT – Dr. Gourguechon

Dr. Gourguechon noted that the roll call would be moved a few minutes later to allow for the arrival of late participants.

A. NOTICE OF PROXIES

Dr. Gourguechon announced that she had received 258 proxies to be voted at the Meeting of Members, June 16, 2006.

B. APPROVAL OF MINUTES OF 2006 WINTER MEETING

The Minutes of the Executive Council meeting of January 19, 2006, were distributed to all Councilors and to the Association list via email. There being no corrections, a motion to accept the Minutes was approved.

C. SUMMARY OF ACTIONS OF EXECUTIVE COMMITTEE AND STEERING COMMITTEE MEETINGS

Dr. Gourguechon summarized the actions of the Executive Committee since the pre-distributed written Secretary's Report dated April 26, 2006. The full report is presented below:

1. Marketing Plan: The Executive Committee gratefully approved the marketing plan developed by Mr. Stein and Ms. Jeffries for the marketing of the Newsweek reprints of the Freud Special Issue.

2. Victoria Bjorklund, Esq.: The Executive Committee approved the attendance of Ms. Bjorklund, the Association's not-for-profit law attorney to attend the Council meeting this June.

3. Meeting to Discuss Association Current Issues: A meeting was planned with members of the Coordinating Committee, Executive Committee and Executive Council to occur at the June meeting to discuss the current issues before the Association.

4. Science Advisor to Executive Committee: Dr. Ken Levy was appointed by Dr. Meyer and welcomed as the new Science Advisor to the Executive Committee.

5. Funding for Newsweek Reprints: An additional \$4,500 was recommended for the Newsweek reprints. This allocation was also referred to the Finance Committee for review.
6. Capitol Hill Breakfast: The Capitol Hill Breakfast was expanded to be a joint meeting with NASW.
7. New Parliamentarian: Dr. Moritz announced that Dr. Sheila Hafter Gray accepted the appointment as the Association's parliamentarian to follow Dr. George Roark who will complete his term of service after the Meeting of Members this June. The appointment was enthusiastically approved and endorsed by the Executive Committee.
8. The Executive Committee deferred any decision about the role of the Treasurer vis-à-vis the Audit Committee to Council for deliberation.
9. The Treasurer requested invoices provided by the Association's attorneys, Simpson Thacher and Bartlett, since the first of the year. He also requested data on legal costs associated with recent bylaw amendments. It was agreed that Mr. Stein would provide Dr. Procci with the information prior to the Council meeting this June.
10. Membership Drive: A second annual membership drive directed towards new candidates for this fall was endorsed.
11. The Executive Committee discussed the procedure by which proposed bylaw amendments which originate from an officer or petition of fifty members are formally received by the organization. It was explained by Dr. Gourguechon, and the two immediate past-secretaries, Drs. Moritz and Meyer, that the procedure that has been traditionally followed according to the Bylaws Article XIV is that the National Office receives a proposed bylaw by petition or officer initiation which is sent to the Secretary for verification of signatures of a petition originated amendment and verification of proper origin. It is then sent to the Association attorney for fulfillment of the following provision of Article XIV Section 2: "Provided the form of amendment has been submitted to counsel to the Association for his/her prior approval as to form and bears a proper notation as to such approval." Once such approval is received, the bylaw is then formally presented to the Council and the Association by the Secretary. Dr. House felt that this was an incorrect interpretation of the bylaws and improper procedure and should be changed in the future. The floor was open for discussion in Council.

D. MEMBERSHIP UPDATE

Dr. Gourguechon gave the membership report. Currently the Association has 3,363 members and membership has remained relatively stable since January 2004. By category, there are:

1,728 Active Members
938 Senior / Life Members
638 Affiliate Members
29 Academic Associates

Our numbers are up by 77 members since January due to the large number of fall candidates who join the Association.

The following changes in membership have occurred since January:

57 Active Members became Senior Members
17 members died
16 members resigned
8 members suspended

6 Affiliate Members dropped (no longer candidates in training)
5 members reinstated
75 New Active Members at the January meeting
107 New Affiliates at the January meeting

Effective at this meeting, we will have the following new members:

22 New Affiliate Members
32 Affiliate Members graduated and will become Active Members
7 members of the IPA will become Active Members

In the Fall of 2005, 119 new candidates were reported to the National Office and 90 accepted Affiliate Membership. An additional 8 joined at this meeting raising acceptance to 82%. The next Affiliate Membership Drive will be October 14 – November 15, 2006. The goal once again is to get 100% of brand new candidates to join the Association. We plan to continue this membership drive each year with a TAP announcement, Association list and Website announcements as well as the involvement of institute faculty and administrators.

ASSOCIATE CATEGORIES

As of June 5, 2006, there are a total of 532 Associates:

Educator Associates: 58
Psychotherapist Associates: 302
Research Associates: 45
Student/Resident Associates: 127
Total: 532

The current renewal rate for all associates is 65%, and is expected to increase by the end of this year. At this time last year we had a 63% renewal rate, and 595 Associates. This year, the bulk of the drop-off has been in the category of psychotherapist associates. The relevant committee is analyzing possible causes.

E. CONSENT CALENDAR

Dr. Gourguechon reported that there were no items on the Consent Calendar for approval.

F. SELECTION OF TELLERS

Drs. Lee Ascherman, Peter Kotcher, Barbara Young, Stevie Smith, Art Garfein and Helen Banta were selected to act as tellers during Executive Session of the Council in the afternoon.

G. ROLL CALL

Dr. Gourguechon called the roll. The following members of Council were present:

OFFICERS OF THE COUNCIL

Jon K. Meyer, MD, President and Chair
K. Lynne Moritz, MD, President-Elect
Prudence Gourguechon, MD, Secretary
Warren Procci, MD, Treasurer

EX OFFICIO MEMBERS OF COUNCIL (NON-VOTING)

Eric J. Nuetzel, MD, Chair, BOPS

EX OFFICIO MEMBERS OF COUNCIL (VOTING)

Newell Fischer, M.D. Past President
Richard Fox, MD, Past President

COUNCILORS-AT-LARGE

Nancy Kulish, Ph.D.
Richard Lightbody, M.D.
Paul Mosher, M.D.
Malkah T. Notman, M.D.
Robert Pyles, M.D.
Mary Scharold, M.D.
Beth J. Seelig, M.D.
Absent: Eric Marcus, M.D.

COUNCILORS (ALTERNATES)

Lila J. Kalinich, M.D.
(Jonah Schein, M.D.)

SOCIETY

Association for Psychoanalytic Medicine (New York)

Judy B. Kisla, D.O.

Atlanta Psychoanalytic Society

Teresa Cochran, Ph.D.
(Yulia Aleshina, Ph.D.)

Baltimore Washington Center for Psychoanalysis

Gail Reed, Ph.D.

Berkshire Society for Psychoanalysis

Stephanie Smith, M.A., LICSW

Boston Psychoanalytic Society and Institute

Sharon Zalusky, Ph.D.

California Psychoanalytic Society

Steven A. Flagel, M.D.
(Neal Spira, M.D.)

Chicago Psychoanalytic Society

Peter Kotcher, M.D.
(Ann Wierwille, M.D.)

Cincinnati Psychoanalytic Institute and Society

David Falk, Ph.D.

Cleveland Psychoanalytic Center

No Councilor present

Dallas Psychoanalytic Society

Arthur D. Garfein, M.D.

Denver Psychoanalytic Society

Helen Banta, Ph.D.

Florida Psychoanalytic Society

No Councilor present

Greater Kansas City Psychoanalytic Society

Rion Hart, Ph.D.

Houston-Galveston Psychoanalytic Society

Luba Kessler, M.D.

Long Island Psychoanalytic Society

(Barry Miller, M.D.)

Michigan Psychoanalytic Society

Peter Grant, Ph.D.

Minnesota Psychoanalytic Society (no vote)

Maimon Leavitt, M.D.
(Jeffrey Seitelman, M.D., Ph.D.)

New Center for Psychoanalysis

Henry Kaminer, M.D.

New Jersey Psychoanalytic Society

Lee I. Ascherman, M.D.	New Orleans Psychoanalytic Society
David Sawyer M.D. (no vote)	New York Psychoanalytic Society and Institute
Paul Brinich, Ph.D.	North Carolina Psychoanalytic Society
Ralph Beaumont, M.D.	Oregon Psychoanalytic Society
Chester Berschling, M.D.	Pittsburgh Psychoanalytic Society and Institute
Barbara Deutsch, M.D. (Muriel Laskin, M.D.)	Psychoanalytic Association of New York, Inc.
(Barbara Young, M.D.)	Psychoanalytic Center of Philadelphia
Graham Spruiell, M.D.	Psychoanalytic Society of New England, East
No Councilor present	Psychoanalytic Society of Upstate New York
Linda Gibson, M.D.	St. Louis Psychoanalytic Society
Joanne Callan, Ph.D.	San Diego Psychoanalytic Society and Institute
William C. Glover, Ph.D. (Mary Susan Hansen, M.D.)	San Francisco Psychoanalytic Institute and Society
Michael Gundle, M.D. (Sandra Walker, M.D.)	Seattle Psychoanalytic Society and Institute
Sydney Arkowitz, Ph.D.	Southwest Psychoanalytic Society
No councilor present	Tampa Bay Psychoanalytic Society
No Councilor present	Virginia Psychoanalytic Society (no vote)
Karyne E. Messina, Ed.D.	Washington Psychoanalytic Society
Joan Wexler, M.S.W.	Western New England Psychoanalytic Society
Virginia Linabury, M.D.	Wisconsin Psychoanalytic Society
COUNCILORS	STUDY GROUP (NON-VOTING)
Lee Ascherman, M.D. (Fred Griffin, M.D.)	Birmingham Psychoanalytic Study Group
Fred Griffin, M.D.	Missoula Psychoanalytic Study Group
George Sagi, M.D.	Psychoanalytic Study Group of Lake Oscawana
Katherine Fraser, D.M.H.	Sacramento Valley Study Group

NON VOTING REPRESENTATIVES

No representative present Mexican Societies
Elizabeth Hegeman William Alanson White Society

PARLIAMENTARIAN

George W. Roark, MD

A motion to approve the report of the Secretary was seconded and passed.

