



Dear Colleagues,

We are writing to provide you with information and background as we open the Election Discussion Listserv in preparation for the special election, which will begin in August and close on September 25th, 2026. During this election, you will be asked to vote on a proposal to significantly revise APsA's Bylaws.

As APsA President and Chair of the Task Force on Restructuring, we believe these proposed changes will strengthen the Association by better supporting our mission, improving organizational effectiveness and morale, addressing current governance challenges, and enhancing our long-term financial stability.

The following is a brief summary highlighting these major revisions:

The proposed bylaw revision includes two major changes:

1. A smaller **Board of Directors (16)**, elected by the Membership, whose mandate and role is to govern APsA except for the APsA Executive Director and two Public Directors to be appointed by the Board.
2. An **Assembly** comprised of representatives from all local institutes and societies as well as special groups. **The Assembly** will have the power to vote on recommendations that would then be sent to the Board of Directors with mandatory consideration by the **Board** and response back to the **Assembly**.

For further details please review the proposed Bylaw changes.

The process to arrive at these major revisions was an arduous task involving careful and thoughtful consideration at a number of levels. These changes were proposed in principle by the TFR after eighteen months of meeting and discussion. The new governance structure proposal was then approved by two thirds of the current Board of Directors at its meeting last February in San Francisco.

This approval was followed by the TFR's returning to the Board in April with recommendations for necessary bylaw changes. The Board approved those

recommendations which were then reviewed and approved by the APsA attorney. At the June Board meeting the TFR recommended that a special election be held in September for Membership Approval of the Board's action to approve bylaw changes to implement the new structures of the **Board of Directors and the Assembly**.

This special election would precede the regularly scheduled election of officers at the February meeting.

Therefore, we are providing you, the Membership, this material now in order to facilitate comments and discussion. That discussion can take place on the election listserv and receive the attention and discussion that its significance warrants. In this way all of you will have access to the proposal and, as is APsA's practice, be fully informed to comment and discuss these changes approved by your Board of Directors. Members of the TFR will also make themselves available to answer questions, discuss concerns, and insure the revisions are clear. Two Zoom Town Halls will also be scheduled for live discussion.

We look forward to the your participation and voting in this special election process, and moving our association significantly forward.

Thank you for your attention to this important matter.

Best regards,
Bonnie Buchele, APsA President
Mark Smaller, Chair, Task Force on Restructuring



**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.

Section 3. Seal.

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

ARTICLE II. PURPOSE

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

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

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.

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.

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.

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

1. preside at all meetings of the Board of Directors, Executive 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;
4. perform other duties and have additional authority as assigned by law, the Board of Directors or Association governing documents; and
5. report on activities of the Board and the state of the Association to the Assembly at least biannually.

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; and
3. perform other duties and have additional authority as assigned by the Board of Directors or Association governing documents.

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, 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;
 7. Track action items brought to the Board by the Assembly and report back to the Assembly on their status; and
 8. perform other duties and have additional authority as assigned by the Board of Directors or Association governing documents.
- 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. ensure that complete and accurate financial records are maintained;
 2. render an annual financial report at each National meeting of members and as requested by the Board of Directors;
 3. together with the President, verify the annual report to members;
 4. perform the duties of the President in case of absence of both the President and President- Elect; and
 5. perform other duties and have additional authority as assigned by the Board of Directors or Association governing documents.

Section 2. Nominations

- A. The Nominating Committee shall propose members willing to serve in the positions to be filled to the Secretary.
- B. Any twenty voting members of the Association may nominate an individual by petition which shall be submitted to the Secretary.
- C. The Secretary shall compile a list of the names of voting members of the Association willing to run based on recommendations of the Nominating Committee and including any members nominated by petition. The list of names shall be sent to the Board of Directors.
- D. Not less than ninety days before the National meeting of the Board of Directors, the Secretary shall invite voting members of APsA and of the Board of Directors to submit names for each position to be filled.
- E. Nominations will be finalized 60 days before the scheduled election.

Section 3. Election of Officers.

- A. The President-Elect shall be elected at the National Meeting of Members to serve for a term of two years commencing at that National Meeting. This will automatically be followed by a two-year term as President.
- B. The Secretary and Treasurer shall be elected at the National Meeting of Members to serve for a term of four years commencing at that National meeting.
- C. All elections of officers shall be conducted by recorded ballot closing at the Meeting of Members. Every member entitled to vote shall have one vote for each position to be filled; the person receiving the majority of votes cast shall be elected to such office.
- D. The procedure for issuing ballots shall be the following:
At least thirty days before the National Meeting, the Secretary of the Association shall send each voting member a ballot to vote, letter of instruction, and a proxy form.

