



American
Psychoanalytic
Association

**BYLAWS
OF
THE AMERICAN PSYCHOANALYTIC ASSOCIATION**

**122 E 42nd Street, Suite 2310
New York, NY 10168**

**Amended through
February 2, 2023**

**BYLAWS
OF
THE AMERICAN PSYCHOANALYTIC ASSOCIATION, INC.**

TABLE OF CONTENTS

ARTICLE I	NAME	4
	Section 1. Name	4
	Section 2. Fiscal Year	4
	Section 3. Seal	4
ARTICLE II	PURPOSE <i>(rv 2/2/23)</i>	4
ARTICLE III	MEMBERS <i>(rv 2/2/23)</i>	4
	Section 1. Membership Classes <i>(rv 6/9/17) (rv 2/7/21) (rv 2/2/23)</i>	4
	Section 2. Membership Eligibility <i>(rv 2/2/23)</i>	5
	Section 3. Ethical Behavior of Members <i>(rv 2/2/23)</i>	5
	Section 4. Dues <i>(rv 1/17/14) (rv 6/21/19) (rv 2/2/23)</i>	5
ARTICLE IV	OFFICERS	5
	Section 1. Officers <i>(rv 6/9/17)</i>	5
	Section 2. Nominations <i>(rv 2/16/18)</i>	6
	Section 3. Election of Officers	7
	Section 4. Vacancies in Office	8
ARTICLE V	BOARD OF DIRECTORS <i>(rv 6/18/20)</i>	8
	Section 1. Composition <i>(rv 6/9/17; rv 2/16/18)</i>	8
	Section 2. Authority <i>(rv 2/16/18)</i>	8
	Section 3. Term of Office <i>(rv 2/16/18)</i>	8
	Section 4. Board of Directors Meetings	9
	Section 5. Executive Committee <i>(rv 6/9/17) (rv 2/16/18)</i>	10
	Section 6. Committees of the Board of Directors <i>(rv 2/7/21)</i>	11
ARTICLE VI	MEETINGS OF MEMBERS	12
	Section 1. Meetings of Members	12
	Section 2. Notice	12
	Section 3. Quorum	12
	Section 4. Proxies	12
	Section 5. Directives to the Board of Directors <i>(rv 6/18/20)</i>	13

TABLE OF CONTENTS (cont.)

ARTICLE VII	COMMITTEES OF THE CORPORATION	13
	Section 1. Standing Committees of the Corporation <i>(rv 6/9/17)</i>	13
	Section 2. Special Standing and Special Ad Hoc Committees of the Corporation	13
	Section 3. Ad Hoc Committees of the Corporation	13
	Section 4. Designated Educational Body <i>(rv 6/9/17)</i>	14
	Section 5. Regarding Board of Directors Authority <i>(rv 1/15/16; rv 6/18/20)</i>	14
ARTICLE VIII	AFFILIATE SOCIETIES AND AFFILIATE PSYCHOANALYTIC STUDY GROUPS	14
	Section 1. Affiliate Societies.....	14
	Section 2. Affiliate Psychoanalytic Study Groups.....	14
	Section 3. Discipline	15
ARTICLE IX	APPROVED INSTITUTES AND APPROVED NEW TRAINING FACILITIES	16
	Section 1. Approval <i>(rv 6/9/17)</i>	16
ARTICLE X	PARLIAMENTARY AUTHORITY	17
ARTICLE XI	AMENDMENTS	18
	Section 1. Submission <i>(rv 6/9/17)</i>	18
	Section 2. Adoption	18
ARTICLE XII	INDEMNIFICATION	18

**BYLAWS
OF
THE AMERICAN PSYCHOANALYTIC ASSOCIATION, INC.**

ARTICLE I. NAME

Section 1. Name.

The name of this organization shall be The American Psychoanalytic Association, Inc. (the "Association"), a not for profit corporation under the laws of the State of New York.

Section 2. Fiscal Year.

The fiscal year of the Association shall be September 1 to August 31. The books of account of the Association shall be audited annually by an independent public auditor selected by the Board of Directors *(rv 6/18/20)*.

Section 3. Seal.

The seal of the Association shall be in such form as adopted by the Board of Directors.

ARTICLE II. PURPOSE *(rv 2/2/23)*

It shall be the purpose of the Association to study, advance; advocate and maintain standards for the training in the field of psychoanalysis; to foster the integration of psychoanalysis with other branches of knowledge; and to encourage scholarship and research that promote the welfare of people.

ARTICLE III. MEMBERS *(rv 2/2/23)*

The American Psychoanalytic Association is committed to being a professional membership organization for psychoanalysts, psychoanalytic psychotherapists, academics, researchers, students, and other interested people – all whose work is profoundly informed by psychoanalytic theory and values, and to supporting their education and continuing professional development.

Section 1. There shall be three classes of membership¹:

A. Clinical Members

Clinical Members are individuals who have completed or are enrolled in a psychoanalytically focused clinical program of education in psychoanalysis or psychoanalytic psychotherapy offered by one of APsA's Institutes, Centers, or Affiliate Societies, or who can demonstrate substantially equivalent training and experience. Clinical Members have voting privileges.