H. SUMMARY OF MEETING OF THE BOARD ON PROFESSIONAL STANDARDS – Dr. Seelig

1. The Committee on Institutes will have site visits in Florida and Houston-Galveston in the fall as well as a mini-site visit to Philadelphia. In 2007 there will be a site visits to Western New England, the New York Institute, New Orleans, and Emory. Dr. Weiss reported that there were a smaller than usual number of TA and SA applications presented for approval to the BOPS.

2. Dr. Bernstein, reporting for the CNTF, mentioned that there will be a site visit to Kansas City and mini visits to Oregon and Wisconsin.

3. Dr. Phyllis Tyson, chair of COCAA, reported that she was enthusiastic about the possibilities for child and adolescent training in Dallas and told the Board that she will be trying to facilitate the formation of the Consortium between New Orleans, Birmingham and Emory. Dr. Jill Miller reported briefly on the pilot program on child and adolescent only training. They are in the 4th year of gathering data on pilot program in child only training. The candidates are doing very well. There will be a full report at the end of 5 years.

4. This was Dr. Mary Scharold's last meeting as Chair of COPAP. The Board gave her a standing ovation.

6. Dr. Michels stated there will be a new study group headed by Dr. Margolis on the rehabilitation following boundary violation events – both of individuals and psychoanalytic institutes and communities.

7. Dr. Benson, reporting for CAFI, noted that the Carter Jenkins Institute was transferred to CNTF as it is really in the early stages of development. He reported on the progress with the American Institute of Psychoanalysis (Horney) and the William Alanson White Institute.

8. Dr. Dahl reported that there were 25 applications for certification, 15 1st time and 10 continuing applications. This was the highest number of new applicants at the June meeting in more than 5 years, just as the number of applicants for the January meeting was the highest for 5 years. The pass rate was 60%.

9. CARD – In response to the increased workload of the CEC, Dr. Narcissi reported that CARD has recommended that the CEC split the committee so that each member has ½ as many applications to read. In the continuing study of the certification process, Drs Dahl and Narcisi began sitting in on certification interviews. In January, audiotaping of interviews and exit interviewing will begin. The committee has discussed with a great deal of excitement a suggestion made by Paul Mosher to initiating a phased examination process with initial exams administered locally during training. Perhaps the CEC could utilize something like the Chicago series of colloquia during training. Another possibility would be standardized multiple choice examinations.

10. Dr. Reed, reporting for the Membership Advisory Committee, commented that she was very happy about the MRRC outlines for a new extended membership proposal.

11. The PIPE committee has met with a group of candidate and with COI and EC Chairs to discuss the TA system. There was a consensus that it would be important to find ways to help people become TA's and to find ways to use certification flexibly. There was interest in the group in separating the TA and SA functions. He reported on the results of the survey on training analysis sent to the institutes. The committee feels that the TA system is of great value but that other options needed to be considered. There was discussion about some kind of plan that provides alternative options for institutes, for example a national TA evaluative process that could be conducted in some cases in lieu of certification.

12. The Election of BOPS Chair/Secretary took place. Drs Cal Narcisi and Myrna Weiss were elected as co-chair and co-secretary of the BOPS by a vote of 30 to 23.

13. Part of the morning and most of the afternoon was devoted to an open discussion of re-organization of the American Psychoanalytic Association and the Plan to Renew the American put forward by the 3 most recently elected presidents and the Chair of the BOPS. After hours of discussion, it was moved and seconded that the BOPS endorse the Renew Plan. There was spirited discussion. During the discussion there was significant support for the idea of sharing this and the preceding discussion with the membership and recommending the membership think deeply about the issues. A motion was made and seconded to table the motion to endorse the Renew plan. The motion to table was discussed and again, the sentiment was supported that the membership should be given a statement that would reflect the entire discussion. The question was called and the motion to table was passed by a vote of 28 in favor; 12 opposed and 3 abstentions.

The motion was tabled. Our Parliamentarian George Roark informed me that a tabled motion expires unless it is re-introduced at the next meeting.

After consultation with the Parliamentarian, Dr. Nuetzel announced that we have received the sense of the Board and a summary of the discussion will go out to the membership with the bylaw.

I. REPORT OF THE TREASURER – DR. PROCCI

Distribution of Revised Treasurer's Report
Distribution of Legal Invoices (for review only)

Dr. Procci gave a brief description of the budgeting process for 2007 and an update of the final figures for 2005. The Association ended 2005 in a better than anticipated position. A deficit of \$165,000 had been anticipated, but the year ended with a surplus of \$200,966. Income was stronger than budgeted, especially collecting outstanding dues. More interest income than budgeted was generated (\$12,000) by instituting a sweep account with the Association's checking account. Dr. Procci stated his belief that these improvements are a result of effective office management and he thanked the National Office and Mr. Stein for staying on top of the Association's finances.

Dr. Procci reviewed the data on committee spending and he noted that the Association's committee's are functioning effectively.

In looking at the 2006 year, Dr. Procci noted that it was too early to have a clear indication of the year-end results. The 2006 budget anticipated a \$75,000 deficit. However, Dr. Procci felt that, with committees spending less than requested, the deficit may be slightly smaller and if there were to be a deficit, the Association has planned for it and has the money in reserve to pay for it.

Dr. Procci urged Councilors to review the pre-distributed Auditor's Report as a function of the Board of Directors.

Dr. Procci reviewed the Association's invested assets which total slightly more than \$4 million. Of that amount, \$1.1 million is in a dedicated fund for the pension benefits of the Association employees and is not available for the Association's use. The remaining \$3 million represents funds that can be drawn upon in case of any emergency. This reserve fund is approximately equal to the Association's annual operating budget which is a favorable position to be in. The Investments Subcommittee which monitors the investments will meet via conference call to continue to do due diligence regarding investments.

Dr. Procci reported that he received a request for the invoices relating to legal expenses regarding the proposed Renew the American bylaws. The invoices were distributed for review at this meeting, and then collected.

Dr. Gail Reed raised a question regarding the oversight of the PEP CD enterprise. In the discussion that ensued, it was noted that the PEP business plan has been reported repeatedly to Council. Additionally, it was noted that anything that undermines the business model of PEP could result in a loss of income for APsaA. On the other hand, the important of JAPA being available to general medical and academic users on line was noted. APsaA, as co-owner of PEP, has two trustees. Dr. Meyer restated that this is a complex issue which will be further discussed in October, and reported back to the Council.

A motion to accept the Treasurer's report was approved.

J. PUERTO RICO SOCIETY FOR PSYCHOANALYSIS

Dr. Lila Kalinich reported on her visit to the Puerto Rico Society for Psychoanalysis. The society had been out of touch largely because a number of tragedies had befallen them. They expressed a desire to continue as part of the Association, but are unable to pay back dues. They are enthusiastic about rebuilding, but to do so they would have to pull in IPA members who are now members of APsaA. Dr. Kalinich and others have agreed to give presentations, have case conferences, and invite the members to New York. It was very lively and they are hopeful. A motion to forgive past dues of the Puerto Rico Study Group and charging dues going forward was approved.

K. NEW BUSINESS

1. PROPOSED MOTION TO INCLUDE PRO AND CON ADVISORY STATEMENTS WITH BYLAW MAILINGS.

Luba Kessler introduced a motion which stated, when a bylaw amendment is submitted to the members for a vote, the ballot is to be accompanied by advisory statements pro and/or con. Each such advisory statement must be a thousand words or less, and shall be included only if the following conditions are fulfilled: 1) the statement has been endorsed by at least fifty voting members of the Association and, 2) the statement has been presented to the APsaA Secretary together with required fifty or more signatures at least thirty days prior to the deadline for mailing such ballots. The names of the signatories shall not be included in the word count of the statement but shall appear at the end of each statement. This resolution does not affect the right of the Board on Professional Standards to submit an advisory statement as provided in our current bylaws.

Dr. Meyer pointed out to the Council that the proposed motion modified the current bylaws which are quite specific about what goes out with the ballot mailing. There was considerable disagreement expressed over whether such a measure could be passed as a procedural point or

whether, given that the bylaws do address specifically the issue of bylaw mailings, a bylaws amendment was needed.

Dr. Lee Ascherman moved to table the motion offered by Dr. Luba Kessler and revisit it after the legal opinion. Motion was seconded and passed 29:11. It was noted that Ms. Bjorklund's appearance at Council this afternoon would provide the needed legal background on the procedural/bylaws issue.

2. ESTABLISHMENT OF A COMPLIANCE COMMITTEE

Dr. Procci introduced a motion:

WHEREAS APsaA's existing bylaws are not in compliance with the law; and WHEREAS it is prudent to bring our bylaws into compliance as soon as possible, and RECOGNIZING that there may be many worthy changes to the bylaws that however wise are not required to bring APsaA's bylaws into compliance; THEREFORE BE IT RESOLVED, a Compliance Task Force of this Council be formed with the charge to 1) determine and report on minimum changes necessary to bring our bylaws into compliance, 2) insofar as alternatives are possible to list the alternatives with pros and cons, 3) to submit to Council a draft report by end of October 2006; to submit to Council a final draft of the report by the end of December 2006 so that it could be considered before and during the January 2007 meeting, and 5) that the committee goes out of existence at the January 2007 meeting unless Council specifically decides otherwise. BE IT FURTHER RESOLVED 1) that the Compliance Task Force be authorized to spend up to ten hours in legal time in furtherance of its work including the legal advise and its reports, and 2) that the National Office renders such support as is needed, and 3) that the Compliance Task Force be constituted by five Councilors including the Secretary who shall act as its chair. Moved and seconded.

