

Bylaws

ARTICLE I. NAME AND OFFICE

1.1 The name of this Association shall be IDAHO PSYCHOLOGICAL ASSOCIATION, hereafter referred to as the "Association"

1.2 The principal office of the Association in the state of Idaho shall be located in the-Treasure Valley area near Boise, state of Idaho. The Association may have such other offices, either within or without the state of Idaho, as the Board of Directors may designate or as the business of the Association may require from time to time.

1.3 The registered office of the Association required by the Idaho Nonprofit Corporation Act to be maintained in the state of Idaho may be, but need not be identical with, the principal office in the state of Idaho and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. MEMBERSHIP

2.1 Classes of Members. There shall be three (3) classes of membership in the corporation which are as follows: (a) Fellows, (b) Members, and (c) Students. The qualifications for membership of each class are as follows:

a. Fellows

- (1) Fellow or Member status in the American Psychological Association; or
- (2) Licensed as a psychologist in Idaho; or
- (3) Receipt of the doctorate degree (Ph.D., Psy.D., Ed.D.) in Psychology conferred by a graduate school of recognized standing.

b. Members

- (1) Associate Membership in the American Psychological Association; or
- (2) A master's degree in psychology or a closely related field.

c. Students

- (1) Graduate students in psychology or a closely related profession; or
- (2) Advanced undergraduate students planning to pursue a career in psychology or a closely related profession.

Exceptions to the status may be made by a majority vote of the Executive Committee of the Board of Directors.

2.2 Application and Election to Membership. Application for membership shall be made to the President on a form approved by the Board of Directors. Applicants must be in good standing with the law and professional regulatory bodies. The President shall review the educational level and professional experiences to determine the status of membership to which the candidate is entitled. Applicants reporting prior sanctions by legal or regulatory authorities will be referred to the Ethics Committee by the President for review and disposition as per Ethics Committee Rules and Procedures.

2.3 Dues. Annual membership dues may vary across membership classes or other categories. Annual dues for each class shall be recommended by the Board of Directors based on the current operating budget, and shall be approved by the membership. Any additional assessments shall require the approval of the membership upon recommendation of the Board. Notice of any proposed amount of dues or assessments shall be mailed as provided in Section 2.10.

2.4 Termination of Membership Status. Membership can be terminated following due process of the IPA Ethics Committee according to that committee's rules and procedures. Non-payment of dues for one year shall constitute an automatic termination of membership in the corporation.

2.5 Voting and Office Holding Privileges. Voting and office holding privileges shall be restricted to Fellows and Members of the Association in good standing. "Good Standing" is defined as one who has paid the annual dues and operates in compliance with the American Psychological Association Ethical Principles of Psychologists and Code of Conduct. Each person in good standing shall be entitled to one vote except as provided in Section 4.4.

2.6 Annual Meeting. The annual meeting of the entire membership shall be held in the spring of each year at such place as shall be fixed by the Board for the transaction of business that may come before the meeting. In the event such an annual meeting is omitted by oversight or otherwise, the Board shall cause a meeting in lieu thereof to be held as soon thereafter as conveniently may be, and any business transacted at such meeting shall be valid as if transacted or held at the annual meeting. Such subsequent meetings shall be called in the same manner as provided for the annual membership meeting.

2.7 Regional Meetings. Each region shall hold an annual meeting in the fall for members located within said region.

2.8 Special Meetings. Special meetings of the membership, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by a majority of the Board, or be called by the President at the request of not less than one-tenth of the membership of the Association entitled to vote at the meeting.

2.9 Place of Meeting. The Board may designate any place, either within or without the state of Idaho, as the place of meeting for any Annual Meeting, Regional meeting or for any special meeting called by the Board. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the principal office of the Association in the state of Idaho.

2.10 Notice of Meeting. Written notice of the Annual Meeting, Regional meetings, and any special meeting stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not less than twenty-one (21) nor more than sixty (60) days before the date of the meeting, either personally or by surface mail, fax, or electronic mail to each of the membership entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to each of the membership at his/her address as it appears on the membership roster of the Association, with postage thereon prepaid.

2.11 Voting Record. The officer or agent having charge of the membership roster shall make a complete record of the membership entitled to vote at each meeting of the membership or any adjournment thereof, arranged in alphabetical order, with the address of each. Such record shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any of the membership during the whole time of the meeting for the purposes thereof.

2.12 Quorum. One-tenth (1/10) of the outstanding members of the Association entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the membership. If a quorum is present at a meeting, a majority of the membership so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The membership present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

2.13 Proxies. At all meetings of the membership, voting may be in person or by proxy executed in writing by said person or his/her duly authorized attorney-in-fact. Such proxy shall be filed with the Executive Director of the Association before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution.

