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## **Bylaws of the Los Angeles County Psychological Association**

### **ARTICLE I: NAME, MISSION, AND DIVERSITY STATEMENT**

#### ***Section I.1: Name and Mission***

This organization shall be known as the "Los Angeles County Psychological Association" and shall be referred to hereafter in these Bylaws as "LACPA" or "The Association. The mission of LACPA is to be the voice of psychology and psychologists for all of Los Angeles County; to Lead, Advocate, Connect, Promote, and Advance the profession of Psychology. LACPA is registered as a 501 C (6) independent corporation in the State of California.

#### ***Section I.2: Diversity Statement***

In principal and in practice, LACPA values and seeks a diverse membership. LACPA treats all people with respect and without discrimination and promotes full participation irrespective of gender, gender identity, race, religion, ethnicity, culture, national origin, age, sexual orientation, disability, language, political affiliation, or socioeconomic status. LACPA implements and adheres to policies and procedures that discourage harassment and other behaviors that infringe upon the freedom and respect that every individual deserves.

### **ARTICLE II: PURPOSES**

#### ***Section II.1: Purpose***

The purposes of LACPA shall be to advance the science and profession of psychology in Los Angeles County and to encourage participation of psychologists in the application of psychological knowledge for the betterment of the community. In addition, it shall provide opportunity for the exchange of ideas and information about members of the profession and promote the improvement of qualifications of psychologists through high standards of educational achievement, professional ethics and conduct, and the application of research findings.

#### ***Section II.2: Authority***

LACPA shall have the power to take all legitimate action in furtherance of the foregoing purposes.

#### ***Section II.3: Finance***

LACPA shall be empowered to acquire by gift, devise or otherwise, money and property of whatsoever kind and nature, to administer and use the same, or the income and proceeds thereof, in furtherance of the foregoing purposes.

***Section II.4: Non-Profit***

The foregoing purposes and objectives shall be pursued solely for the benefit of the public and LACPA and shall not be carried out with pecuniary gain, benefit, or profit to any of its members, officers, or directors. LACPA shall not make nor declare any dividend and no part of its net earning shall inure to the benefit of any private individual.

***Section II.5: Legal***

LACPA shall not engage in any activity which would bring it in conflict with the laws governing nonprofit membership organizations in the United States or the State of California.

**ARTICLE III: MEMBERSHIP**

***Section III.1: Classes of Membership***

LACPA shall consist of seven (7) classes of participation: Full Member, Early Career Member, Affiliate Member, Student Member, Out-of-County Member, Emeritus Member, and Disabled Member.

**III.1.a** A Full Member meets the educational requirements for licensure as a psychologist as outlined by the California Board of Psychology, or holds a license in psychology in California, or a Diploma from the American Board of Professional Psychology. Full Members shall have the right to vote, to hold office, or to chair a standing or special committee.

**III.1.b** An Early Career Member has, within the past seven (7) years, completed a doctoral degree in psychology or otherwise meets the educational requirements for licensure as a psychologist as outlined by the California Board of Psychology and is either licensed or working toward licensure. The Early Career Membership term will be up to four (4) years maximum. Early Career Members shall have the right to vote, to hold office, and to chair a standing committee.

**III.1.c** An Affiliate Member holds a Master's Degree or higher in the field of psychology or its equivalent as determined by Membership Committee guidelines or is a professional in a field other than psychology who wishes to support the activities of LACPA. Affiliate Members shall have all privileges of membership except the right to vote or to be elected to an officer position on the Board of Directors. Affiliate Members holding doctoral degrees may chair standing committees, which will entitle them to one vote on the Board

of Directors. Any Affiliate Member may also chair a special committee, but such members are not entitled to a Board vote.

**III.1.d** A Student Member is a graduate or undergraduate student in the field of psychology or its equivalent, as determined by Membership Committee guidelines. Student Members shall have all privileges of membership except the right to vote, to hold office on the Board of Directors, or to chair a standing committee. The exception to this shall be a representative of the LACPA Student Leadership Committee, who shall have the right to cast one vote on behalf of the student membership at meetings of the LACPA Board of Directors. Only graduate psychology students may serve on the Student Leadership Committee.

**III.1.e** An Out-of-County Member lives and works out of Los Angeles County and desires membership in LACPA. Out-of-County Members shall have all privileges of membership except the right to vote, to hold office on the Board of Directors, or to chair a standing committee.

**III.1.f** An Emeritus Member has been a member of LACPA for at least fifteen (15) years in any membership category, the last year of membership having been as a Full Member. Emeritus Members have reached the age of 70. Work status is not a condition for qualification. Emeritus Members shall have the right to vote, to hold office, and to chair a standing committee.

**III.1.g** A Disabled Member is fully disabled at any age and unable to work. Disabled Members shall have the right to vote, to hold office, and to chair a standing committee, so long as they meet all requirements for full membership.

### ***Section III.2: Applications for Membership***

Applications for membership must be submitted in writing or online by all applicants to the LACPA Office. The names of new applicants approved by the Board shall be announced in The Los Angeles Psychologist. Application must be at the highest level for which the person is qualified.

**III.2.a** Members have the right to review records and to receive annual financial reports in accordance with the California Corporations Code, Section 8310.

### ***Section III.3: Ethical Standards***

All members shall abide by the American Psychological Association (APA) Ethical Principles of Psychologists and Code of Conduct, applicable regulations of the Board of Psychology, Medical Board of California, and the Board of Behavioral Science Examiners of the Department of Consumer Affairs of the State of California, and such additional rules as the Board may have or

adopt as part of its Bylaws or policies as appropriate to their degree, license, and class of membership.