Beth Seelig moved to table the motion for discussion later; seconded by Richard Lightbody

Dr. Seelig accepted an alternation to her motion: A motion in favor of tabling the original motion with the proviso that the motion be brought back this afternoon after the Executive Session was passed: 37 to 3, with no abstentions.

L. FINAL REPORT OF TASK FORCE ON REORGANIZATION – DR.GALATZER-LEVY AND STEVIE SMITH

Dr. Galatzer-Levy began the presentation by stating that this is the final report of the TFoR which sunsets with this meeting. He began with a review of some history before proceeding with the current status of the TFoR.

At the Winter 2006 Meeting, the Task Force was told to anticipate shock and awe. The Task Force thought it was coming to give a report to Council for commentary not for action by Council.

Dr. Galatzer-Levy stated that many members of the Council spoke against the proposal that was put forward, many spoke in favor of it; he felt the conversation was very truncated, in particular, he was not allowed to respond to any of the comments and questions that were raised during that meeting.

The Council voted that the TFoR should return with an updated report in June. The Council did not vote anything else but the vote was interpreted by various people as 1) the report was voted against, 2) funds should be withheld for legal work to be done by the TFoR and 3) the proposal should be in some (non-specified) way changed.

Six specific points of objection were made in the Council discussion in January 2006. These were subsequently discussed by the TF.

1. Make up of the Task Force. Opinions had been expressed at Council and elsewhere that the make-up of the TFoR was improper or imbalanced, and that it should have been constituted in some other way. However, he pointed out that it was simply not true that within the TF a group of TA's took one position, and non-TA's took another, for example. Opinions spanned all categories.
2. Opposition to formation of a limited liability corporation that incorporated some of the functions of BOPS. Dr. Galatzer-Levy pointed out that the TF discussed this issue for *two years*, and had thought through the issues very carefully, point by point. Nothing novel that hadn't been considered was brought up in the Council discussion and other commentary. The Task Force came up with the recommendation it proposed, and has nothing further to say on this issue.
3. BOD composition and size. Similarly, the TFoR had carefully considered all the points brought up in the January discussions. Though the points and arguments were valuable, they had been carefully considered in the Task Force's extensive deliberations, and therefore their recommendation on this point stands and they have nothing further to contribute beyond their best recommendation.
4. Science Council Proposal. There was some enthusiasm for the concept. However, given that a strong message received from Council was that the TFoR proposal was too complex, it made little sense to add yet another element to the proposal.
5. Complaint about complexity of bylaws required under the TFoR plan. Dr. Galatzer-Levy noted that Bylaws for an organization such as this that do some of the things that the members want it to do will inevitably be reasonably complex.
6. Cost of having the bylaws written up. We were told by Ms. Bjorklund's associate that the cost of doing so from scratch would be approximately \$4,500. The difference between the cost of \$4,500 and some of the other costs rumored is that it's much easier to write a set of bylaws from scratch than to go through a set of bylaws written by someone else or bylaw amendments. It's extremely time consuming. In trying to get information on actual cost, we were told that we could not have access to that firm because the Council had voted that the TFoR could not spend anymore legal funds.

Dr. Galatzer-Levy stated that the TFoR completed its assignment; coming as close as possible to meet the mandate of the membership. The mandate was not for the content of what was proposed, but for process. We pursued that process as far as possible. The process was interrupted in January by a vote of the Council and by the interpretation of that vote.

Many members of the TFoR were extremely discouraged by this experience and felt that the mandate of the membership had been ignored. Members of the TFoR discussed the possibility of extending the TFoR. However, most TFoR members expressed that they would not serve under an extension of the TFoR. The final report of the TFoR is identical to the previous report regarding its recommendations. The cover letter included the idea that since there was two years work of material that we hope that experience would be used in further discussions, and make ourselves available.

Stevie Smith noted that all the data including the pros and cons of the recommendations have been disclosed within the posted minutes and reports of the TFoR.

Dr. Meyer and numerous other Councilors thanked both Dr. Galatzer-Levy and Stevie Smith and the Task Force for their tremendous work.

M. RENEW THE AMERICAN PLAN

Dr. Nancy Kulish moved that the Council support and approve the Plan to Renew the American in view that the TFor recommendations were not accepted and therefore there were no bylaws to vote on, and that the Renew Plan is a good one. The motion was seconded.

Before discussion of the motion ensued, Dr. Meyer removed himself as chair being one of the proposers of the Plan and wishing also to take part in the discussions. He asked Dr. Newell Fischer to chair .Dr. Fischer assumed the Chair.

After a long period of debate pro and con, a motion was made and approved to extend the debate an additional 15 minutes.

Nancy Kulish restated her motion, agreeing to an amendment to accept certain specific revisions of the Renew Bylaw amendment. The Councilors received a copy of the revised bylaw amendment. The proposers of the Plan to Renew the American Bylaw have unanimously agreed on these changes, following recent discussions. The most substantive change allows Affiliate Members to be elected to the Board of Directors.

Dr. Lynne Moritz read the revisions.

Page 3: Rights and Privileges of Affiliate Members, last line should read as: except that Affiliate members may not hold office. "...or serve on the BOD" was removed. Page 6: Psychoanalyst Directors: ...There shall be 15 Psychoanalyst Directors who shall be elected by the Active members including Senior Active Members, and Life Active Members and Affiliate Members of the Association from the among the Active and Affiliate members of the Association

Page 7: Eligibility for Psychoanalyst Directors: ..Psychoanalyst Directors shall be elected from among Active and Affiliate members in the Association in good standing.

The revisions are in support of allowing Affiliate Members to serve on the BOD.

At the bottom of Page 7: Election and Term of Psychoanalyst Directors: ...The initial Psychoanalyst Directors shall be elected by a plurality of the votes cast by the members eligible to vote and present... ADD "...in person or by proxy" at a Meeting of Members.

Page 8, Line 6: ...votes cast by the members eligible to vote and present ... ADD "...in person or by proxy"

Dr. Mosher asked for a point of order, objecting to changes being allowed after discussion. Dr. Fischer, as Chair, responded that though he regretted the practice he would allow the changes to the bylaw be incorporated in the motion.

Dr. Kulish accepted the revisions to the proposed Renew Plan as part of her original motion. She commended the Council for its rich discussion and respectful comportment. The motion was seconded. The Council voted 22 to 17 in favor of accepting the Renew Plan. There were 3 abstentions.

N. Dr. Meyer introduced Victoria Bjorklund, Esq, an attorney with Simpson, Thacher and Bartlett specializing in New York State Not for Profit law. By action of this Council, she is also legal counsel to the Association. She met with the Council for 60 minutes after the lunch recess. She answered questions that had been previously submitted to her in writing as time allowed. A detailed report of the questions and her responses is included with these minutes as Appendix A. In response to a question from the floor, Ms. Bjorklund's stated that she would be unable to provide a copy of her written notes.

O. EXECUTIVE SESSION

1. JOINT COMMITTEE ON ETHICS – Dr. Hart

Dr. Hart reported on the conclusions of a review of two local society decisions concerning an ethics charge against an APsaA member. The Ethics Committee voted to expel the member and the member has appealed the decision. In these circumstances, our Ethics procedures require that the President and the Chair of BOPS appoint an Executive Council Ethics Committee consisting of 5 members. Two of the people on the committee need to be Councilors-at-large. At least one of the people needs to be an executive councilor. And two of the people on the committee need to be former members of the Ethics Committee. The charge of the Council Ethics Committee is to oversee the appeal. Dr. Meyer proposed the members of the committee and the Executive Committee unanimously approved the proposal.

2. ELECTION RESULTS

Elections and nominations for office and the various positions in the Association took place in Executive Session. The results are as follows:

Nominated for the Office of Secretary (1 to be elected Fall 2006):

(Term: June 2007 – June 2009 if elected)

Robert Galatzer-Levy, M.D.

Jonathan House, M.D.

Nominated for the Office of Councilor-at-Large (2 to be elected Fall 2006):

(Term: June 2007 – June 2011 if elected)

Ralph E. Fishkin, D.O.

Michael Gundle, M.D.

Luba Kessler, M.D.

Graham Spruiell, M.D.

Elected to the Exploratory Subcommittee of the Nominating Committee:

(Term: June 2006 – June 2010)

Richard P. Fox, M.D.

Nancy Kulish, Ph.D.

Elected to the Committee on Council:

(Term: June 2006 – June 2009)

David Falk, M.D.

Lee Ascherman, M.D.

Mary Scharold, M.D. and Robert Tyson, M.D. were the two Councilors-at-Large appointed to the committee.

Elected to the Membership Requirements and Review Committee:

(Term: June 2006 – June 2010)

Gail Reed, M.D.

Graham Spruiell, M.D.

The Executive Council approved the following recommendations presented by the JAPA Editor to the Editorial Board:

Lee Ascherman, M.D.

Judith Chused, M.D.

Peter Dunn, M.D.

Dianne Elise, Ph.D.

Gerald I. Fogel, M.D.

Peter Goldberg, M.D.

Linda Mayes, M.D.

Donald Moss, M.D.

Richard Munich, M.D.

Dr. Meyer reminded the Executive Council that potential nominees should be willing to stand for office if nominated, complete an ethical disclaimer, and run for no more than one office at a time.

3. HONORARY MEMBERSHIP – Dr. Notman

Dr. Notman presented the recommendations of the committee that the following individuals be awarded honorary membership:

- a. Joerg Bose--. Dr. Bose is the Director of the William Alanson White Institute. He has done much to facilitate the relationship between APsaA and the White, and has made many stellar contributions to psychoanalysis.
- b. Nancy McWilliams. Dr. McWilliams is the President-elect of Division 39 of the American Psychological Association. She is an erudite writer about psychoanalytic diagnosis and case formulation; and was co-editor of the Psychodynamic Diagnostic Manual.
- c. Charles Strozier . Dr. Strozier is professor of history at the John Jay College Graduate Center of the City University of New York, and head of their newly organized terrorism center. He has written psychoanalytically informed biographies of Lincoln and Heinz Kohut, and recently a number of works on terrorism and fundamentalism.