B. Academic Members

Academic Members are individuals who have completed or are enrolled in a psychoanalytically focused academic and/or research program of education offered by one of APsA's Institutes, Centers, or Affiliate Societies, a substantially equivalent program, or those Academics or Researchers who have demonstrated a psychoanalytic approach to their scholarship, teaching, or research. Academic Members have voting privileges.

C. Community Members

Community Members are individuals who are interested in psychoanalytic thought, principles, and values, but do not meet criteria to become Clinical or Academic Members. Community Members do not have voting privileges.

¹ The term "class" is used in accordance with New York State Nonprofit Law. The spirit of this bylaw is to describe categories without any judgment that the term Class might otherwise imply.

Section 2. Membership eligibility under each class of membership defined above shall be determined by the Board of Directors.

Section 3. Ethical Behavior of Members

All members shall behave in accordance with Principles and Standards of Ethics for The American Psychoanalytic Association relevant to their professional discipline and Membership Class.

Section 4. Dues

Annual Dues of every Member Class of the Association shall be set by the Board of Directors.

ARTICLE IV. OFFICERS

Section 1. Officers. The elected officers of this Association shall be a President, a President-Elect, a Secretary and a Treasurer. Assistant officers and honorary officers may be appointed by the Board of Directors. Honorary officers shall perform no duties.

A. President – The President shall have the following duties:

1. preside at all meetings of the Board of Directors, Executive Committee, Nominating Committee, Membership Requirements and Review Committee, and all meetings of the members;
2. appoint committees in accordance with these bylaws and serve as an ex-officio member of all committees, having no vote except in case of ties;
3. together with the Treasurer, verify the Annual Report to members; and *(rv 6/9/17)*
4. perform other duties and have additional authority as granted by law or Association governing documents. *(rv 6/9/17)*

B. President-Elect – The President-Elect shall have the following duties:

1. perform the duties of the President in case of absence;
2. assume the office of President in the event of death, resignation or permanent disability of the President;
3. perform other duties and have additional authority as assigned by the Board of Directors or Association governing documents. *(rv 6/9/17)*

C. Secretary – The Secretary shall have the following duties:

1. ensure that notice of all meetings of the members and all other required notices are properly given;
2. ensure that the minutes of the Board of Directors, Executive Committee, Nominating Committee, Membership Requirements and Review Committee, and all meetings of the members are accurately recorded;
3. certify all official acts and affix the seal of the Association as necessary;
4. collaborate with the chair of the Committee on Programs to organize the scientific program;
5. send a copy of the bylaws to each new member promptly on election to membership;
6. perform the duties of the Treasurer, when so directed by the Board of Directors, in the absence or disability of the Treasurer; and *(rv 6/9/17)*
7. perform other duties and have additional authority as assigned by the Board of Directors or Association governing documents. *(rv 6/9/17)*

- D. Treasurer – Unless otherwise determined by the Board of Directors, the Treasurer shall not be required to give a bond. The Treasurer shall have the following duties:
1. have custody of all funds, securities, evidences of indebtedness and other valuable documents of the Association;
 2. deposit funds and make all disbursements as directed by the Board of Directors;
 3. ensure that complete and accurate financial records are maintained;
 4. render an annual financial report at each annual meeting of members and as requested by the Board of Directors;
 5. together with the President, verify the annual report to members;
 6. perform the duties of the President in case of absence of both the President and President-Elect; and *(rv 6/9/17)*
 7. perform other duties and have additional authority as assigned by the Board of Directors or Association governing documents. *(rv 6/9/17)*

Section 2. Nominations *(rv 2/16/18)*

Nominations may be made only by the Nominating Committee or by petition of twenty members.

A. Nominations Advisory Committee –

1. The Nominations Advisory Committee shall include:
 - a. the most recent Past President of the Association who is available; and
 - b. six other voting members of the Association: two elected each year for staggered three-year terms by the Board of Directors at the annual meeting from a slate of:
 - i. four proposed by the Executive Committee; and
 - ii. additional voting members of the Association proposed by Directors.
2. The members of the committee shall annually elect a Chair and a Secretary, who shall serve for a one-year term and be eligible for re-election during their three-year terms.
3. Not less than ninety days before the annual meeting of the Board of Directors, the Secretary of the Nominations Advisory Committee shall invite each member eligible to vote to submit names for each office to be filled.
4. The Nominations Advisory Committee shall compile a list of the names of voting members of the Association willing to be candidates and the conditions under which each would consent to be a candidate, preferably four for each officer position, eight for the Director-at-Large positions, and four for each open Candidate Director-at-Large position drawn from the names of Candidate Members suggested by Candidate Members, provided, however, that at least one name will be suggested by any Candidate Member body or group within the Association recognized by the Board of Directors. The list of names and conditions shall be sent to the members of the Nominating Committee by the Secretary of the Nominating Committee not less than 24 hours prior to the meeting of the Nominating Committee, which shall be in connection with the annual meeting of the Association.

B. Nominating Committee

1. The Nominating Committee shall consist of all voting Directors.
2. A majority of the Nominating Committee shall constitute a quorum. The vote of a majority of the members present shall be required for action.

