

**BYLAWS  
OF THE  
NORTH AMERICAN PSYCHOANALYTIC CONFEDERATION, LTD**

**Amended and Accepted January 21, 2017**

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**ARTICLE I  
OFFICES AND REGISTERED AGENT**

Section 1. Principal Office. The principal office of the North American Psychoanalytic Confederation, LTD., a nonprofit corporation incorporated under the laws of State of New York (hereinafter the "Corporation"), shall be in the State of New York or such other location as the Board of Directors shall designate.

Section 2. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office in The State of New York, and a registered agent whose office is identical with such registered office, as required by the New York Not-For-Profit Corporation Law.

**ARTICLE II  
PURPOSES**

The purposes for which the Corporation is formed are as set forth in the Certificate of Incorporation. The Corporation has been formed for the purposes of expanding cooperation between the psychoanalytic groups within the North American region, to better coordinate the professional activities and endeavors of North American IPA groups with those of the international psychoanalytic community, to promote awareness of psychoanalysis and its relevance to human problems, and to provide the public in North America with information about psychoanalytic treatment, including referrals to low-fee treatment centers and other referral services.

**ARTICLE III  
MEMBERSHIP**

Section 1. Classes and Qualifications. The Board of Directors shall determine and set forth in separate documents the qualifications, dues, terms and other conditions of each class of institutional member (also referred to herein as "member societies").

Section 2. Voting Rights. Each institutional member in good standing shall be allowed to appoint one individual to serve as its regular representative on the Board of Directors, as well as one or more alternate representatives to serve in the place of the regular representative, as discussed further in Article IV below. Institutional members may only vote through their representative on the Board, but shall not otherwise hold meetings or conduct voting.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

Section 1. Powers. There shall be a Board of Directors of the Corporation, which shall manage, supervise and control the business, property and affairs of the Corporation, except as otherwise expressly provided by law, the Certificate of Incorporation of the Corporation, or these Bylaws.

Section 2. Number and Qualifications. The members of the initial Board of Directors of the Corporation shall be those individuals named in the Certificate of Incorporation of the Corporation, and shall serve until their successors are elected and qualified. Thereafter, the Board of Directors of the Corporation shall be composed of one representative from each institutional member.

Section 3. Election and Term of Office. Each institutional member shall appoint one individual to serve as its representative on the Board. Appointed representatives shall serve at the pleasure of the institutional member for a term of office determined by the institutional member.

Section 4. Resignation. Any director may resign at any time by giving written notice to the Chair of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chair of the Corporation.

Section 5. Removal. Any director may be removed from such office, with or without cause, by the institutional member that appointed him or her. In addition, a director may be removed with or without cause by the unanimous vote of all remaining directors at any regular or special meeting of the Board called expressly for that purpose.

Section 6. Vacancies. Vacancies shall be filled by the appropriate member institution whose position on the Board is not occupied.

Section 7. Regular Meetings. A regular annual meeting of the Board of Directors of the Corporation shall be held each year, at such time, day and place as shall be designated by the

Board of Directors, for the purpose of transacting such business as may come before the meeting. The Board of Directors may, by resolution, provide for the holding of additional regular meetings.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the Chair of the Corporation or by a majority of the voting directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 9. Notice. Notice of the time, day and place of any meeting of the Board of Directors shall be given at least ten days previous thereto in the manner set forth in Section 2 of Article VIII hereof. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any director may waive notice of any meeting by a written statement executed either before or after the meeting.

Section 10. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11. Votes and Manner of Acting. On January 21, 2017, the Board voted unanimously to adopt the Two-Tier voting system.

### **The Two-Tier Voting System**

Note: This system is fixed. The voting cannot be changed by a quorum at any one meeting; all organizations must vote. Vote by proxy may be made if an organization will be absent.

Note: This is an incentive to participate and to vote. An abstention does not remove a vote either.

**First Tier** (like the US Senate): Each Director gets 1 vote, equaling 10 votes in all. A Simple Majority passes, which would be **6 votes**. Note **that this is a count of yes votes**.

**Second Tier**: Each organization gets a certain number of votes depending on the number of members represented (like the US House).

The current total tally of votes is: 26. A two-thirds (2/3) Majority passes, which would be **18 votes**. **This is a tally of yes votes**.

- 1 vote for any society with up to 0-149 members;
- 2 votes for any society with 149-299 members;
- 3 votes for any society with 300-449 members;
- APsaA gets a number = to all other groups combined.

Note that the current societies on the Board represent the following voting numbers. Because

these numbers will change overtime, they need to be amended when that occurs.

The allocation of votes per organization's number of members is as follows:

Canada	3
CFS	2
IPTAR	2
LAISPS	1
PCC	1
PINC	1
NPSI	1
JPS	1
Korea	1

(study groups do not vote)

Total votes: **13**

APsaA then gets:

APsaA 13

**Total with all 26 2/3 majority = 18**

For a motion to pass it would need:

**6 First Tier votes and 18 Second Tier votes.**

**Example:** Motion (x) has been raised:

	Yes 1 <sup>st</sup> tier	2 <sup>nd</sup> tier
APsaA: no (1 + 13)		
CPS: yes (1+ 3)	1	3
CFS: yes (1+3)	1	3
IPTAR: no (1+2)		
LAISPS: yes (1+1)	1	1
PCC yes (1+1)	1	1
PINC yes (1+1)	1	1
NPSI no (1+1)		
JPS no (1+1)		
Korea no (1+1)		
Tally:	5	9

Since passing would be 6 yes for the first tier, and 18 for the second, the motion does not pass.