There was discussion of the intention of the criteria for honorary membership.

All the nominees were approved as honorary members by Council.

- P. Dr. Kessler withdrew her motion from this morning, presently on the table, for the inclusion of pro and con statements in bylaw mailings.
- Q. Dr. Kaminer stated that he had been prepared to present a motion that the Council should endorse a very simple bylaw change that could correct certain problems. Following Ms. Bjorklund's presentation, he has become aware that these matters cannot be changed by proposals of Council but require bylaw changes. Therefore he will not present his motion.

R. ESTABLISHMENT OF THE COMPLIANCE COMMITTEE

Whether to take up the tabled motion to establish a Compliance Committee was discussed. Dr. Seelig reminded the Council that Ms. Bjorklund advised against Council creating new committees without first amending the bylaws. Drs. House and Mosher stated their opinions that the bylaws do allow for the Council to mandate a group of its members to report back on a subject and to authorize funding for such a mission. Dr. Meyer reminded the Council that the current bylaws specify that the President appoint all Council committee members.

A motion to bring the original motion re the establishment of a Compliance Committee from the table to the floor was approved with 1 opposed and 1 abstention. The motion returned to the floor for further discussion.

Dr. Procci asked that the following motion be accepted as amended:

WHEREAS the Renewal Plan may not be approved and whereas APsaA's existing bylaws are not in compliance with the law; WHEREAS it is prudent to bring our bylaws into compliance as soon as possible and recognizing that there may be many worthy changes to the bylaws that however wise are not required to bring APsaA's bylaws into compliance; THEREFORE BE IT RESOLVED, that a Compliance TASK FORCE of this Council be formed with the charge to 1) determine and report on the minimum changes necessary to bring our

bylaws into compliance, 2) insofar as alternatives are possible to list the alternatives with pros and cons, 3) to submit to Council a draft report by end of October 2006; to submit to Council a final report by the end of December 2006 so that it could be considered before and during the January 2007 meeting, and that the TASK FORCE goes out of existence at the January 2007 meeting unless Council specifically decides otherwise. BE IT FURTHER RESOLVED that the Compliance TASK FORCE be authorized to spend up to ten hours of legal time in furtherance of its work, including the legal advice in its reports, and that the National Office renders such support as is needed, the Compliance TASK FORCE be constituted by five Councilors TO BE APPOINTED BY THE PRESIDENT AND RATIFIED BY THE EXECUTIVE COUNCIL.

Dr. Gourguechon proposed an amendment to the motion to remove the phrase "Whereas the Renewal Plan may not be approved". She argued that the phrase is not germane to the purpose of the motion, and unnecessarily politicizes the issue. Dr. Procci agreed to the amendment.

Dr. Meyer pointed out that a task force does not have to be ratified by the Council; only standing committees

Final AMENDED Motion: WHEREAS APsaA's existing bylaws are not in compliance with the law; WHEREAS it is prudent to bring our bylaws into compliance as soon as possible and recognizing that there may be many worthy changes to the bylaws that however wise are not required to bring APsaA's bylaws into compliance; THEREFORE BE IT RESOLVED, that a Compliance TASK FORCE of this Council be formed with the charge to 1) determine and report on the minimum changes necessary to bring our bylaws into compliance, 2) insofar as alternatives are possible to list the alternatives with pros and cons, 3) to submit to Council a draft report by end of October 2006; to submit to Council a final report by the end of December 2006 so that it could be considered before and during the January 2007 meeting, and that the TASK FORCE goes out of existence at the January 2007 meeting unless Council specifically decides otherwise. BE IT FURTHER RESOLVED that the Compliance TASK FORCE be authorized to spend up to ten hours of legal time in furtherance of its work, including the legal advice in its reports, and that the National Office renders such support as is needed, the Compliance TASK FORCE be constituted by five Councilors TO BE APPOINTED BY THE PRESIDENT. The motion passed with 1 opposed and 1 abstention.

S. FURTHER NEW BUSINESS

1. MOTION TO FURTHER CONSULT WITH MS. BJORKLUND

Dr. House asked that the Ms. Bjorklund respond to the remaining questions he submitted but that she did not have time to address today. Dr. Meyer suggested that it be done via an informal conference call, rather than written responses, to keep costs down. Dr. House asked that he as well as Dr. Mosher be included on the conference call. He then distributed the questions he had wanted answered.

- Dr. House wished Ms. Bjorklund to inform us whether Dr. Seelig has a vote on the Executive Committee? Is there anything problematic about Dr. Seelig holding both the position of the Councilor at Large and Secretary of BOPS vis a vis Council participation?
- Does the non-profit corporation law allow one individual to occupy two designated seats on the BOD? (our bylaws do not prohibit this)
- Dr. House's other questions related to specifics about the Renew bylaws having to do with limits of oversight of the LLC, powers of the BOD re educational standards, and the appropriateness of phrasing of matters of implementation.

The opinion letter regarding the Renew the American Bylaw from Simpson, Thacher & Bartlett re Renew bylaws was distributed to the Council.

Dr. Kaminer moved that the questions submitted to Ms. Bjorklund including those submitted June 15th but not answered during this meeting because of lack of time be discussed over the phone with Ms. Bjorklund by our Executive Director and Officers, and the replies be distributed to the Council members via internet or whatever is practical. The motion was seconded.

Dr. Mosher proposed an amendment to the motion to authorize the expenditure of *two hours* of legal time maximum for a telephone consultation with the attorney to answer the remaining questions.

The amendment to the original motion was accepted by Dr. Kaminer.

Dr. Seelig objected to being personally named in the questions. She requests that she not be the subject of an investigation.

Dr. Brinich asked if it would be acceptable to have her name removed, but mention the positions?

Dr. Seelig stated that as this would still be a very transparent legal veil; she continued to object.

Dr. House commented that the purpose of the questions wasn't personal; his questions aimed at trying to clarify how we should behave

An amendment was approved to address categories of service, excluding individuals.

Final Motion as Amended: Henry Kaminer moves that the questions that were submitted to Ms. Bjorklund but not answered including the questions submitted today be discussed over the phone by the Executive Director and Officers and Paul Mosher and the replies would be distributed to Council members. Personal references will be removed and there would be a two hour maximum.

The motion passed with 7 opposed and 2 abstentions.

T. REPORT OF THE COMMITTEE ON COUNCIL—Dr. Michael Gundle

After 6 years of service, this is Dr. Gundle's last meeting as chair of this committee. He thanked the officers who helped facilitate formation of the committee, and recalled that Dr. Meyer was the chair of the task force that issued the initial recommendation for the COC. Dr. Meyer commented that Dr. Gundle has worked diligently and has put the COC "on the map". Dr. Gundle received a warm round of applause.

U. AFFILIATE COUNCIL—Dr. Laura Jensen

1. President-elect Laura Jensen reported for Dr. Julio Calderon. The Affiliate Council continues to promote candidate involvement at the national level. The Leadership Academy continues to be an effective endeavor. At this meeting, affiliates are meeting with Dottie Jeffries and Patrick Cody on media relations. The January Leadership Academy will focus on research.

2. Meetings with PIPE to discuss educational issues have been mutually rewarding.

3. The Affiliates have met with members of IPSO and have heard about the TA system from candidates in other countries, including Brazil, Italy, Holland. A candidate exchange program is being established.

4. Election of Affiliate Council officers will occur in the fall, and the new officers will take office at the end of the meeting in January, 2007.

5. Candidate attendance at the D.C. meeting is excellent.

6. A second annual membership drive to recruit all new candidates for APsaA membership will begin October 15.

V. MEMBERSHIP REQUIREMENT AND REVIEW COMMITTEE

The report of the MRRC was distributed. The report, dated June 13, 2006, is attached to these minutes as APPENDIX B.

The report proposed, in general terms, a bylaw amendment and supporting procedures and guidelines to permit application for full APsaA membership to psychoanalysts who did not train at Institutes accredited by APsaA or the IPA.

Dr. Meyer and Dr. Gourguechon answered questions. The proposal was discussed. One questioner requested more specifics on what “substantive equivalence” meant. It was noted that this would be determined by the MRRC as part of its mandate. Dr. Reed and Dr. Mosher voiced similar opinions, that the plan though not perfect was satisfactory. Ms. Wexler said it reminded her of the waiver process for social workers, which has turned out to be a salutary experience.

A motion was moved and seconded to return the recommendations to the MRRC with the request that the proposal be put in bylaws language and then returned to Council. The motion passed unanimously.

W. TRIBUTE TO DR. GEORGE ROARK

Dr. Meyer led a tribute to Dr. Roark, who was completing, at this meeting, 12 years of service to the Association as Parliamentarian. During that period he served 6 Presidents. He has been a colleague and friend to all of us, Dr. Meyer noted. On Wednesday evening, he received APsaA’s Distinguished Service Award.

X. INTRODUCTION OF NEW PARLIAMENTARIAN

Dr. Moritz announced that Dr. Sheila Hafter Gray has been appointed as the new parliamentarian to succeed Dr. Roark. Dr. Gray is eminently qualified, having served as parliamentarian for numerous other organizations as well as other major leadership positions. She was chosen as a result of the efforts of a search committee.

Dr. Gray then made brief remarks. She noted that she will withdraw from the political fray. She went on, “I hope this is the last time I speak. The function of the parliamentarian is like the mother of early life—to be supportive, to advise, to allow the people who are developing and functioning within the social world to do so.”

Y. ELECTION OVERSIGHT COMMITTEE—Dr. Nancy Kulish

Dr. Kulish presented two recommended changes to the Election Guidelines. (see APPENDIX C for complete text.) The first stated that election materials will not be “pre-reviewed” by the Association. This avoids complications such as “prior restraint”.