Section 4: Term of Office. The four Officers shall not serve consecutive terms in the same position.

Section 5 Vacancies in Office. If an Officer position other than the President becomes vacant, the Board of Directors shall solicit nominees from the membership and shall then vote to fill the vacancy for the remainder of the unexpired term.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Composition.

- A. The following shall be voting Directors:
 - 1. the President, President-Elect, Secretary, and Treasurer elected by and from the APsA voting membership;
 - 2. four Directors elected by and from the APsA voting membership;
 - 3. one Candidate Director elected by and from the APsA voting membership;
 - 4. one Psychotherapist Director elected by and from the APsA voting membership;
 - 5. the Assembly Chair elected by and from the APsA Assembly Representatives;
 - 6. two additional Assembly Representatives elected by and from the APsA Assembly Representatives; and
 - 7. two Public Directors appointed by the Board of Directors.
- B. The APsA Executive Director shall be an ex-officio, non-voting member of the Board of Directors.
- C. The President and Secretary shall serve respectively as Chair and Secretary of the Board of Directors.
- D. All Board Members, except the Public Directors and the Executive Director, must be voting members of the Association.

Section 2. Authority

- A. The Board of Directors shall have all powers in the management of the property, affairs, and business of the Association, except as limited by these Bylaws. Any action taken by the Board of Directors shall be reported to the members at the next meeting of members. At that meeting, any action not yet consummated may be disapproved by a majority vote of the voting members present and voting, provided that a quorum of the membership is present. If the Board 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.
- B. When the Board votes on educational matters, Public Directors shall recuse themselves from voting. When the Board votes on psychoanalyst education matters, the Psychotherapist Director(s) and the Public Directors shall recuse themselves from voting.
- C. The Board of Directors may, by majority vote of the entire Board of Directors, designate subgroups, task forces, or ad hoc committees of the Board of Directors. Each committee shall have such powers and authority as directed by the Board of Directors.

Section 3. Term of Office.

A. Directors

1. Two Board Directors shall be elected every two years to serve for a term of four years, commencing at the close of the Meeting of Members.
2. Election of Directors shall be governed by the same procedures as the election of officers.
3. the event of any vacancy among Directors, with the exception of the President and the Public Directors, the vacancy shall be filled by soliciting nominees from APsA voting members. The Board of Directors shall then vote to select a replacement Director.
4. The Candidate Director, Psychotherapist Director, Assembly Chair serving on the Board, and the two additional Assembly Representatives serving on the Board shall each serve four-year terms and shall not serve consecutive terms in those positions. The two Public Directors shall serve four-year terms and may be reappointed to consecutive terms.

B. Candidate Director

1. One Candidate Director shall be elected by the entire APsA voting Membership to serve for a term of four years commencing at the National meeting. The Election of the Candidate Director shall be governed by the same procedures as the election of other positions.
2. Each Candidate Director shall be a candidate at an approved institute of the Association at the time they begin their term of office.

C. Psychotherapist Director

One Psychotherapist Director shall be elected by the entire APsA voting membership to serve a four-year term commencing at the National Meeting. The election of the Psychotherapist Director shall be governed by the same procedures as other elections.

D. Public Directors

Two Public Directors shall be appointed by the Board of Directors. Public Directors are voting members of the Board but are not voting members of the Association.

Section 4. Board of Directors Meetings.

- A. The Board of Directors shall meet at least twice each year in person. Other meetings may be called by the President and shall be called by the President upon the written request of any two Directors.
- B. The Board shall determine the location of its meetings, which may be held within or outside the State of New York.
- C. Notice of regular Board meetings shall be given to all Directors at least five days in advance.
- D. A majority of the voting Directors currently in office shall constitute a quorum. Action by the Board shall require a majority vote of the voting Directors present, unless otherwise required by law or these Bylaws.

Section 5. Executive Committee.

- A. Composition – The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Secretary, Treasurer, and Chair of the Assembly of Representatives. The President and Secretary of the Association shall serve as Chair and Secretary of the Committee, respectively.

- B. Authority – Unless otherwise limited by the Board, the Executive Committee may exercise all powers of the Board between meetings, including the power to authorize the affixing of the seal of the Association to any document requiring it. The Executive Committee shall not have the power to fill vacancies on the Board.
- C. A majority vote of the members of the Executive Committee present is required to take action.
- D. The Executive Committee shall keep a record of its transactions and report them to the next meeting of the Board and as requested. The Board may amend or rescind any action of the Executive Committee, except that actions taken prior to such vote shall remain in effect.