Voting by proxy shall be permitted. Except as otherwise expressly required by law, the vote of all directors present at any meeting, including telephone or video conferences at which the quorum outlined above is present, shall be deemed the act of the Board of Directors.

Section 12. Written Consent. Action taken by the Board of Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by 100% of the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 13. Telephone Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed presence in person at such meeting.

Section 14. Decisions Taken by Electronic Mail. The Board may take decisions by electronic mail providing that all electronic mail be circulated to every member through a group email distribution system that includes every member and that the parliamentary right to discuss and debate any motion or proposed action is not abridged. The decision taken by electronic mail shall be taken in the same manner of voting as outlined in Section 11. ~~unless a majority of Directors have cast both their "Director Votes" and their "Society Votes."~~ Valid votes must be sent to the group email distribution system from the Director's own electronic address.

## ARTICLE V OFFICERS

Section 1. Officers. The officers of the Corporation, shall consist of a Chairman, a Co-Chair, and a Secretary/Treasurer. The Corporation may have such other officers and assistant officers as the Board of Directors may from time to time deem necessary, such officers to have the authority, and to perform the duties prescribed from time to time by the Board of Directors in resolutions or in Regulations of the Corporation.

Section 2. Officers. The position of Chair shall be appointed by a member society in accordance with a rotation schedule to be determined by a majority vote of the Board. An organization may defer their rotation if desired. The Chair shall appoint a Co-chair, a Secretary and a Treasurer. Appointed officers need not be Directors, but each must be a member in good standing of one or more member societies of this Corporation. Officers who are not Directors shall not be entitled to vote.

The current rotation of the Chair is determined alphabetically: APsaA, Canada (CPS), CFS, IPTAR, JPS, KPS, LAISPS, NPSI, PCC, PINC.

Section 3. Term of Office. The officers of the Corporation shall be installed at the annual meeting at which they are elected and shall hold office for two years or until their respective successors shall have been duly elected and qualified. Each officer shall serve two consecutive two-year terms, unless otherwise determined by the Board.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Chair or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chair or Secretary.

Section 5. Removal. Any officer may be removed by the unanimous vote of the Board of Directors at any regular or special meeting of the Board at which a quorum is present, whenever in its judgment the best interests of the Corporation would be served thereby.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the member institution that had originally appointed the officer in question.

Section 7. Chairman. The Chairman shall Chair meetings of the Board and shall give active direction and have control of the business and affairs of the Corporation. He or she may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general, he or she shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

Section 8. Co-Chair. The Co-Chair shall perform the duties of Chair in his/her absence and such other duties as the Board may assign.

Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal, if any, of the Corporation; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Chair or by the Board of Directors.

Section 10. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys

due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Article VII of these Bylaws; and 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 or her by the Chair or by the Board of Directors.

## **ARTICLE VI COMMITTEES**

Section 1. Committees of the Board of Directors. The Board of Directors may designate and appoint one or more committees, each consisting of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing these Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Corporation; amending the Certificate of Incorporation of the Corporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

Section 2. Committees of the Confederation. The Board of Directors may create other committees, referred to herein as Committees of the Confederation. The Chair shall appoint non-director members to Committees of the Confederation as they shall from time to time deem appropriate, subject to ratification by the Board. Such committees are to have the power and duties designated by the Board of Directors by resolution. Committees of the Confederation shall be accountable to the Board and shall not exercise the authority of the Board of Directors in the management of the Corporation. Directors shall not be appointed to, and shall not serve on, Committees of the Confederation.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Vacancies. Vacancies in the membership of committees may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE VII**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, 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.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE VIII**

### **MISCELLANEOUS PROVISIONS**

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 2. Notice. Whenever under the provisions of these Bylaws, the Certificate of Incorporation of the Corporation or statute, notice is required to be given to a director, committee member, or officer, such notice shall be given in writing, by first-class mail or express delivery service with postage or express delivery charges thereon prepaid, to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the United States mail or delivered to the



express delivery service. Notice may also be given by hand delivery, facsimile, email, or telephone, and will be deemed given when received.

Section 3. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members of its Board of Directors.

## **ARTICLE IX INDEMNIFICATION**

Unless otherwise prohibited by law, the Corporation may indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him or imposed on him in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his own negligence or misconduct in the performance of a duty to the Corporation.

The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

## **ARTICLE X AMENDMENTS TO BYLAWS AND CERTIFICATE**

These Bylaws may be amended or repealed or new Bylaws adopted upon the affirmative vote of two-thirds of the entire Board of Directors at any regular or special meeting of the Board. An amendment shall be effective immediately after adoption unless a later effective date is specifically adopted at the time the amendment is enacted.

The Certificate of Incorporation may be amended by a vote of two-thirds of the entire Board of Directors then in office.