The second recommended change adds a prohibition against personal attacks against candidates.

The two changes were unanimously approved.

Z. DIVISION REPORTS

1. Dr. Meyer referred the Councilors to pre-distributed reports from the Divisions. That material will not be repeated today. There was nothing to add to the reports for the Divisions on Practice, Governance, Societal Issues, Professional Outreach, Corporate Liaison and Outreach, Associates, and Communications.
2. Advocacy and Liaison—Dr. Pyles

Dr. Pyles introduced Mr. Jim Pyles to give a report on APsaA's recent advocacy efforts and today's Capitol Hill Breakfast.

Mr. Pyles reported that this was the best day ever for the Association's advocacy efforts on Capitol Hill. We are having a tremendous influence. Our privacy issues are pending simultaneously in the Supreme Court (where we are petitioning to bring the Citizens' case) and on the Hill, where we are fighting for privacy protections in pending health IT bills. In a hearing today before the House Ways and Means Committee, Congressman Markey argued strenuously for privacy measures, relying heavily on the arguments and materials we have developed. In our lobbying efforts we utilized the ethics codes of all the major health care professions, all of which include privacy protections. Unfortunately, the IT bills are expected to be voted along party lines, with the Republicans favoring not including such protections as recognizing the right to privacy, notifying patients of breaches, etc. However, ground is being laid for future successes in this area—especially when the inevitable privacy breaches occur with the forthcoming electronic records.

APsaA is having as big an impact on this issue as any organization in the country, Mr. Pyles continued. We are also being called for input on other health care issues such as the Ryan White act, Medicare D, etc. Mr. Pyles has had hundreds of meetings with Congressional members and their staff. We did successfully lobby for the inclusion of a provision in the Ways and Means Bill that the HHS Secretary be required to examine state privacy laws and look for commonalities. President George Bush himself has said, "I expect my health information to be kept private".

AA. Remarks by Co-Presidents of the Council of Presidents of Societies

Dr. Greenberg reported on the Council of Presidents meeting. One participant raised the problem wherein an institute seems to dominate a local society. Other society issues addressed included non-analyst members, categories of membership, building a sense of community, establishing "Friends" groups, how can institutes and societies complement each other, finances, dormant societies, the NY State Licensing law, non mental health representatives on boards of directors, the Center model, consultation, and strategic planning. Future meetings may feature one group presenting in depth.

Representatives from the IPA, President Eizirik, Bob Pyles and Piers Pendred, presented IPA related matters, including the DPPT and CAPSA programs. The latter is an opportunity to obtain IPA funding support for clinical exchanges.

BB. AUDIT COMMITTEE

The Council has approved the establishment of an Audit Committee. Dr. Meyer asked the Council if it wished to have him appoint the members, as required by the current bylaws, or wait for the bylaws to change. It was the pleasure of the Council that the incoming and outgoing Presidents confer to appoint now. After consultation with Dr. Moritz, Dr. Meyer appointed Michael Gundle, Joann Callan, and William Glover. Warren Procci will serve ex officio.

CC. COMPLIANCE COMMITTEE APPOINTMENTS

Dr. Meyer appointed the following Councilors to the Compliance Committee established by Council vote earlier today:

David Falk, Paul Brinich, Joann Callan, Mary Scharold and Joan Wexler.

DD. Dr. Meyer made concluding remarks.

The meeting was adjourned at 5:00 p.m.

Respectfully submitted,

Prudence Gourguechon, M.D.

Secretary

APPENDIX A: Report of Ms. Victoria Bjorklund's remarks

APPENDIX B: Report from the Membership Requirements and Review Committee

APPENDIX C: Recommendations from the Election Oversight Committee

Appendices to be circulated separately.

APPENDIX A

**Presentation by Victoria Bjorklund, Esq.
Executive Council Meeting
June 15, 2006
Washington, DC**

(The following is a detailed report prepared by the Secretary based on Ms. Bjorklund's remarks.)

(Remarks by Ms. Bjorklund are preceded by "VB" and questions from members by "Q" and the number of the question)

VB: I did receive from you a series of questions and I had the opportunity to look at those and so, in the time that we do have, I would like to go through the questions and give you answers to them to the best of my ability.

Q1: Is APsaA is better served by a large or small Board of Directors. In your experience, does the size of the Board of Directors impact its effectiveness? If so, in what way?

VB: Clearly, the size of a Board of Directors has tremendous impact on an organization. The largest board that I have ever seen that is like your organization-- meaning it has chapters or affiliated organizations-- and it has 162 members. One of the things we are discussing with this organization is whether that board is so incredibly large that it is dysfunctional. It is almost impossible for that organization to get a quorum. Therefore, what is happening is that actual functioning of the organization is operating largely through the executive committee of the organization. We do see some organizations, especially large fundraising organizations – UJA Federation of New York would be an example – where a large board is desired because it is placement programs for donors. Those boards are not meant to be real governing boards; they are meant to be fundraising boards. So, the typical place where we do see a large board is when you want to be doing fundraising and you need those board members to be fundraisers. It is not my understanding that this is a need that you are facing at this time, where you need to have board members serving as fundraisers for you.

Another reason that you sometimes see larger than typical board would be one where you are trying to en masse a certain body of skill sets, and you need to have a number of places. For example, we work with Doctors Without Borders. It is very important that they have practicing physicians as well as nurses, midwives, logisticians and then lawyers and bankers on the board as well as representatives of the international affiliates. So they have gone to composite board structures that are based on the attributes that a person brings. So skill sets would be another reason that you would go for a particular composition on the board.

Another problem with large boards is that behavioral psychologists (and psychoanalysts I imagine) would tell you that when you have a large board, people do not have the same investment in the organization than they may have as when there is a smaller board or when they're on a committee of the board where direct responsibility is assigned to them. So, the newer models favor smaller boards. Even for large public charities, smaller boards are being favored. In fact, the Attorney General in New York State has proposed legislation that would limit the size of the board at the outside to twenty-five members. That legislation has not gone forward because the public charities that have the fundraising boards have criticized it so we don't know if it will be promoted. But, clearly the former head of the Charities Bureau took the very strong view that there is a breakdown of behavior of board members through this lack of ownership, lack of

responsibility if boards are too large. In that case, boards get too passive or you get rump groups that start taking over the boards, etc. So therefore, the view is that the ideal sized board is somewhere between seven and fifteen people. So that's a long answer to the question.

Q2: How do you, as an attorney, help a client like APsaA achieve a legal resolution to a problem—conforming to State regulations—when there is distrust and lack of mutual respect among factions of the membership? In fact, how do you avoid the danger that your opinions may be primarily used to achieve a political advantage by one side or the other? Perhaps because you were not fully apprised of the traditional bifurcated nature of the organization. VB: The question goes on but I think that's the critical part.

VB: As a lawyer, I subscribe to the code of legal responsibilities for all lawyers. We are charged to give the best advice that we can to the highest level of our legal and ethical responsibility, and I take that responsibility very seriously as does my law firm. Lawyers are not psychiatrists or psychoanalysts, however, and we typically tend to render our legal advice without looking into the emotional backgrounds in which that advice is rendered. So when I render advice to you, I will look at the facts and I look at the documents upon which I'm asked to be rendering an opinion – not at a political situation. Just to be clear, I have to tell you that the people who have come to us for advice have not given us detailed background on any political situation. So if you were to ask me to advise you or tell you or to comment on whatever this political factionalization is I could not do that. Nor would I be qualified to do that. I am qualified to give you legal advice based on the law as I understand it, and my role to you is as a counselor and as an interpreter of the law applying it to your documents. I also have to tell you that I've been practicing first as an exempt organization's administrative lawyer and then as a lawyer since 1983. In that time, I've represented over 300 exempt organizations including a number of disease charities, federated charities, and membership organizations. All of them have bylaws. All of them have issues from time to time with their bylaws. All of them have disagreements from time to time in the board and in the membership. It's not really the place of the legal counsel to get involved in those kinds of business discussions. What the lawyers are there to do is to analyze and advise from the legal documents. When we saw the problems in your bylaws, we told your colleagues what we saw in those bylaws. We compared the bylaws to New York Law. It is our view, our strongly held view, that you would be well-advised to amend your bylaws. Bylaws are a living document. It is what all organizations do. I understand that there is – apparently from these questions – some problem with amending bylaws. I do not know what that impediment is but I do know what the expectation is of regulators – whether it is the IRS or is the Attorney General or it is someone else like a district attorney coming in. That is, when you find a problem with your bylaws, you fix the problem in your bylaws. Again, it is just the normal course of events that we work through with all organizations. Again, in my twenty-five years of experience, it is what we typically do when we find these kinds of issues. So again, I believe when I tell you that it is my legal advice to you to amend your bylaws to make them in compliance with New York State Law, I am rendering legal advice. I am seeking to do that without putting it into any kind of – I believe “political advantage” was the wording used in the question. Without putting it into a political context, it is the best that I can do to give you impartial advice. What you choose to do with that advice is up to you. But the best that we can do is to render that advice. In fact, because I am bound by the code of legal ethics that applies to lawyers, when we were asked for legal opinion I told your colleagues that we must give a legal opinion within the prescribed framework for rendering a legal opinion by any law firm. You can't just write opinion letters. A legal opinion is a special document that has a special kind of wording. In fact, that wording is among others vetted by the American Bar Association and also vetted by our liability insurance carriers. So there is specific wording and our opinion that was rendered to this organization went through the Simpson Thacher Opinion Committee and was specifically approved by three partners of the law firm including the head of the Opinion Committee. It is in the form where we give a negative assurance that we see the compliance as to form. That is the letter that we have issued to you. Again, I can't control how you use that advice, but I hope I've tried to clarify to you the context in which the advice has been rendered. We are not the historical counsel to this organization. You have other legal counsel in

the past and we were retained in the year 2003 with specific regard to New York Not-For-Profit Corporation Law.