3. The President and Secretary of the Association shall be respectively Chair and Secretary of the Committee. The President shall have no vote except after three consecutive tie votes.
4. The names submitted by the Nominations Advisory Committee shall be considered with any other eligible names proposed by the members of the Nominating Committee, along with a statement of consent.
5. The Nominating Committee shall nominate at least two eligible candidates for each office to be filled.
6. The Secretary shall promptly mail a copy of the list of nominees to each member, together with a notice reminding members of their right to make additional nominations.

C. Nominations by Members

1. Any twenty voting members of the Association may nominate one or more eligible candidates for each office by sending a signed petition to the Secretary at least sixty days prior to the fall/winter meeting of members at which the elections are to take place.
2. At least one month prior to the fall/winter meeting the Secretary shall mail to each member a list of all candidates for each office, designating those candidates nominated by the Nominating Committee and those candidates nominated by members.

Section 3. Election of Officers.

- A. The President-Elect shall be elected at the fall/winter meeting of members held prior to the annual meeting of the Association in each even-numbered year, to serve for a term of two years commencing at the close of that annual meeting, followed by a two-year term as President.
- B. The Secretary shall be elected at the fall/winter meeting of members held prior to the annual meeting of the Association in each odd-numbered year, to serve for a term of two years commencing at the close of that annual meeting.
- C. The Treasurer shall be elected at the fall/winter meeting of members held prior to the annual meeting of the Association every third year to serve for a term of three years commencing at the close of that annual meeting.
- D. All elections of officers shall be conducted by written ballot, which may be in electronic form and/or submitted via electronic transmission, in connection with a meeting of members. Every member entitled to vote shall have one vote for each office to be filled; the person receiving the majority of votes cast shall be elected to such office.
- E. If there are not two nominees for an office owing to a death or withdrawal, the Nominating Committee shall hold a special meeting prior to the issuance of the ballots for the election of officers and shall nominate one or more candidates for each office. A revised ballot shall then be prepared and that election shall not take place until the revised ballot has been sent, including via electronic transmission, to the members. If the Nominating Committee does not make additional nominations before the revised ballot is sent to the members, then the election for that office shall be postponed to an adjourned meeting of members. The time and place of the adjourned meeting shall be fixed by the President, and shall be not less than ten days after the revised ballot is sent to the members.
- F. The procedure for issuing ballots shall be the following:
 1. At least thirty days but not more than ninety days before the fall/winter meeting, the Secretary of the Association shall send, including via electronic transmission, to each member of the Association entitled to vote a ballot (which may be in electronic form and/or submitted via

electronic transmission), a letter of instructions, and a proxy form (which may be in electronic form and/or submitted via electronic transmission).

2. The ballot shall contain the name of each nominee selected by the Nominating Committee and also any nominees nominated by the members. The Executive Committee shall determine a form of ballot to ensure that the final result shall yield a majority for each elected position (i.e., when there are more than two candidates, using a preferential ballot that requires a second, third, etc., place votes, with successive elimination of the nominee with the lowest number of votes.)
3. The letter of instructions shall explain the ballot and shall clearly indicate the final return date (which must not be later than seven days before the fall/winter meeting of members). It shall also give instructions for completing the ballot, executing the proxy, and submitting completed ballots and executed proxies, including via electronic transmission.

Section 4. Vacancies in Office. If an office other than the office of President becomes vacant, the Board of Directors shall fill the vacancy for the remainder of the unexpired term.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Composition. (rv 2/16/18)

A. The following shall be voting Directors:

1. eight elected Directors-at-Large;
2. two Candidate Directors-at-Large
3. one Director representing each Affiliate Society;
4. the President, President-Elect, Secretary, and Treasurer;
5. the most recent past Secretary; and
6. up to three past Presidents, whose terms shall be five years commencing on expiration of their terms of office.

B. Directors representing Affiliate Psychoanalytic Study Groups shall be nonvoting Directors. (rv 6/9/17)

C. The President and Secretary shall serve respectively as Chair and Secretary of the Board of Directors.

D. Each Director or alternate must be a voting member of the Association.

Section 2. Authority

The Board of Directors shall have all of the powers in the management of the property, affairs and business of the Association, except as limited by these bylaws, and provided that any such action shall be reported to the members at the next meeting of members. However, at that meeting a majority of eligible members present may disapprove any action that has not been consummated. If the Board of Directors has been directed by the members to investigate, report, or recommend a course of action, it shall have no authority to act beyond the members' direction.

Section 3. Term of Office.

A. Directors-at-Large

1. Two Directors-at-Large shall be elected annually to serve for a term of four years, commencing at the close of the next annual meeting of members.
2. Election of Directors-at-Large shall be governed by the same procedures as the election of officers, except that every member entitled to vote shall vote for as many nominees as there are positions to be filled. If a preferential ballot is employed, the two nominees respectively first receiving a majority shall be elected Directors-at-Large. Should a vacancy be created by a

Director-at-Large being elected an officer at that meeting or any other reason, those subsequently receiving a majority shall fill the unexpired terms in descending order of the remaining length of the vacant term(s).

