

## BYLAWS of the ST. LOUIS PSYCHOLOGICAL ASSOCIATION

### Article 1

1. NAME:

The name of the Association shall be the St. Louis Psychological Association.

### Article 2

2. PURPOSE:

The purposes for which the corporation is organized are:

To encourage the practice of psychology as a profession;

To promote ethical principles and practice among psychologists;

To increase the usefulness of the profession to the public at large;

To provide continuing education opportunities to the membership;

To provide a forum for discussion among psychologists relating to their profession;

To foster, maintain and promote meaningful and acceptable standards and qualifications for the general practice of the profession of psychology, together with professionally acceptable specialties and sub-specialties incidental thereto; and

To publish bulletins, Journals, and other printed matter for circulation among its members and the public at large, which publications shall contain information and other matter related to the field of psychology, professional practice and all other matters and things incidental and related thereto.

### Article 3

3. MEMBERSHIP AND DUES:

There shall be four classes of membership:

3.1 Members:

Psychologists who are full members of the Missouri Psychological Association, the Illinois Psychological Association, the American Psychological Association, or licensed to practice psychology in Missouri or Illinois are eligible for membership in the St. Louis Psychological Association, Inc. Psychologists who do not belong to the above listed associations or who are not licensed but who have the credentials that would allow them to become members of the above listed associations may make application for full membership in the St. Louis Psychological Association. Documentation of membership in the above listed associations or eligibility for membership in the above listed associations will be required by the Membership chair.

3.1.1 Members shall:

Have applied to be and have been accepted as a member by a simple majority of the voting members of the Board of Directors at a regular meeting of the Board of Directors.

3.1.2 Have paid their dues for the current year.

### 3.2 Fellows

3.2.2 Fellows shall have been a member of St. Louis Psychological Association for 5 years. At the time of their nomination they will be active in their role in psychology and show evidence of unusual and outstanding contribution to the St. Louis Psychological Association.

### 3.3 Student Members:

Students who are enrolled in programs primarily psychological in nature and who reside in or attend school in the greater St. Louis area are eligible for student membership in the St. Louis Psychological Association, Inc.

#### 3.3.1 Student members shall:

Have applied to be and have been accepted as a student member by a simple majority of the voting members of the Board of Directors at a regular meeting of the Board of Directors.

3.3.2 Have paid their dues for the current year.

3.3.3 Not be entitled to vote or hold office.

### 3.4 Affiliate Members:

Any person residing in the greater St. Louis area who has a professional interest in psychology may apply for affiliate membership in the St. Louis Psychological Association.

#### 3.4.1 Affiliate members shall:

Have applied to be and have been accepted as an affiliate member by a simple majority of the voting members of the Board of Directors at a regular meeting of the Board of Directors.

3.4.2 Have paid their dues for the current year.

3.4.3 Not be entitled to vote or hold office.

### 3.5 Application for Membership:

3.5.1 Application for the status of Member, Fellow, Student, or Affiliate shall be made in writing to the Chair of the Membership Committee. Applications approved by the Membership Committee shall be referred to the Board of Directors at the next regularly scheduled meeting. A majority vote of the voting members of the Board of Directors present shall be required for election to membership in the Association.

3.5.2 Any person who has been adjudicated and found guilty, or entered a plea of guilty or nolo contendere, (regardless of whether a sentence is imposed) in a criminal prosecution under the laws of any state or of the United States (i) for any felony, (ii) for any offense reasonably related to the qualifications, functions, or duties of a psychologist or related discipline, (iii) for any offense an essential element of which is fraud, dishonesty, an act of violence, or (iv) for any offense involving moral turpitude shall be ineligible for any membership status for a period of three years from the date of such conviction or finding of

guilt. Any applicant who has been so convicted or pled guilty or nolo contendere to any of the above offenses in this paragraph shall be required to make such a showing, as reasonably determined by the Board of Directors, or having been rehabilitated to be eligible for membership if they desire membership after the three (3) year waiting period stated above.