Q3: Can the Board of Directors elect its own chair and secretary to run its meeting and create its agendas without a bylaw change?

VB: My position is that your bylaws tell you how the organization elects officers. Therefore, I do not believe that you could just go when you have a bylaw that is approved by your board and your membership and just disregard it to go into some other alternate mode of operation. In fact, I believe that that raises potential liability for the organization. Again, my strong advice to you is to amend your bylaws rather than to come up with alternate approaches at this time. My advice would be that Article IV of the Association's current bylaws provide for election of the Association officers: President, President-elect, Secretary and Treasurer by the Association members. I mentioned to you that we represent a number of other organizations. We have seen recently several older organizations, organizations formed at the end of the 19th century formed under the pre-1970 Membership Corporation Law that also have officers elected by members. I wasn't practicing law in 1970 when that law was repealed but I do believe that there are vestiges of that kind of approach. It is not the only approach, and it's often the case that the board does elect its officers from among the membership or from among the members of the board. That is not what your bylaws say, and there is a historic reason that I wasn't there at the beginning to find out. But this is what your bylaws do say. As far as I know, you have no impediment to following your bylaws. This is what your members have approved for your organization. Again, the current bylaws provide that the President and the Secretary of the Association serve respectively as the chair and the secretary of the Executive Council which is your Board of Directors. Therefore, under the current bylaws, the chair and the secretary of the Executive Council are elected by the Association members and not by the Executive Council. It is our view that if you want to change that, that membership should have the right to approve that bylaw change since they were the ones who blessed it in the first place.

Q4: Can the Board of Directors at this meeting or the next add its own chair and secretary as well as its elected chair of the Committee on Council to the Executive Committee without proposing a bylaw change?

VB: Article VI Section 1 (a) of the Association's current bylaws creates the Executive Committee and states the following individuals will be members of the Executive Committee: the President, the President-elect, the Secretary, the Treasurer, the Chairman of the BOPS and the Secretary of BOPS. Article VI Section 1 (b) states that the President and Secretary of the Association serve as the chair and secretary the Executive Committee. So if the Executive Council would like to change the composition of the Executive Committee and/or the appointment of the chair and the secretary, we believe that Article VI Section 1 of the Association's bylaws would need to be amended accordingly.

I'm sorry to be so technical with you, but I realize that I think there are accusations that I'm not given full information or something, but I want you to understand I am reading the document and reacting to the document. That is why I'm citing to you the cross references in the document because I am looking at what you have that is your governing document. The law says that when you have bylaws, they are the governing organizational document. I think that now that your bylaws say that it's not up to various people to be trying to override the bylaws. I believe the proper framework is for you to go back and amend the bylaws. That is my advice and that would be what I would recommend on that.

Q 5: Can the Board of Directors add the duly-elected President of the Affiliate Council to the Executive Committee as a non-voting member along with the present non-voting member chair and secretary of BOPS again without a bylaw proposal passed by two-thirds of the members?

VB: As I just noted to you, Article VI Section 1 of the bylaws specifies by title the members of the Executive Committee. Those specified members do not currently include the President of the Affiliate Council. Therefore, if the Executive Council would like the presence of the Affiliate Council to be a non-voting member of the Executive Committee our advice is this Article VI Section 1 of the bylaws would to be amended accordingly.

Q6: Can the current Board of Directors establish and elect chairs of an audit committee and oversight committee without changes to the bylaws?

VB: Committees in New York are structured differently than in any other State in the country. I mention that to you because we've had discussions of committees the last time I visited with you. And I know that committees are of great interest to you. Somebody was asking me about my book, "New York Non-Profit Law and Practice." We are revising it this summer to write the second edition. And I told my co-authors, 'we're going really make that committee section big!' Because I've got a lot of clients, but you guys are the winners who have the most questions about committees [laughter]. Under the law, committees include: the standing committees of the board and they have to be composed of board members; the special committees – which New York says have board members, and; the committees of the corporation. The committees of the corporations are the ones that don't have to have board members. Where you could put people on the same way you elect them as officers. The reason that the committees of the corporation are different is because they do not have the fiduciary duties that apply to them the same way board members are bound by fiduciary duties. Therefore, in regulating charities and under our law, the committees of the corporation are more advisory to the board and the board takes the advice and does the action. Therefore, if you are a private school in New York, and you want to have the "master of the universe" business investment experts on your finance committee or your audit committee, you make it a committee of the corporation. Therefore, those people can be on that committee even though they don't want to be on the board because they don't want to have the potential liability of being a board member as they often only want to work on the investments and don't want to work on other issues. Again, that is where we typically see committees of the corporation used. Again, the Not-For-Profit Corporation Law Section VII 12 (a) says 'If the Certificate of Incorporation or the bylaws so provides' the board of the not-for-profit corporation may designate from among its members and executive committee, meaning the members of the board, and other standing committees each consisting of three or more directors. Article VIII Section 1 of the Association's current bylaws state that, "The President of the Association shall make all appointments to committees of the Executive Council." As we've advised you, this provision is not in compliance with Section VII 12 (a) of the Not-for-Profit Corporation Law because the Not-For-Profit Corporation Law requires that standing board committees be appointed by the full board and not by an officer of the board. So because the Executive Council is not specifically authorized in the Association's bylaws to create other board committees that haven't been specified in the bylaws and it authorizes the creation of such committees if the certificate or bylaws so provide, our view is that the Executive Council is not permitted to create other committees that aren't specified in the bylaws without Article VIII Section 1 being amended so to provide. Again, the easy fix here, the typical fix, and the fix that everybody else would use is to amend the bylaw.

Q7: Some have suggested that the Executive Council create the positions of chairman and secretary of the board or alternatively an executive committee of the Executive Council which would provide leadership to the Council. Are these administrative steps within the Council's authority?

VB: This is similar to the question we talked about before. As I said, Article V Section 1 (f) of the Association's current bylaws provides that the President and Secretary of the Association serve respectively as the chair and secretary of the Executive Council, your Board of Directors. Therefore, the chair and secretary are elected by the Association's members and not by the Executive Council. So if the Executive Council would like to elect their own chair and their own

secretary, our view is that Article V Section 1 (f) of the Association's bylaws would need to be amended accordingly.

Q8a: If the Executive Council attempts to pass a resolution to modify or vacate the bylaws provisions and procedures without submitting a bylaws proposal to the membership for a vote, may a minority of Councilors file suit to stop action on the resolution or to stop its implementation? The suit would be to force the majority to go through the process of formulating and submitting a bylaws change in order to accomplish their goals?

VB: One or more directors of a New York Not-For-Profit Corporation could be viewed as having violated their duty of obedience to the corporation if the directors allow the corporation knowingly and intentionally on an ongoing basis to be in non-compliance with provisions of the law. If there is a breach of duty of obedience under Section 720 B 1 of the New York Not-For-Profit Corporation Law, other directors or officers of the not-for-profit corporation will be permitted by law to bring a derivative action—that would be one brought in the name of corporation--against the directors that breached their duty. I want to mention to you that derivative actions in the charities area are not usual. However they are not unknown. I'm handling one right now, unfortunately, for a very major organization. The legal fees there, and I'm handling it on behalf of the defendant against whom the derivative suit has been brought, it's a university, are now over \$24 million. That is approximately split: \$12 million for the plaintiff bringing the suit and \$12 million for the university defending against the suit. In my opinion, this is a terrible use of charitable money. I certainly wish that this person who's the plaintiff would agree to go to arbitration or otherwise settle this matter so that this money could better be spent on the educational purposes for which this organization exists. However, that shows you by operation of law how these things go. Yes, those kinds of actions can be brought and if there's merit to the actions, there can be indemnification from the assets of the organization to the party that prevails in litigation. But as an exempt organization lawyer, I always try to keep my exempt organization clients out of court because it, unfortunately, is usually a very expensive and difficult process. That having been said, we have seen situations: one of them was a case brought before Judge Beatrice Shengswift, then the chief judge of the court in New York, which would be the New York Supreme Court where such a case in your case would go. That was a case where a group of individuals tried to prevent the ability to gain a quorum so that action could not be taken at a meeting because they didn't like where the board was going on certain changes. They came to the organization and stood in the hallway and would not enter the meeting room. So that, through some quirk of the law, namely trying to block quorum, the judge said "you're trying to get me to rule that an organization that in good faith is trying to move forward and take votes to take action, can't go forward and take those actions because you're not willing to give them the quorum?" She said you've got to be kidding"; ruled against them and gave all expenses to the defendant for that. I mention that to you because I would say that if the Attorney General got involved here – the Attorney General has to be a party to a suit involving a charity whether it's a derivative suit or direct suit – my personal view is that the head of the Charities Bureau would bang heads together and say, "Come on guys. Amend the bylaws! Fix this up and don't waste money by going to court." Jerry Rosenberg is the person who is the new head of the Charities Bureau. He is a terrific lawyer, a practicing lawyer. He's a former federal prosecutor, US attorney. He really understands litigation and really understands what litigation involves as he was a litigator. He did litigation on behalf of among others the Rudolph Nureyev Foundation and its operation. So he understands charities situation from a practical perspective. He also understands that sometimes you do make discoveries where there needs to be a compliance correction and then you move forward in good faith to make the compliance corrections. In any case, I think it is possible, yet costly. A court would, if this went forward, order mediation, and that the correction that would be ordered on mediation is amendment of the bylaws. Sorry to have the same refrain come through but that is the refrain.

Q8b: There were questions about indemnification in such situations.