ARTICLE III. MANAGEMENT

3.1 Management. The members shall elect the Officers of the Association who shall comprise the Board of Directors. The Board of Directors shall manage the affairs of the Association. The Board shall also appoint any delegates or representatives of the corporation to other bodies as may be deemed appropriate.

3.2 Annual and Regular Board Meetings. An annual meeting of the Board shall be held without other notice than this Bylaw before or after, and at the same place as, the Annual Meeting of the membership. The Board may provide by resolution, the time and place, either within or without the state of Idaho, for the holding of regular Board meetings without other notice than such resolution.

3.3 Special Meetings. Special meetings of the Board may be called by, or at the request of, the President, the Executive Committee, or any four (4) directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the state of Idaho, as the place for holding any special meeting of the Board called by them.

3.4 Notice. Notice of any special meeting shall be given at least five (5) days previously thereto by written notice delivered personally or mailed, faxed, or electronically mailed to each director at his/her address as shown on the membership roster. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, or the purpose of, any special meeting of the Board shall be specified in the notice or waiver of notice of such meeting. When deemed by the President or the Executive Committee that a special meeting is of an emergency basis, notice of such meeting may occur through telephone contact, and not require the 5-day advance notification.

3.5 Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.6 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

3.7 Action Without a Meeting. Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors.

3.8 Vacancies. Any vacancy occurring may be filled by the affirmative vote of a majority of the remaining Directors, even if the number of remaining Directors is less than a quorum. A Director elected to fill a vacancy shall serve the unexpired term of his/her predecessor until

his/her successor is duly elected by the membership. The Board may also call a special meeting to fill such vacancy.

3.9 Presumption of Assent. A Director of the Association who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE IV. OFFICERS

4.1 Number. The Officers of the Association shall be a President, a Vice President/President Elect, the immediate Past President, a Secretary, a Treasurer, three (3) Regional Representatives, and three (3) Sector Representatives. Such other officers may be designated/elected as may be deemed necessary by the membership. No two offices may be held by the same person. The Executive Committee of the Board shall consist of the President, the Vice President/President-Elect, the Past President, the Secretary, and the Treasurer.

4.2 Qualifications. Executive Committee members must be Fellows of the Idaho Psychological Association in good standing with the association. Members may be elected as representatives or appointed as committee chairs. Student members may serve on standing or appointed committees and task forces.

4.3 Term of Office. All Officers shall serve for a term of one year except the Vice President/President Elect, President, and Past President which shall each serve a term of two years. The person in fact holding the successive offices of Vice President/President Elect, President, Past President shall be an officer for six (6) years.

4.4 Election. All Officers, except Sector Representatives, Regional Representatives and the Student Representative, shall be elected just prior to the annual meeting of the membership. Sector Representatives shall be elected at the sector meetings held during the annual convention. Regional Representatives shall be elected at the Regional Meeting by the members entitled to vote on a regional basis, one each from the geographic regions of the state of Idaho: north, southwest, and east. The Student Representative must be a graduate student and a Student Member of the Association to be eligible for nomination. Any Fellow and Member of the Association may nominate a Student Representative. Nominated Student Members must submit a letter of interest and vita to the Board. The Board will select the new Student Representative. Student Representatives will serve until the next Annual Meeting of the Association. If the election of Officers shall not be held at as stated above, such elections shall be held as soon thereafter as conveniently may be. Each Officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided. Nominations may be made upon recommendation of the Board, a designated nominating committee or any other procedure established by the Board,

4.5 Removal. Any Officer or agent may be removed by the membership whenever, in its judgement, the best interests of the corporation will be served thereby.

4.6 Vacancies. A vacancy in any office shall be filled as set forth in Section 3.8.

4.7 President. The President shall be the principal executive officer of the Association and subject to the control of the Board, shall in general supervise and control all of the business and affairs of the corporation, including the hiring for administrative positions authorized by the Board. He/she shall preside at all meetings of the members of the Board. He/she may sign, with the Secretary or any other proper Officer of the Association any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time. The President shall serve as the Past President for the next succeeding two (2) year term. The President is a member of the Executive Committee of the Board.

4.8 Vice President/President Elect. In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President/President Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President/President Elect shall plan the program for the Annual Meeting in conjunction with the Executive Director of the Association and the members of the Continuing Education Committee. The Vice President/President Elect shall perform such other duties as from time to time may be assigned to him/her by the Board. The Vice President/President Elect shall serve as President for the next succeeding two-year (2) term. The Vice President/President Elect is a member of the Executive Committee of the Board.

4.9. Past President. The Past President shall perform such duties as from time to time may be assigned to him/her by the Board. The Past President is a member of the Executive Committee of the Board.