3. In case of any other vacancy in Directors-at-Large, the vacancy shall be filled at the next meeting of members.

B. Directors Representing Affiliate Societies

1. The Affiliate Societies shall be divided into two groups, to be designated as Group A and Group B Affiliate Societies. A newly designated Affiliate Society shall be assigned to Group A or Group B, and, regardless of this assignment, shall elect a Director and an alternate.
2. Affiliate Societies in Group A shall elect their Directors in odd-numbered years; Group B, in even-numbered years. Directors shall be elected by the voting members of the Society who are also voting members of the Association in accordance with the policies of that Affiliate Society, to serve for a term of two years commencing at the close of the annual meeting of members or until a successor is elected and qualified. *(rv 2/16/18)*
3. The voting members of each Affiliate Society who are also voting members of the Association may elect an alternate for its Director to serve in case of the absence of the Director or to assume the position in case of vacancy. Such alternate shall be elected in such manner as the Society may determine. An alternate shall not be allowed to act until the Secretary is provided with a certificate signed by an officer of the Affiliate Society verifying that the alternate is authorized to serve. *(rv 2/16/18)*

C. Directors Representing Affiliate Psychoanalytic Study Groups *(rv 2/16/18)*

1. A Director shall be elected by each Affiliate Psychoanalytic Study Group by the voting members of the Affiliate Psychoanalytic Study Group who are also voting members of the Association, in accordance with the policies of that study group, to serve for a term of two years commencing at the close of the annual meeting of members or until a successor is elected and qualified.
2. The voting members of each Affiliate Psychoanalytic Study Group who are also voting members of the Association may elect an alternate for its representative to serve in case of the absence of the representative or to assume the position in case of vacancy. Such alternate shall be elected in such manner as the group may determine. An alternate shall not be allowed to act until the Secretary is provided with a certificate signed by an officer of the Affiliate Psychoanalytic Study Group that the alternate is authorized to serve.

D. Candidate Directors-at-Large *(rv 2/16/18)*

1. One Candidate Director-at-Large shall be elected annually by only Candidate Members to serve for a term of two years commencing at the close of the next annual meeting of members. Election of Candidate Directors-at-Large shall be governed by the same procedures as the election of officers, provided, however, that only Candidate Members shall be entitled to vote in the election of Candidate Directors-at-Large.
2. Each Candidate Director-at-Large shall be a candidate in an approved institute of the Association at the time he or she begins his or her term of office.

Section 4. Board of Directors Meetings

- A. The Board of Directors shall meet at least twice each year. Other regular or special meetings may be called by the President and shall be called by the President on the written request of any six Directors.
- B. The Board of Directors shall determine the location of its meetings, which may or may not be held in the state of New York.

- C. Notice of regular Board of Directors meetings shall be given to all Directors at least thirty days prior to the meeting date. Notice of special meetings shall be given in writing not less than 15 days prior to the date of such meetings. If such notice is not given, the meeting is valid if all of the Directors are present. Notice of any meeting of the Board of Directors may be waived in writing before, during, or after the meeting. Presence at such meeting shall constitute receipt of notice, unless such presence is to protest the lack of notice.
- D. The Secretary shall send each voting member of the Association the agenda for the meeting at least thirty days prior to a regular meeting, or at least ten days prior to any other meeting. Such voting members shall be given the opportunity to comment on any items on the agenda; comments received shall be brought to the attention of the entire Board of Directors at such meeting.
- E. A majority of the voting Directors, excluding vacancies, shall constitute a quorum. Action by the Board of Directors shall require a majority of the voting members present, unless otherwise required by law or these bylaws.
- F. At all meetings of the Board of Directors, votes shall only be cast by voting Directors or duly authorized alternates present in person.

Section 5. Executive Committee

- A. Composition – The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Secretary and Treasurer of the Association and four Directors elected by the Board of Directors for up to two successive terms of two years each, as voting members. The President and Secretary of the Association shall be respectively Chair and Secretary of this Committee. *(rv 6/9/17) (rv 2/16/18)*
- B. Authority – Unless otherwise limited by the Board of Directors, the Executive Committee shall have and may exercise any and all powers of the Board of Directors between meetings of the Board of Directors, including the power to authorize the affixing of the seal of the Association to any paper which may require it; provided that the Executive Committee shall not have the power to fill vacancies in the Board of Directors or amend these bylaws. The Executive Committee shall customarily handle contacts between the Association and outside agencies; help Affiliate Societies with matters of organization and in their relationship to the Association; and advise and assist the Board of Directors in the management of the property, affairs and business of the Association.
- C. Meetings – Meetings of the Executive Committee may be called by the Chair of the Executive Committee or shall be called on request of three members. At least seven days before the meeting, notice shall be given to all members of the Executive Committee by any manner permitted by law. A majority of the members of the Executive Committee shall constitute a quorum.
 - 1. Meetings of the Executive Committee may be held by conference telephone call. The Secretary or a designee shall prepare the minutes of all telephone conference meetings, and action shall not be fully authorized until the minutes are circulated and written approval is obtained from all members who were in attendance.
 - 2. A majority vote of the members of the Executive Committee present is required to take action.
 - 3. The Executive Committee shall keep a record of its transactions and report them to the next meeting of the Board of Directors, and as requested. The Board of Directors may amend or rescind any action of the Executive Committee, except that action(s) taken prior to such vote shall stand.