VB: Article IV Section 8 of your current bylaws provides indemnification to the Association's directors and officers. It says that, "It is the policy of the Association to provide indemnity to its officers and Councilors who acted in good faith and reasonably believed that their conduct in their capacity as officers or Councilors was in the Association's best interest or in the case of all other conduct was at least not opposed to the best interest of the Association and in the case of criminal proceedings had no reasonable cause to believe that the conduct was unlawful." We are not in criminal land, but your indemnification proceeding goes on to say that, "Indemnification is prohibited if the officer or Councilor is found to be liable to the Association or judged to receive personal benefits from the transaction." And finally, "All requests for indemnity shall be submitted to the Executive Council of the Association." That's a bit of an ambiguous provision. It doesn't say approved by, but submitted to. Presumably it meant approved by. But I note that under Section 722 C of the New York Not-For-Profit Corporation Law, the law states that a corporation may indemnify any person made or threatened to be made a party to an action by or in the right of the corporation to procure a judgment. That language—by or in the corporation—does allow indemnification in the case of these kinds of derivative suits about which I was asked. But you have to believe that you're acting in good faith for a purpose that you reasonably believe to be in the best interest of the corporation. That's the kind of thing people focus on when these kinds of cases come to court. New York State does have indemnification that can be mandatory if you go to court and seek it if you have prevailed. Indemnification means that the organization or the organization's insurer take their assets--if its paid by the organization then you go to your insurer to be reimbursed above your deductible amounts and if its done by the insurer, the insurer takes over control of the litigations and handles it that way.

Q9: Regarding Delaware. I understand from your listserv the following questions were posted: "One of the hallmarks of the Renewal plan is the removal of some of BOPS functions to a Delaware Corporation to escape the fact that we have been out of compliance with the New York State regulations under which we are chartered. I wish to address a question, as yet not asked, as to why this is being done and what it says about the proposal. Delaware, a state which was dominated by the Dupont Company, became a bastion where marginal companies could be set up. Following the era of stock swindles and the increased power of federal and state agencies over anti-trust regulations and corporate fraud, most states made more stringent democratic governance a part of their corporate guidelines. While we are a non-profit corporation, the laxness of the Delaware corporate requirements allows for many more freedoms for a board in its corporate operations than most other states."

VB: This question goes on for quite some length and then somebody endorsed that. This person said that he endorsed this persons' view of a move to a Delaware-based corporation, and it struck him as a sociopathic solution to a legitimate legal issue. I have to tell you that I don't know anything about sociopathic solutions but one thing I do sadly know is what it's like to deal with the New York State Secretary of State. The New York State Secretary of State – when we got the Limited Liability Company Law – has interpreted that law to say, that an LLC—and remember that is what we thought would be very helpful here because an LLC is seen by the IRS for tax purposes as your same corporation. It's disregarded for tax purposes. So you could have one entity with this LLC which is your entity as part of a single organization and yet the not-for-profit law doesn't address LLC. You have to look at the LLC law. The LLC law in New York states, and has been interpreted by the Secretary of State of New York to say that an LLC may be formed for any legitimate business purpose. So the New York State's Secretary of State has taken the position that a not-for-profit organization does not have business purposes. I have incorporated a number of a number of LLCs in Delaware for not-for-profit organizations because Delaware does not take that interpretation, and therefore, it has not blocked the creation of LLC for not-for-profit organizations. When I was over at the AICPA earlier today, I had the opportunity to ask 190 CPAs if any of them had ever seen an LLC formed for a non-profit in New York State. Not one of them had. The luminaries of the non-profit bar of New York were there. You could try to go to New York and form an LLC, but would I be a good advising lawyer to you if I tell you, "you want to

be the guinea pig case”? I’d also tell you that I am trying to operate for you on a very strict budget limitation. That’s one reason I don’t know about your politics, because it would be too expensive for you to tell me. So I don’t know about that and I am giving you the advice that the only place where I have ever incorporated an LLC for a New York not-for-profit organization including respected clients like the Robin Hood Foundation (which has a Delaware LLC) is in Delaware. You may think that DuPont got away with a lot, but frankly most of the corporations in America today are formed under the laws of Delaware. Delaware is seen as having the most sophisticated Chancery court in the country. If you had looked at cases like the Disney case and the Oracle case, I do not understand how a person could think today that Delaware is not at the cutting edge of law and not a “sociopathic” – to use the adjective of the question – kind of area for corporate governance. It is considered a sophisticated and luminary state which has a plethora of litigation such that its corporate law is more well-developed than most other states. I would love to give you a New York LLC if I knew, without the cost of going and doing it and the possible delay of getting an opinion or going to court, that we could do it for you. So far I haven’t found anybody that’s done it. Therefore, I want you to understand the background for the legal advice that we had given you is trying to give you advice in a cost effective way. We think you could go into Delaware do this on a one-day filing and have a legitimate LLC that would be respected by the New York State legislators. We’ve done this before many times and they have no problem with it; they’re aware of this issue. To the best of my recollection, they don’t know if it can be done either. Again, it’s just not something we’ve seen done. I want to be really clear about that.

I’m afraid from the tones of these questions that people are reading into the legal advice something that I don’t think is there. If anybody reads into this that we’re somehow trying to skirt the law, I really want to say to you very honestly that is not the case. There was a good legal reason for us giving you that advice.

The proposed amended and restated bylaws of the Association contain this provision that would divide the current functions. With BOPS being structured this way, one of the reasons that we suggested this LLC rather than a separate not-for-profit corporation was also the administrative and cost-efficiency reasons. You should be cost sensitive. That’s part of the fiduciary duty of this body. It is true that, as an LLC, the accreditation board would need to maintain its own separate books and records, but as a disregarded entity for tax purposes you would achieve economies of scale. For example, you wouldn’t be required to file a separate application for recognition of exemption on for 1023 with the IRS. The attendant delays for that is a year to a year and a half. For a disregarded entity, there is no delay. As long as it is set up properly, it’s immediately effective. You don’t have to file a separate 990, you don’t have to have the separate audit. It could all be done as one part. Therefore, that is a good saving. If you don’t have to have the separate financial filings, I would imagine that you could estimate that would save \$5,000 to \$12,000 additionally again. Again, there’s not an ulterior motive to do it this way. It is a cost saving way of doing it and doing it in Delaware and doing it for administrative cost saving reasons, is the reason for the advice that we were giving.

Q10: Must the Executive Committee take votes and record votes on its transactions?

VB: Article VI Section 3 of the Association’s current bylaws state as follows, “The vote of the majority of members of the Executive Committee present as defined in Section 4 of this Article VI at a meeting at which a quorum is present shall be necessary and sufficient to take any action.” So Article VI Section 4 of the current bylaws require that the Secretary prepare minutes of the Executive Committee meetings. Article VI Section 5 of the current bylaws require that the Executive Committee, “keep a record of its transactions and the Secretary shall report the same to the next meeting of the Executive Council.” Therefore under these provisions of the Association’s bylaws, the Executive Committee should take votes on actions being taken and record those votes in the meeting minutes. That’s our view because of this wording.

Q11: If there was an objection to an action by a member of the Executive Committee, may the Executive Committee take the action without taking a vote?

VB: In my view – NO. Article VI Section 3 of your current bylaws state, “the vote of the majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be necessary and sufficient to take any action.” Therefore the word ‘necessary’ seems to suggest that a formal vote of the Executive Committee is required in order for the Executive Committee to take action.

Q12: If there is no objection to an action, may the Executive Committee take the action without a vote on the basis of the unanimous consent? It goes on to say that this question arises because of the necessary wording in the bylaws which appears to overrule Robert’s Rules of Orders.

VB: Again, Section 708 B of the Not-For-Profit Corporation Law permits a board or committee of a board to take action without a meeting if all of the members of the board or committee consent in writing. You have to have it ALL consent in writing. You can consent to do something or you consent not to do something but has to be unanimous to do things by unanimous written consent. Absent that, it appears that if you want to take actions you have to take that action by a vote, and by recording the vote.

Q13: On actions other than those taken in Executive Session, may the Secretary record the total number of votes on any given transaction or must the Secretary identify how each committee member voted?

VB: Neither the Not-for-Profit Corporation Law nor the Association’s current bylaws require that the Secretary identify how each member of the Executive Committee voted on a given action. Therefore, the Secretary may record, in my opinion, in the meeting minutes, the total number of votes in favor, the total number of votes against, and the total number of votes for abstention. However, I will tell you that the IRS for example in the new code Section 4958 Intermediate Sanctions Rules and Regulations has stated that if a director wants to prove that he or she is not liable for an action they believe is being incorrectly taken by a board or a committee of the board, that the preferred action of what they should do is request the Secretary to identify that person by name in the minutes as having voted against the action. And so at least at the federal level we are seeing a new emphasis in having minutes where people are recording that they are abstaining or are voting against an action. Those of you who may have been following the American University situation with regard to the President compensation may be aware— something that we in NY saw a long time ago in the Adelphi case. The Attorney General came in to look at the Adelphi case and they removed all the members of the board for a breach of their fiduciary duties as board members to the organization except one. That guy had a record of voting against things and it could be tracked that he was the guy who said he thought there was a problem with these actions. Again, I’m giving a gloss that goes beyond the question but I did want you to understand that that would be why somebody might want to ask the Secretary to record the vote one way or another. Were that to be the case, the Secretary should make that note in the minutes. When we see it and do it, people say, “I would like to request that the minutes show that I, Victoria Bjorklund, voted against this action.” In fact, I’ve seen situations where at the next meeting someone says, “Wait a minute. I request that these minutes be amended. I asked to specifically be recorded and you didn’t do it.” I’ve seen that kind of thing happen.

Q14: May the Chair and the Secretary of BOPS vote on the Executive Committee?