- 3.5.3 Any person who has been adjudged or found (after notice and an opportunity for an evidentiary hearing) guilty or pled guilty or nolo contendere to any ethical standards or other rules of conduct governing such person whether promulgated by the St. Louis Psychological Association, the Missouri Psychological Association, the American Psychological Association, the National Register of Health Care Providers in Psychology, the American Board of Professional Psychology, The American Counseling Association, or similar such regulatory or professional trade association shall be ineligible for membership status for a period of three years from the date of such finding or adjudication. Any applicant who has been so adjudged, found guilty or pleaded guilty or nolo contendere to any of the above offenses in this paragraph shall be required to make a showing, as reasonably determined by the Board of Directors, of having been rehabilitated to be eligible for membership if they desire membership after the three (3) year waiting period stated above.
- 3.5.4 Any person against whom any criminal, ethical, or other charges of professional misconduct are or may be pending shall have his/her application placed on hold until such time as there has been a final adjudication of such charge. The Board of Directors shall notify all such applicants whose request for membership has been placed on hold for such reason; and thereafter it shall be the responsibility of the applicant to notify the Association as to the final disposition of such matter.
- 3.5.5 The submission of any application for membership shall constitute an acceptance and an agreement by the applicant to abide by these Bylaws and by all terms, conditions, and requirements for membership.
- 3.5.6 Acceptance for Fellow, Member, Student, or Affiliate class of membership further constitutes an agreement by the applicant to adhere to and to abide by the APA Ethical Standards Governing Psychologists and by all the rules and regulations of the St. Louis Psychological Association. Acceptance for any other class of membership similarly shall constitute an agreement by the applicant to adhere to and to abide by all Ethical Standards and any rules and regulations duly promulgated by any professional licensing board, commission, or agency, and by a professional trade association for his/her respective profession.
- 3.5.7 A copy of the St. Louis Psychological Association's Bylaws and APA Ethical Standards Governing Psychologists shall be sent to any applicant upon request; and in all cases shall be available of the St. Louis Psychological Association website.
- 3.6 Loss of Membership:

3.6.1 Failure of members to pay current and past dues for successive years shall result in loss of membership. Failure to pay special assessments within a period of two years shall result in a forfeiture of membership until such assessments have been paid.

3.6.2 Expulsion/suspension from membership - Violation of Ethical Standards/ Prejudicial or Harmful Conduct/Commission of Crime:

A member may be expelled from membership or otherwise suspended for any conduct that is prejudicial or harmful to the Association or detrimental to the standing, reputation, or character of the Membership of the Association. A finding of guilt or conviction for any crime or a finding or adjudication of a violation of any ethical code or other rule of conduct shall per se constitute grounds to suspend or otherwise expel such person from membership in this Association.

3.6.3 Procedure

Upon receipt of such documentation regarding events described in sections above with respect to a member, the Ethics Committee shall request the Board of Directors to issue a "show cause" letter to the member. The "show cause" letter must be issued fifteen (15) days prior to the effective date of the proposed termination, suspension, or expulsion. It shall set forth the reasons for the issuance and advise the member that the member will be given an opportunity to be heard, whether orally or in writing (letter will specify whether an oral or written response is requested), not less than five (5) days before the proposed termination, suspension, or expulsion is to take place. The Ethics Committee shall make the decision of whether an oral or written response is appropriate. The "show cause" letter must be given by first class or certified mail sent to the last address of the member shown on the Association's records. By this process the member shall be placed on notice that the member must provide either oral or written evidence to the Board of Directors relative to why he/she should not be terminated, suspended, or expelled from membership in the Association.

At a special meeting of the Board of Directors called especially for that purpose or at the next regularly scheduled meeting of the Board of Directors, the Board of Directors will, based on the "show cause" letter, either hear the member give an oral response or will have read the member's written response as to why the member should not be terminated, suspended, or expelled. The Board of Directors, after having heard the member's excuses or explanations, must vote in favor of terminating, suspending, or expelling the member from the Association by a two-thirds (2/3) majority of the (voting members of the) Board of Directors, in order for such action to be taken. The member shall be informed of the decision of the Association, via certified mail, return receipt requested, within 20 days of the meeting unless the member within said time constraints consents to an extension. The decision of the Board of Directors shall be final; and shall not be subject to further review or appeal whether to the courts or otherwise provided under Missouri Nonprofit Corporation Law.

### 3.6.4 Reapplication for Membership

A person who has been removed from membership pursuant to the provisions of may reapply for membership after two years have elapsed from the date of expulsion. Said person shall be required to demonstrate that he/she is ethically qualified for membership.

### 3.7 Reinstatement Policy:

Any member whose membership has lapsed may apply for reinstatement of membership upon completion of required application forms and payment of the current year's dues.

### 3.8 Termination of Membership:

Termination of membership may be effected at any time upon written resignation. Such person may reapply for membership by the usual procedures.

### 3.9 Dues and Special Assessments

Dues shall be paid to the Treasurer of the Association, or the appropriate designee. The amount of such dues for each class of membership shall be set by the Board of Directors with advice from the Membership Committee and approved by a majority vote of the Board of Directors present and voting at a regularly scheduled business meeting.