Section 6. Committees of the Board of Directors

A. Membership Requirements and Review Committee (MRRC)

1. There shall be a Membership Requirements and Review Committee, appointed by and from the Board of Directors. The President shall chair this committee and the Secretary shall serve as secretary.
2. The Membership Requirements and Review Committee shall establish procedures for the application and acceptance of Members of all Classes and make recommendations to the Board of Directors for approval. *(rv 2/2/23)*

B. Institute Requirements and Review Committee (IRRC)

1. There shall be an Institute Requirements and Review Committee, whose members will be appointed by and from the Board of Directors.
 - a. With the consent of the Board of Directors, the President of the Association shall serve ex-officio on and chair this committee and the Secretary of the Association shall serve ex-officio on this committee and as its secretary.
 - b. The Institute Requirements and Review Committee shall consist of 8 additional Directors, with 2 of them elected in rotation every year when 2 committee members complete their terms.
 - c. The 8 additional members of the Institute Requirements and Review Committee shall serve staggered 4-year terms, but may serve no more than 2 terms in succession.
1. The Institute Requirements and Review Committee shall:
 - a. Recommend policies and procedures for the application and approval of new institutes.
 1. Approved institutes will employ, at a minimum, the Association's training criteria for membership as set by the Board of Directors and such other criteria as may be adopted and published by the Board of Directors, taking account of the Association's Regional Association status within the International Psychoanalytical Association, or training that is deemed substantially equivalent to these criteria.
 2. When meeting to formulate policies and procedures, the Institute Requirements and Review Committee shall invite members of a designated educational body to join in its deliberations in a non-voting, consultative capacity. *(rv 6/9/17)*
 3. Such policies and procedures shall be circulated to all members of the Association for comment over a period of at least thirty (30) days. At its next meeting following the thirty-day (30) comment period, the Board of Directors shall take action on the comments from members of the Association. Such policies and procedures shall then be approved by 60% of the Directors present and voting at a meeting of the Board of Directors. *(rv 2/7/21)*
 - b. Conduct the review and processing of applications from non-approved institutes for APsA approval.
 - c. Report its findings and recommendations concerning any such applications to the Board of Directors for its deliberation and action.
 - d. Provide outreach to non-approved institutes, inviting them to explore the prospect of becoming approved institutes.
 1. When carrying out its outreach function, the Institute Requirements and Review Committee shall consult with and engage in more extensive discussions, as necessary, with a designated educational body in assisting and promoting the readiness of institutes interested in achieving approved institute status. *(rv 6/9/17)*
 - e. Maintain and periodically publish a list of approved and provisionally approved institutes and new training facilities.

- C. Other Committees - The Board of Directors may, by majority vote of the entire Board of Directors, designate standing or special committees of the Board of Directors. Each committee shall consist of three or more Directors designated by the Board of Directors, and have such powers and authority as directed by the Board of Directors.

ARTICLE VI. MEETINGS OF MEMBERS

Section 1. Meetings of Members.

- A. The annual meeting of members shall be held at a time and place determined by the Board of Directors.
- B. All other meetings of members shall be held at such time and place as shall be determined by the Board of Directors.
- C. All meetings of members may be held within or without the state of New York.

Section 2. Notice.

- A. Written notice shall be sent to each member at the address of record not less than ten days or more than fifty days before the date of the meeting, if sent by first class mail. If sent by any other class of mail, notice shall be sent not less than thirty days or more than sixty days before the meeting. Notice may be included in print publications of the Association, if mailed not less than thirty nor more than sixty days before the meeting. Notice may be printed or reproduced by any similar or allied process, and shall bear the name of the Secretary, which need not be manually signed. Notice shall state the time, place, purpose, and any other matters required by the law or these bylaws.
- B. An affidavit by the Secretary or designee, attesting to the mailing of the notice, shall suffice as proof of notice.

Section 3. Quorum.

One-tenth of the members entitled to vote shall constitute a quorum; provided that, if the number of voting members is fewer than ninety, the presence of one third of the members entitled to vote or of nine members entitled to vote, whichever is fewer, shall constitute a quorum. Proxies shall count for a quorum only for the items which are specified on the agenda or in the proxies.

Section 4. Proxies.

- A. Each member eligible to vote at a meeting of members may cast a vote by proxy. No proxy may be voted on any matter other than those on the agenda provided with the notice for the meeting of members, unless such other matter is specified in the proxy.
- B. Unless otherwise specified by majority vote of the Board of Directors at a meeting occurring at least 95 days before a meeting of members, all proxies submitted in connection with meetings of members shall be irrevocable.
- C. To facilitate voting by proxy by members, at least thirty days but not more than ninety days before each meeting of members, the Secretary shall send, including via electronic transmission, each voting member a proxy form, which may be in electronic form. The proxy form shall be completed and returned by a member, including via electronic transmission, to the Secretary by the final return date indicated on the form.
- D. No proxy shall be valid unless (1) it has been signed, including through an electronic signature, within ninety days of the date of the meeting at which it is to be voted and, (2) it has either (A) been filed with the Secretary not later than seven days prior to the date of such meeting, or (B) sent by electronic transmission, not later than seven days prior to the date of such meeting, to the Secretary or to an individual who has been designated as the member's proxy or to a proxy

solicitation firm or similar agent duly authorized by the Secretary or other designated holder of the proxy to receive such transmission, so long as the means of electronic transmission sets forth or is submitted with information from which it can be reasonably determined that the electronic transmission was authorized by the member.