ARTICLE VI. ASSEMBLY OF REPRESENTATIVES (“The Assembly”)

Section 1. Composition.

- A. The following shall be voting Assembly Representatives:
 - 1. One Assembly Representative elected by the APsA voting members of each APsA Institute or Society or Center.
 - 2. Two Candidate Representatives from the APsA Candidate Membership.
 - 3. Two Psychotherapist Representatives from the APsA Psychotherapist Membership.
 - 4. Other Designated Group Representatives as determined by the Assembly.

Section 2. Terms of Office.

- 1. All Assembly Representatives will serve a two-year term.
- 2. Assembly Representatives may serve two consecutive terms.

Section 3. Assembly Positions

- 1. The Assembly shall elect a Chair of the Assembly who will automatically be a Director on the Board and a member of the Executive Committee.
- 2. The Assembly shall elect two additional Assembly Representatives to serve as Directors on the Board.
- 3. The Assembly shall elect a Recorder who will function as the Secretary of the Assembly.

Section 4. Assembly Functions

- 1. The Assembly proposes action items related to member and local concerns.
- 2. Action items must be voted on by the Board.
- 3. The Secretary of the Association shall report back to the Assembly on the progress of action items.

Section 5. Assembly Meetings

The Assembly shall meet at least twice a year.

ARTICLE VII. MEETINGS OF MEMBERS

Section 1. Meetings of Members.

- A. An annual meeting of members shall be held at a time and place determined by the Board of Directors.
- B. All meetings of members may be held within or outside the state of New York.

Section 2. Notice.

- A. Written notice shall be sent to each member not less than thirty days before the meeting of members. Notice 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 sending of the notice, shall suffice as proof of notice.

Section 3. Quorum.

One hundred voting members or one-tenth of the voting membership, whichever is less, 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, 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, at least thirty days but not more than ninety days before each meeting of members, the Secretary shall send each voting member a proxy form. The form shall be completed and returned to the Secretary by the final return date indicated.
- D. No proxy shall be valid unless (1) it has been signed, including through an electronic signature, within ninety days 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 meeting, or (B) sent by electronic transmission not later than seven days prior to the meeting to the Secretary, to an individual 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, provided that the transmission includes information from which it can reasonably be determined that it was authorized by the member.
- E. Upon request, any member in attendance at a meeting of members may reclaim and revoke that member's proxy, provided the proxy is revocable pursuant to Section 4.B.
- 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 and voting at a meeting of members at which a quorum is present may, by majority vote, direct the Board of Directors to investigate, report on, and recommend a course of action concerning any matter proposed by the members.

ARTICLE VIII. DEPARTMENTS & COMMITTEES

- A. The President may establish, reorganize, and discontinue departments and committees as needed. The President shall appoint department heads, committee chairs, and committee members for terms coinciding with the President's term.

Section 1. Ad Hoc Committees and Task Forces.

Ad hoc committees and task forces may be established by the President, who shall appoint members to such committees for terms not exceeding the President's term of office.

Section 2. Regarding Committee Authority.

No committee of the corporation established pursuant to or cited in Article VIII shall have authority to bind the Board of Directors in any respect, including with respect to contracts, financial matters, or policies and procedures of the Association, including those related to administration, public information, advocacy, professional education, and certification of psychoanalysts.

ARTICLE IX. ELECTRONIC MEETINGS AND COMMUNICATIONS

Section 1. Meetings.

All meetings, including meetings of the membership, the Board of Directors, the Assembly, departments, committees, and subcommittees, may be held through electronic means.

ARTICLE X. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and not inconsistent with these Bylaws or any special rules of order the 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 for its review and recommendation. The full text of each amendment shall be provided to each voting member, noting the source of the proposed amendment and including the recommendation of the Board of Directors.

Section 2. Adoption.

Each amendment shall be submitted to the voting members for approval by two-thirds of the votes cast in person or by proxy, excluding blanks or abstentions. Only voting 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 best interests of the Association, or, in all other cases, was not opposed to the best interests of the Association, and, in the case of criminal proceedings, had no reasonable cause to believe that such conduct was unlawful. Such indemnification shall apply to any action or proceeding in which an officer or director is made a party by virtue of holding a position in the Association. In the case of an action brought by or on behalf of the state, 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 establishes that the individual's acts were committed in bad faith, were the result of active and deliberate dishonesty and material to the cause of action adjudicated, or that the individual personally gained a financial profit or other advantage to which they were not legally entitled. All requests for indemnification shall be submitted to the Board of Directors.