A late payment fee, the amount to be determined by the Board of Directors, with advice from the Membership Committee, may be assessed for all members who remit their dues more than sixty (60) days after the due date.

In the event of a financial emergency, the Board of Directors may recommend the assessment of special dues payable by all categories of dues-paying members but such recommendations must be approved by two-thirds (2/3) vote of the Board of Directors present and voting at a regularly scheduled business meeting or by unanimous written consent.

## Article 4

### 4. OFFICERS AND BOARD OF DIRECTORS:

#### 4.1 Officers:

The officers of the Association shall be: the President, President-Elect, Past President, Secretary and Treasurer.

4.1.1 The President, President-Elect, and Past President shall serve a one year term of office. The President-Elect shall be elected for a term of one year and shall automatically succeed to the Presidency upon the expiration of the term of the vacating President. The Past President shall be the most recently retired President.

4.1.2 The Secretary shall be elected for a term of two years in even numbered years.

4.1.3 The Treasurer shall be elected for a term of two years in odd numbered years.

#### 4.2 Nominations and Election of Officers:

The Association shall hold an annual election for officers by mail ballot or electronically to fill its executive offices. Voting members shall be given the choice to receive all ballot and nomination forms by mail or electronically (when available). No person shall be eligible for or hold an elective office unless he/she is a current member of the Association and holds the status of a member entitled to hold elective office.

At least ninety (90) days in advance of the annual business meeting, the Board of Directors shall choose a candidate for each vacant office. The Secretary shall then cause to be sent a mail or electronic mail ballot to all voting members requesting nominations of not more than three persons for each vacant office. The permission of each candidate shall be secured before his/her name is put in nomination. The name of the board nominee for each office shall be listed in this call for nominations. Twenty (20) days from the date of sending such nominations ballots to the membership, the Secretary shall close nominations.

Names of the candidates for vacant offices and voting ballots shall be mailed to all members with their notice of the annual meeting thirty days before the meeting. Election shall be determined by a simple majority of votes returned to the Secretary prior to the annual meeting.

#### 4.3 The Board of Directors:

The officers of the association are the voting members of the Board of Directors. The Board of Directors is the principal policy-making body of the Association, empowered to direct and oversee the activities of the Association in all matters. The Board of Directors shall act on behalf of the Association between annual meetings of the Association. All annual reports shall be presented to the membership at the annual meeting.

The President shall be chair of the Board and the Secretary shall be secretary of the Board. Meetings of the Board of Directors shall be held at any time upon the call of the president or upon the call of the majority of the Board Members.

The Board of Directors shall be empowered to employ or retain other professionals (executive director, accountant, attorney, etc.) as deemed necessary by the Board of Directors.

All meetings of the Board of Directors shall be open to all members of the Association, except, however, the Voting members of the Board may, after a roll call vote in open session, go into and have a closed executive session for the purpose of discussing and receiving information from its attorneys and other representatives on matters relative to any actual or potential legal action, causes of action, claims, litigation, or for discussing or receiving information or material which is legally confidential and/or privileged; or for the purpose of discussing or considering application for membership, personnel matters, and allegations and hearings relative to the existence or non existence of grounds of suspension or termination of a membership.

##### 4.3.1 Vacancies on the Board of Directors occurring between annual meetings shall be filled by nomination of the Board of Directors at the next regular meeting of

the Board of Directors. The term of office of incumbents so appointed will expire at the annual meeting following the appointment.

## Article 5

### 5. DUTIES OF THE OFFICERS, COMMITTEE CHAIRS AND THE BOARD OF DIRECTORS:

#### 5.1 President:

All committee chairpersons serve at the pleasure of the President. The President shall appoint all committee chairpersons at the beginning of the term. The President shall designate all chairpersons including the Chairperson of the Program and Membership Committees. It shall be the duty of the President to preside at all meetings of the Association, to act as President of the Board of Directors, and to perform all other duties as are incident to this office or may be required by vote of the members of the Board of Directors at any duly constituted meeting.

#### 5.2 President-Elect:

The President–Elect shall act as President in the event of an absence of the President. He/she shall assist the President to carry out the responsibilities as assigned by the Board of Directors.

#### 5.3 Secretary:

It shall be the duty of the Secretary to keep the minutes and records of all meetings of the Association and Board of Directors, to issue calls and notices of meetings, to conduct elections, and to carry out any other duties assigned by the Board of Directors.