- E. Upon request, a revocable proxy shall be returned to any member in attendance at a meeting of members.
- F. The Secretary shall notify the Board of Directors at least three days prior to each meeting of members of the number of valid proxies eligible to be cast.

Section 5. Directives to the Board of Directors.

The voting members present may, by majority vote, direct the Board of Directors to investigate, report and recommend as to any course of action proposed to be taken by the members.

ARTICLE VII. COMMITTEES OF THE CORPORATION

Section 1. Standing Committees of the Corporation.

The standing committees of the corporation shall include the Steering Committee, the Nominations Advisory Committee, the Budget and Finance Committee and other such standing committees as the Board of Directors may establish. Except as otherwise provided in these bylaws, the President shall appoint members of all standing committees of the corporation for a term coinciding with the President's term.

- A. Steering Committee – The Steering Committee shall facilitate communication among committees and serve as advisor and consultant to the President. This committee shall include:
 - 1. the President, who shall act as chair;
 - 2. the President-Elect, Secretary, and Treasurer;
 - 3. five members appointed by the President from among the chairs of standing committees, whose terms shall run concurrently with that of the President; and, *(rv 6/9/17)*
 - 4. at the discretion of the President, other person(s) the President may deem relevant. *(rv 6/9/17)*
- B. Budget and Finance Committee – The Budget and Finance Committee shall be chaired by the Treasurer. It shall review the budget prepared by the staff and carry out other responsibilities in regard to budgetary and financial matters of the Association as directed by the Board of Directors or by the Treasurer.

Section 2. Special Standing and Special Ad Hoc Committees of the Corporation

- A. Special standing committees representing two or more components may be established by the Board of Directors. Special ad hoc committees representing two or more components may be established by the President or by the Board of Directors.
- B. Such committees may be composed of representatives of the Board of Directors and representatives of one or more components, or representatives of two or more components.
- C. Appointments to such committees shall be made by the President from among nominees proposed by the participating components for a term to expire concurrently with that of the President, unless otherwise specified by the Board of Directors.

Section 3. Ad Hoc Committees of the Corporation.

Ad hoc committees may be established by the President, who subsequently shall make appointments to such committees for service not longer than his or her term of office.

Section 4. Designated Educational Body (rv 6/9/17)

The Board of Directors may designate and name a component body which will concern itself with matters of psychoanalytic education.

Section 5. Regarding Board of Directors Authority (rv 1/15/16)

No committee of the corporation established pursuant to or cited in Article VII shall have the authority to bind the Board of Directors in any respect whatsoever, including, without limitation, with respect to contracts, monetary matters, or any policies and procedures pertaining to any of the functions or purposes of the Association, such as, for example, policies and procedures pertaining to administration, public information, advocacy, professional education, and certification of psychoanalysts.

**ARTICLE VIII. AFFILIATE SOCIETIES
AND AFFILIATE PSYCHOANALYTIC STUDY GROUPS**

Section 1. Affiliate Societies.

- A. An Affiliate Society shall be composed of ten or more voting members of the Association practicing in a geographic area. Application to become an Affiliate Society shall be made in writing to the Secretary for approval by the Board of Directors. If approved, the Board of Directors shall submit the proposed Affiliate Society to the members at the annual meeting, for ratification by a majority of the voting members present.
- B. It shall be the responsibility of the Affiliate Societies to represent the Association properly in their respective geographic areas and to further its purposes in the maintenance and development of psychoanalysis.
- C. Affiliate Societies and Affiliate Study Groups shall pay affiliation fees set by the Board of Directors.
- D. Each new Affiliate Society shall be designated by the Board of Directors at the time of its admission as a Group A or Group B affiliate society, maintaining an equal number of each. The Secretary shall maintain a list showing these designations.
- E. Should total membership of an Affiliate Society be less than the minimum number required at the time of affiliation for two consecutive years, the President or Secretary of such society shall inform the Secretary of the Association, who shall notify the Board of Directors in writing. The Board of Directors shall take such action as it deems appropriate, including but not limited to terminating all of the rights, duties and privileges of the Director elected by such Affiliate Society.

Section 2. Affiliate Psychoanalytic Study Groups

- A. An Affiliate Psychoanalytic Study Group shall be composed of five or more voting members of the Association Members practicing in a geographic area. Application shall be made in writing to the Secretary for approval by the Board of Directors. If approved, the Board of Directors shall submit the proposed Affiliate Psychoanalytic Study Group to the members at the annual meeting, for ratification by a majority of the voting members present. The Affiliate Psychoanalytic Study Group shall in all respects be formed in the model of an Affiliate Society, with a constitution and duly elected officers. When an Affiliate Psychoanalytic Study Group has ten or more voting members of the Association, it may apply for Affiliate Society status.
- B. The responsibilities of Affiliate Psychoanalytic Study Groups of this Association shall be the same as those of Affiliate Societies.
- C. Should total membership of an Affiliate Psychoanalytic Study Group be less than the minimum number required at the time of affiliation for two consecutive years, the President or Secretary of such study group shall inform the Secretary of the Association, who shall notify the Board of Directors in writing. The Board of Directors shall take such action as it deems appropriate,

including but not limited to terminating all of the rights, duties and privileges of the Director elected by such Affiliate Psychoanalytic Study Group.