4.10. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the members and of the Board in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep an updated roster of each member's address; (e) coordinate membership committee activities; (f) verify that the corporation's annual report is completed and submitted to the Secretary of State in a timely manner; and (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Board; (h) all or any of these duties may be delegated to the Executive Director. The Secretary is a member of the Executive Committee

of the Board.

4.11. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; (b) receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; (c) prepare reports of all financial transactions for the Board and the membership; (d) confirm that all tax forms and 1099s and related summaries are prepared and mailed before the deadline; and (e) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety of sureties as the Board shall determine. All or any of these duties may be delegated to the Executive Director. The Treasurer is a member of the Executive Committee of the Board.

4.12. Regional Representatives. Regional Representatives shall call local meetings within his/her respective region for educational and informational value to the membership and for solicitation of input on issues to be considered by the Board and shall perform those duties as from time to time may be assigned to him/her by the Board.

4.13. Sector Representatives. IPA members may choose to belong to the Academic, Public or Private Sectors. When any of those sectors number ten (10) or more members, that sector is entitled to representation on the Board of Directors. The Board representative will be elected by the sector members at the Annual Meeting and will take his/her Board seat at the next regular Board meeting.

4.14. Student Representative. The Student Representative reports to the Board the concerns and interests of graduate psychology students. The Student Representative works to involve psychology students in the Association. The Student Representative assists the Academic Sector Representative and the Executive Committee in facilitating student participation in the Annual Meeting of the Association. The Student Representative facilitates and maintains communication between the Association and the graduate student organizations on each Idaho campus of higher education. It is a goal of the Student Representative to attract Student members to become Fellows or Members of the Association upon completion of their education.

4.15. Expenditures. Expenditures by the Officers and/or Directors for routine expenses will be made at the direction of the Board in the manner provided in Section 3.6. No Officer or Director shall receive any salary or other compensation except for the reimbursement set forth in the preceding sentence.

ARTICLE V. CONTRACTS, LOANS, CHECK AND DEPOSITS

5.1 Contracts. The Board may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

5.2 Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances.

5.3 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, issued in the name of the corporation, shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by the Board.

5.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may select.

ARTICLE VI. FISCAL YEAR

6.1 The fiscal year of the Association shall begin on the first day of July and end on the thirtieth day of June in each year.

ARTICLE VII. TELEPHONE MEETINGS

7.1 The Board, or any committee of the Association, may participate in a meeting of such Board or committee by means of a conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person.

ARTICLE VIII. WAIVER OF NOTICE

8.1 Whenever any notice is required to be given to any member or Board member of the Association under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX. AMENDMENTS

9.1 These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) majority of the membership present at any Annual or special meeting at which a quorum is present. Notice of any proposed amendment shall be sent

as set forth in Section 2.10.

ARTICLE X. COMMITTEES

10.1 Committee chairs are appointed by the President in consultation with the Executive Director and approved by the Board. With the exception of the Ethics Committee chair, committee chairs serve for one (1) year, although appointed positions may be renewed.

10.2 The Board shall establish an Ethics Committee which shall function according to its own established rules and procedures approved by the Executive Committee of the Board. The chairperson of the Ethics Committee shall serve for a two-year (2) term.

10.3 Other standing committees of the association will include: (a) Continuing Education Committee, (b) Advocacy & Legislative Affairs Committee, and (c) Membership Committee.

- a. The Continuing Education Committee is responsible for planning continuing education programs for psychologists. The committee also works with the President-Elect and the Executive Director to plan the annual convention.
- b. The Advocacy & Legislative Affairs Committee may be co-chaired by the Federal Advocacy Coordinator and the State Advocacy Coordinator and monitors state and federal legislation affecting the profession of psychology. It will advise the Board and work toward desired statutory and regulatory actions so as to advocate for psychologists and their patients.
- c. The Membership Committee will work to promote membership by identifying and implementing methods of recruitment and retention for the association. These activities will be coordinated by the Secretary of the organization.

The Board may create additional standing committees or appoint temporary committees or task forces as it may deem necessary to promote the purposes and carry on the work of the association.

10.4 After consulting with the President, the chairperson of each standing committee shall present a plan of work to the President and Board for approval at the next regular meeting of the Board. All committee chairs and officeholders in the association agree to abide by the Approved Guidelines Regarding Representing IPA.

ARTICLE XI. PARLIAMENTARY PROCEDURE

11.1 The conduct of all meetings and related business, unless specifically covered elsewhere in the Bylaws, will be conducted in accordance with the latest revision of Roberts Rules of Order.

As approved by membership vote at the Annual Meeting on April 26, 2008.