#### 5.4 Treasurer:

It shall be the duty of the Treasurer to collect dues and have custody of all funds and to deposit the same in such bank or banks as the Board of Directors may direct. He/she shall sign such checks or other drafts upon the funds of the Association as may be necessary. The Treasurer shall keep a full and complete record of all money received and all money paid out and shall perform any other duties as may be reasonably required by the Board of Directors. The Treasurer shall report at the meetings of the Membership and Board of Directors, in such detail as is reasonable, the financial status of the Association. All expenditures of money over \$500. will be subject to approval by the Board of Directors.

#### 5.5 Past President:

It shall be the duty of the Past President to act as the Chapter representative to the Missouri Psychological Association, attend the Board / Council of Representatives (CR) Meetings of the Missouri Psychological Association or designate a representative to such meetings and report to the St. Louis Psychological Association on pertinent information gathered from said meetings.

## 5.6 Standing Committees:

The following constitutes the Standing Committees of the St. Louis Psychological Association, Inc.:

### 5.6.1 Membership

The Membership Chair shall process application materials, insure that the required criteria for the appropriate membership category is met, recruit qualified applicants for membership, and collect membership dues.

### 5.6.2 Program

The Program Chair is responsible for arranging program topics, speakers and sites, subject to the approval of the Board of Directors.

### 5.6.3 Ethics

The Chair of the Ethics Committee is responsible for educating the membership concerning ethical issues.

### 5.6.4 Public Relations

The Public Relations Chair is responsible for issuing communications concerning psychological issues and services to the public at large, other professional groups, and community services. All Public Relations announcements are subject to approval by the Board of Directors.

### 5.6.5 Speakers Bureau

The Speakers Bureau Chair is responsible for organizing a group of St. Louis Psychological Association members and affiliates who will avail themselves to make presentations to the community.

### 5.6.6 Legislation

The Legislation Committee is responsible for notifying the St. Louis Psychological Association, Inc. of legislation relevant to psychologists. The Chair will organize and update a list identifying members' local, state and federal legislators. He/she is responsible for organizing legislative receptions as often as scheduled by the Board of Directors.

### 5.6.7 Historian

This committee is responsible for collecting and maintaining a record of the activities, publications, lists of officers, Chairpersons, members and any other pertinent information so as to create a history of the Association.

## 5.7 Board of Directors:

The Board of Directors by majority vote shall act on behalf of the St. Louis Psychological Association, Inc. between Membership meetings. No officer or member of the Association, except the President, shall act independently on behalf of the Association, i.e., issuing statements to the press or other public announcements representing the Association, without the approval of the Board of Directors or the Membership. All actions of the Board of Directors are subject to review by the Membership and are to be reported to the

Membership. The Board of Directors may form ad hoc committees by a majority vote of the Board of Directors, with appointments of the chair by the President.

#### Article 6

#### 6. MEETINGS:

The Board of Directors may call for regular meetings of the Association at such times and place as it deems necessary. Notice of the meetings shall be sent to all members at least fifteen days in advance of the meetings. Special meetings may be called by the Board of Directors at any time. A quorum shall consist of at least a majority of the Board of Directors and at least ten percent of the Membership. The Board of Directors shall designate one meeting a year as the Annual Meeting. All meetings shall be conducted by Robert's Rules of Order as cited in the most recent edition of Modern Parliamentary Procedure, Kesey, R, APA Press.

#### Article 7

#### 7. AMENDMENTS:

The Association by two-thirds vote of the members at a regularly scheduled meeting may adopt such bylaws or amendments to bylaws as are deemed necessary. Such bylaws or amendments to bylaws shall go into effect immediately.

#### 7.1 Procedures

7.1.1 Bylaws and/or amendments to bylaws may be proposed by the Board of Directors or by petition to the Board of Directors signed by at least ten percent of the voting members of the Association in good standing.

7.1.2 A copy of the bylaws and amendments to bylaws as proposed, with such explanation of these recommended changes as are deemed necessary, shall be mailed or e-mailed by the Secretary at least thirty days prior to the meeting at which the proposal is to be voted on to the last recorded address of each member.

7.1.3 In addition to the procedures described above. The Association by two-thirds vote of the members casting mail or e-mail ballots may adopt such bylaws and/or amendments to bylaws as are deemed necessary. For the mail vote, the ballot is to be signed and returned to the Secretary. Ballots may be received and counted until midnight of the thirtieth day following the mailing of the ballots and related material. Results shall be announced at the next scheduled meeting of the St. Louis Psychological Association at which time the bylaws and/or amendments to the bylaws, if passed, shall go into effect.

7.1.4 The Secretary shall mail or e-mail to each of the members of the Association a copy of the bylaws as amended.