Section 3. Discipline.

- A. In the event of a complaint against an Affiliate Society or Affiliate Psychoanalytic Study Group, the chief concern of the Association shall be for the proper maintenance and development of psychoanalysis. All reasonable efforts shall be made to resolve the complaint informally. The failure of any Affiliate to meet any or all of its responsibilities shall be grounds for corrective action, including disaffiliation, which shall include, but not be limited to, the loss of an Affiliate's right to select a Director on the Board of Directors. All meetings concerning disciplinary matters shall be held in executive session.
1. A formal proceeding may be initiated only on receipt of signed complaint, which shall include a statement of the facts on which the complaint is based; any person may sign a complaint, whether or not a member of the Association. A complaint received by the Association or any of its officers shall be promptly sent to the President, who shall distribute it to the Executive Committee and the affiliate named in the complaint. The Executive Committee may, in its sole discretion, determine that no further action is warranted, and shall so inform the complainant and the affiliate named. If the Executive Committee determines that there is basis for further investigation, an Investigating Committee shall be appointed by the President and the complaint shall be forwarded to that committee. The Executive Committee shall also inform the Affiliate of the investigation. No Director or the Affiliate against which a complaint has been made shall be eligible to serve on the Investigating Committee.
 2. The Investigating Committee shall conduct an informal investigation, interview witnesses, and study relevant documents, including those offered by the Affiliate named in the complaint. After making reasonable efforts toward a satisfactory resolution, the Investigating Committee shall issue a preliminary report to the Executive Committee, which shall send a copy of the report to the Affiliate. The report shall include the Investigating Committee's findings, conclusions, and recommendations.
 3. Upon receipt of the report of the Investigating Committee, the Executive Committee, after making reasonable efforts toward a satisfactory resolution, shall promptly meet and decide whether further action is required and whether the Investigating Committee shall hold a formal hearing. The complainant, the Affiliate, and the Board of Directors shall be promptly notified of the Executive Committee's decision. If a hearing is held, the Affiliate shall have the right to designate a representative to appear and speak before such meeting of the Investigating Committee. Notice of the hearing shall include the date and place, which shall not be less than thirty, nor more than sixty days, following the date of the mailing. Extensions may be granted by the chair of the Investigating Committee. The Affiliate shall have the right to be represented by counsel, call witnesses, and question opposing witnesses at the hearing. A written transcript of the hearing shall be made.
 4. Following the hearing, the Investigating Committee shall issue a final report to the Executive Committee, including the Investigating Committee's findings, conclusions, and recommendations. Such recommendations may include measures to remedy the cause of the complaint. Disaffiliation may be recommended, but should be considered only if other, less stringent remedies have failed or, in the Committee's view, have no reasonable prospect of success. The Executive Committee shall send copies of the report to the Board of Directors, Affiliate, and the complainant; except that if the complainant is not a member of the Association, the Executive Committee may withhold the report from the complainant.
 5. At its next meeting, the Board of Directors shall determine what action shall be taken, provided that such decision shall require a vote of two-thirds of the Directors present. Neither the presence nor vote of any Director who is also a member of the Affiliate shall be counted in determining a quorum or whether the action was duly taken.

6. A declaration of disaffiliation shall become effective only when approved by:
 - a. a two-thirds vote of the Directors present at a Board of Directors meeting, and,
 - b. a majority of the members of the Association eligible to vote, in person or by proxy, at a meeting of the members of the Association.
7. All documentation developed in conjunction with an investigation shall be treated as confidential and retained in the confidential files of the Executive Committee or Board of Directors as appropriate; duplicate copies shall be destroyed. Should further action of the members be indicated, a synopsis shall be prepared with the advice of counsel and distributed to each member entitled to vote.

**ARTICLE IX. APPROVED INSTITUTES AND
APPROVED NEW TRAINING FACILITIES**

Section 1. Approval.

Institutions for the teaching of psychoanalysis and the training of psychoanalysts may apply to become an approved or provisionally approved institute or new training facility (collectively designated as training facilities) by submitting a written application to the Board of Directors. *(rv 6/9/17)*