VB: I know we’ve had this conversation in the past, so I know it’s important to you. As you know, Article V Section 1 (e) of the Association’s bylaws state, “The Chair and the Secretary of BOPS shall serve as non-voting ex officio members of the Executive Council.” Article VI Section 1 (a) provide for the chair and secretary of BOPS to serve on the Executive Committee in a voting capacity. Again, under New York Law as we’ve discussed, to be a voting member of the

Executive Committee—a committee which has been delegated authority on behalf of the Executive Council—you get into this fiduciary duty issue. That is – as you know – this place where we have seen a question of not being in compliance. Unfortunately, the Attorney General's office is quite serious about this as is your liability insurance carrier as our plaintiffs when problems come up, and as your lawyers when we're giving opinions. If you have to give an opinion that something is duly authorized, you want to make sure everybody who's voting on that is duly authorized to vote. That's why this point matters. That's why I continue to believe that you should fix this point by amending the bylaws. In any case, until the Association's current bylaws are amended to resolve this matter, and for these reasons, it's our advice that the chair and secretary of BOPS should serve in a non-voting capacity.

I'm out of time. I apologize that I didn't get through all the questions. I have pages more of answers to this, but I hope we got through the key questions, and that this has been helpful and informative to you. Thank you for your attention. [Applause]

REPORT TO EXECUTIVE COUNCIL FROM MRRC RE BYLAW PROPOSAL

June 13, 2006

Bylaw Amendment and Supporting Procedures and Guidelines to Permit Application for Full APsaA Membership to Psychoanalysts Who Did Not Train at Institutes Accredited by APsaA or the IPA

INTRODUCTION:

This report is for the purposes of discussion by the Executive Council, towards the goal of producing a bylaw proposal regarding membership for individual applicants who did not train at APsaA or IPA accredited institutes. This work is dependent on the vision of past president Newell Fisher, and the tremendous work of the Task Force on Expanded Membership Criteria under the leadership of Harriet Wolfe. The Task Force was initiated by Newell Fisher in 2002 and reconfigured and reappointed by Jon Meyer and Eric Nuetzel in 2004. The Task Force has now been discharged with much appreciation and many thanks.

In setting procedures and guidelines and making individual determinations, the MRRC will reference the Standards for Psychoanalytic Education established by the Board on Professional Standards and the published Standards of Psychoanalytic Education of the Accreditation Council for Psychoanalytic Education. Psychoanalysis is a substantial body of knowledge about human functioning and a form of individual psychotherapy with the goal of bringing unconscious mental content and processes into awareness in order to expand an individual's self-understanding, enhance adaptation, alleviate symptoms of mental disorder, and facilitate character change and emotional growth. Psychoanalytic work is characterized by both depth and intensity, which are achieved in the context of frequent and long-term treatment sessions. The standards further describe pre-matriculation level of education, in-depth personal analysis, supervision, and didactic curricula considered to the foundation of an education in psychoanalysis.

OVERVIEW

This outline of the bylaw proposal consists of three parts—A, B, and C. Section A has six important interlocking components. Please see the following material.

- I. Bylaw Proposal. (This will be written in bylaw language if approved by the Executive Council as to intent.)
 - A. Components of the Proposal in Principle
 1. Establishment of equivalence as basic principle
 2. Establishment of sponsorship as core supporting principle
 3. Authority of MRRC in procedural matters to establish and alter procedures and appeals process with the approval of the Executive Council.
 4. Authority of the membership in relation to principles and guidelines. Changes in principles and guidelines will be submitted to the membership in bylaws language for a vote (2/3's of those voting required for approval).

5. Authority of MRRC over individual determinations
 6. Establishment of appeals process
- B. Procedures of the MRRC regarding individual applicants who train via pathways other than IPA or APsaA accredited institutes.
 - C. Numerical Guidelines of the MRRC for applying the procedures.
- II. Guidelines for letters of sponsorship
 - III. Appeals process

PROPOSED BYLAW

- I. BYLAW PROPOSAL (*not in bylaw language*)
 - A. Basic Statement: APsaA membership will be open to psychoanalysts whose training occurred outside the institutes accredited by the APsaA or the IPA, but is deemed equivalent to APsaA/IPA training. Applicants who trained in formal institutes will be welcome as well as applicants who trained via individualized pathways. Such membership applications shall be supported by letters of sponsorship from two active APsaA members. In order to determine equivalence and sponsorship criteria, the MRRC will from time to time establish procedures. The initial procedures and any changes thereafter must be approved by Executive Council. The MRRC will submit a list of recommended new members to the Executive Council for its approval at each of the two national meetings of the Association. The MRRC will establish an appeals process by which an applicant can challenge a negative determination. Changes in the guidelines or in policy will be submitted to the membership in bylaws language for approval (2/3's of those members voting required for approval.)

- B. MRRC PROCEDURES REGARDING INDIVIDUAL APPLICANTS WHO TRAIN VIA PATHWAYS OTHER THAN THE IPA OR APsaA ACCREDITED INSTITUTES

Applicants shall submit in writing the following information:

1. Evidence, including numerical data, regarding frequency and length of time, of deep immersion in all aspects of psychoanalytic training, including the following:
 - a. Description of psychoanalytic training that includes courses, personal analysis and supervision of control cases;
 - b. Descriptions of all supervised cases comprising patient age, gender and diagnosis; frequency of sessions, duration and total hours; frequency of supervision, duration, total hours and name of supervisor;

- c. Description of training background of supervisors and personal analyst, where known, and specification of their professional psychoanalytic affiliations;
 - d. Letters of reference from supervisors of two or more training cases, or provision of reasons for their unavailability;
 - e. A letter from director of training institute, if applicable, attesting to completion of training.
2. Additional documentation as follows:
- a. Attestation of adherence to ethical standards;
 - b. Letters of sponsorship from two active members of APsaA who are familiar with the psychoanalytic professional activities, integrity and ethical conduct of the applicant (see Section V. below);
 - c. Additional information about applicant's psychoanalytic activities (e.g., administration, scholarship, research, consultation, teaching) that would provide further depth to the application.
 - d. The MRRC may, at its discretion, direct inquiries to references, sponsors, supervisors and Institutes noted in the application.

In its determinations, the MRRC will utilize the numerical guidelines delineated in Section C. In the case of an application where numerical guidelines are not met, the MRRC can, at its discretion, consider other aspects of the applicant's contributions to psychoanalysis.

C. NUMERICAL GUIDELINES OF THE MRRC FOR APPLYING THE PROCEDURES

- 1. The applicant will have had a personal analysis conducted at a frequency of four or five times per week, or its substantive equivalent in the instance of the individual applicant. The analysis may be conducted either as part of training or outside of training
- 2. The applicant will have treated at least two but preferably three cases at a frequency of 4 or 5 times per week or its substantive equivalent in the instance of the individual applicant. The clinical experience is to be accompanied at the same time with supervision or ongoing consultation, for a substantial period of time, either while in training or after training.
- 3. The applicant will have completed a minimum of four years of course work or its substantive equivalent in the case of the individual applicant. Continuing psychoanalytic education, with documentation, may be used to fulfill this requirement.

SPONSORSHIP LETTERS

II. GUIDELINES FOR LETTERS OF SPONSORSHIP

- A. Each application for membership shall be accompanied by sponsoring letters from two Active Members of APsaA. Application materials will contain a set of guidelines for the writers of the sponsoring letter that can be duplicated by

the applicant and provided to his/her sponsors, or the sponsor can obtain these directly from the Secretary of the MRRC.

- B. A letter of sponsorship is considered by the MRRC to be a crucial part of the total application. It shall contain the following information:
 - 1. Evidence that the applicant has a serious commitment to psychoanalysis and demonstrates an understanding of psychoanalytic concepts and process.
 - 2. Description of scholarly contributions, when applicable
 - 3. Description of leadership contributions, when applicable
 - 4. Description of other contributions to the psychoanalytic community, local, national and international
 - 5. Description of contributions to the broader social, educational, artistic and or political community
 - 6. Personal qualities regarding character
 - 7. A statement about the applicant's ethical standards as known to the sponsor.
 - 8. As a general guideline, letters of sponsorship would be expected to be about two to three single spaced typed pages in order to provide sufficient depth of information

- C. The MRRC shall, at its discretion, have the option of returning a sponsorship letter to the sponsor for additional information if the MRRC feels that the letter is lacking in sufficient detail.

III. APPEALS PROCEDURE

- A. At the Mid-Winter meeting the President in consultation with the MRRC shall appoint a panel of nine Active members, three to serve for a term of one year, three to serve for a term of two years and three to serve for a term of three years. Members of the panel shall be drawn from outside the MRRC.
- B. At each subsequent Mid-Winter meeting, three new members of this panel shall be appointed for terms of three years to replace the members whose terms are expiring.
- C. In the event of an appeal, an appeals committee of three members shall be selected by lot from the panel of nine members to hear the appeal.
- D. The appeals committee's decision shall be final.
- E. An appeal must be initiated in writing by a prospective applicant whose application for membership was turned down. Appeals cannot be instituted by third parties.

Respectfully submitted,
Prudence Gourguechon, M.D.
MRRC Secretary

APPENDIX C
Minutes of the Executive Council Meeting
June 15, 2006

Report from the Election Oversight Committee to the Council regarding proposed changes in the guidelines.

**Proposed Amendments to the Election Guidelines
June 2006**

PART II. RESOURCES

C. Use of Resources of the Association

Add to end of the section the following paragraph:

“Neither the association, nor the Election Oversight Committee will take responsibility for, nor *pre-review*, contents of election materials.”

PART III. RESOURCE USERS

A. Members:

All members are expected to adhere to common standards of decency and ethical behavior. The character, background and experience of candidates for office are relevant matter in discussions related to elections. The use of innuendo, untruth or damaging rumors in any form is unacceptable.

Add: “Personal attacks against candidates are not allowed.”

Remove: “The character, background and experience of candidates for office are relevant matter in discussions related to elections.”

The section should then read as follows:

“All members are expected to adhere to common standards of decency and ethical behavior. The use of innuendo, untruth or damaging rumors in any form is unacceptable. Personal attacks against candidates are not allowed.

Members who are not candidates for office are subject to the same guidelines as are candidates in their use of personal, association and local society resources in their campaigning for the election of candidates.”