- A. Approved and provisionally approved institutes and new training facilities shall maintain and implement the applicable educational, administrative, and professional standards of this Association.
- B. The Secretary of the Association shall maintain a current list of all approved and provisionally approved institutes and new training facilities.
- C. Should the total number of training analysts in an approved or provisionally approved new training facility fall below the number required at the time of approval, the Board of Directors may take such action as it deems necessary to safeguard the best interests of the students at such training facility. *(rv 6/9/17)*
- D. Discipline – In the event of a complaint against an approved or provisionally approved training facility, the chief concern of the Association shall be for the welfare of the students at that facility and for the proper continuance and development of psychoanalytic education. These concerns must remain paramount throughout any action which the Association may take in connection with receiving or considering any complaint against a training facility. All reasonable efforts shall be made to resolve the complaint informally. The failure of any approved or provisionally approved training facility to meet any or all of its responsibilities shall be grounds for corrective action, including disapproval of such training facility. Disapproval shall include, but not be limited to, removal as an approved institute or new training facility. All meetings concerning disciplinary matters shall be held in executive session. *(rv 6/9/17)*
 1. A formal proceeding may be initiated only on receipt of signed complaint, which must allege a significant deviation from applicable education, administrative or professional standards and shall include a statement of the facts on which the complaint is based. Any person may sign a complaint, whether or not a member of the Association. A complaint received by the Association or any of its officers shall be promptly sent to the President, who shall distribute it to the Executive Committee and the affiliate named in the complaint. The Executive Committee may, in its sole discretion, determine that no further action is warranted, and shall so inform the complainant and the affiliate named. If the Executive Committee determines that further investigation is merited, it shall refer the complaint to the IRRC who, in turn, shall appoint an Investigating Committee, send a copy of the complaint to the Investigating Committee, and notify the training facility of the investigation. No Director, nor any person connected with the training facility shall be eligible to serve on the Investigating Committee. *(rv 6/9/17)*

2. The Investigating Committee shall conduct an informal investigation, interview witnesses, and study relevant documents, including those offered by the training facility named in the complaint. After making reasonable efforts toward a satisfactory resolution, the Investigating Committee shall issue a preliminary report to the chair of the IRRC which shall send copies to the Executive Committee and the training facility. The report shall include the Investigating Committee's findings, conclusions, and recommendations. *(rv 6/9/17)*
3. Upon receipt of the report of the Investigating Committee, the Executive Committee, after making reasonable efforts toward a satisfactory resolution, shall promptly meet and decide whether further action is required and whether the Investigating Committee shall hold a formal hearing. The decision of the Executive Committee whether to hold a formal hearing shall be reported to the complainant, the facility, and the Board of Directors. If a hearing is held, the facility shall have the right to be represented by counsel, call witnesses, and question opposing witnesses at the hearing. Notice of the hearing shall include the date and place, which shall not be less than thirty, nor more than sixty days, following the date of the mailing. Extensions may be granted by the chair of the Investigating Committee. A written transcript of the hearing shall be made. *(rv 6/9/17)*
4. Following the hearing, the Investigating Committee shall issue a final report to the Executive Committee, including the Investigating Committee's findings, conclusions, and recommendations. If corrective action has been initiated, the final report of the Investigating Committee shall describe such action. The recommendations of the Investigating Committee may include immediate steps to correct the cause of the complaint; continued consultation and assistance from a designated educational body to improve the functioning of the training facility; reduction of the training facility's status as approved or provisionally approved; or disapproval. Disapproval should be considered only if other, less stringent remedies have failed, or, in the Committee's view, have no reasonable prospect of success. The final report shall be made to the President of the Association, who shall send copies to the Board of Directors, the training facility, and the complainant, at the discretion of the President if the complainant is not a member of the Association. *(rv 6/9/17)*
5. At the next meeting of the Board of Directors the institute or new training facility shall be represented at the meeting, and shall also have the right to designate one of their training analysts to appear and speak at that meeting. Neither the presence nor vote of any representative of the training facility shall be counted in determining a quorum or whether the action is duly taken. A two-thirds vote of the Directors present shall be required to take action, which may include a declaration of disapproval. *(rv 6/9/17)*
6. A declaration for disapproval shall only be effective when approved by:
 - a. a two-thirds vote of the Directors present at a Board of Directors meeting; and
 - b. a majority of the members of the Association eligible to vote, in person or by proxy, at a meeting of the members of the Association.
7. All documentation developed in conjunction with an investigation shall be treated as confidential and retained in the confidential files of the Board of Directors; duplicate copies shall be destroyed. Should further action of the members be indicated, a synopsis shall be prepared with the advice of counsel and distributed to each member entitled to vote. *(rv 6/9/17)*

ARTICLE X. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order this Association may adopt.

ARTICLE XI. AMENDMENTS

Section 1. Submission.

An officer, the Board of Directors, or any fifty voting members may submit a proposed amendment in writing. Amendments not proposed by the Board of Directors shall be submitted to the Board of Directors for its recommendation. The full text of each amendment shall be submitted to each voting member, noting the source of the proposed amendment and with the recommendation of the Board of Directors. *(rv 6/9/17)*

Section 2. Adoption.

Each amendment shall be submitted to the members at the next meeting of members for approval by two-thirds of the votes cast in person or by proxy, excluding blanks or abstentions. Only the members may adopt amendments to these bylaws.

ARTICLE XII. INDEMNIFICATION

The Association shall indemnify its officers and Directors who have acted in good faith and reasonably believed that their conduct 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. Such indemnification shall pertain to any action or proceeding in which an officer or Director is made a party by virtue of holding a position in this Association. In the case of an action brought by or on behalf of the state, the indemnification is limited to reasonable expenses incurred in connection with the proceeding. Indemnification is limited and effective only to the full extent permitted by law. Indemnification is prohibited if a judgment or other final adjudication adverse to him or her establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled. All requests for indemnity shall be submitted to the Board of Directors.