#### ***Section III.4: Expulsion***

Removal from membership shall be based on: (1) nonpayment of dues; (2) a decision by two-thirds (2/3) vote by the Board of Directors in Executive Session; or (3) revocation or suspension of license by the Board of Psychology. Behavior that may result in expulsion shall include but is not limited to unethical or unprofessional conduct and flagrant violation of any provision of these Bylaws or failure to satisfy membership qualifications. Procedures for expulsion are outlined in section 4.E in the LACPA Governance Policy Document.

#### ***Section III.5: Resignation***

A member may resign from membership at any time.

### **ARTICLE IV: BOARD OF DIRECTORS**

#### ***Section IV.1: Powers and Responsibilities***

The business and affairs of LACPA shall be controlled by a Board of Directors, which shall have the authority to adopt policies that are consistent with these Bylaws, in consonance with the Bylaws of CPA, and permitted by the laws of the State of California. The Board shall have the authority to create committees. The Board shall ensure the development, implementation, and monitoring of the Governance Policy Document. In addition, the Board is responsible for actively overseeing the activities of the Association to ensure that the Association is adhering to state and federal laws relative to non-profit corporations, corporate ethics, and anti-trust issues. The Board will have the primary responsibility for creating policy and for determining and overseeing the legislative and advocacy activities for the Association. The Board will be accountable to and will communicate regularly with the general membership.

#### ***Section IV.2: Board of Directors Composition***

**IV.2.a** The Board of Directors shall consist of the President; the President-Elect; the Immediate Past-President; the Secretary; the Secretary-Elect in even-numbered years; the Treasurer; and the Treasurer-Elect in odd-numbered years; up to three members of the Student Leadership Committee; and the chair persons of each *standing* committee.

#### ***Section IV.3: Requirements for Board Membership***

A voting member of the LACPA Board of Directors either shall be a Full Member, Emeritus Member, or a doctoral-level affiliate member. Board members must have served on the Board for two consecutive years before they can be nominated for President-Elect.

#### ***Section IV.4: Duties of Directors***

**IV.4.a.** To endeavor to fulfill LACPA's mission and comply with strategic plans of the Association.

**IV.4.b.** To assume the primary responsibility for creating policy for the Association.

**IV.4.c.** To assume the primary responsibility for the legislative and advocacy activities of the association.

**IV.4.d.** To apply their knowledge and competencies to the effective governance of LACPA and to be accountable to the general membership.

**IV.4.e.** To attend meetings, to chair committees or task forces as assigned, to be responsive to communication from members or other Directors between meetings.

**IV.4.g.** Subject to these by-laws, Directors are charged with the overall responsibility for controlling and managing the affairs, fiscal management, and business of the Association in accordance with the laws governing mutual benefit corporations in California.

#### ***Section IV.5: Regular Meetings***

**IV.5.a** Regular meetings of the Board of Directors shall be held at least six (6) times each year. Such meetings shall be open to the membership; however, the President may declare a portion of a meeting to be held in executive session in order to discuss sensitive matters, at which time all non-Board Members would be excused.

**IV.5.b** The President shall put out a call for agenda items to all officers and committee chairpersons one week prior to a scheduled Board of Directors meeting and shall recommend the final meeting agenda. The Board of Directors is required to place on its agenda any item or proposal petitioned by ten (10) or more members.

#### ***Section IV.6: Quorum***

A quorum is at least 30 percent (30%) of the total Board of Directors.

#### ***Section IV.7: Voting***

Each member of the Board, not including the president or Student Leadership Committee members, is empowered to cast one vote. The president abstains from voting unless their vote is required to resolve a tied decision. The Student Leadership Committee is empowered to cast one aggregate vote on behalf of the student membership.

#### ***Section IV.8: Parliamentary***

**IV.8.a** The latest edition of Robert's Rules of Order shall govern LACPA in all cases in which they are applicable and not inconsistent with bylaws and special rules of order LACPA may adopt.

**IV.8.b** The President, with Board approval, will appoint a Past-President of the Association to serve as Parliamentarian for the President's term of office.

***Section IV.9: Executive Committee***

Between meetings of the Board of Directors, an Executive Committee shall conduct the business of LACPA especially related to time-sensitive matters. In months when the Board of Directors does not meet, minutes of the Executive Committee will be sent via email to the members of the Board of Directors. The Executive Committee shall consist of the President, President-Elect, Past President, Secretary, Treasurer, and Secretary-Elect or Treasurer-Elect. In the event that one officer holds two elected positions or is unable to carry out their duties as a member of the Executive Committee, the President, with the approval of the Board, may appoint a Board Member at Large who will serve as a voting member of the Executive Committee.

***Section IV.10: Meetings by Conference Call or other Electronic Means***

It is expected that most Board business will be conducted via in-person meetings. When necessary, the Board may hold meetings and conduct official business by conference call or other electronic means so long as a quorum is present, all participants can communicate with all the other members concurrently, and there are stated instructions for determining a quorum and recognizing speakers. In such cases, all votes must be taken by roll call, either spoken or typed in a chat window. Agendas must also be available to all participants, in accordance with California Corporations Laws and the latest version of Robert's Rules of Order.

***Section IV.11: Resignation***

Any Director may resign by giving written notice to the President, the Secretary, or the Board.

**IV.11.a** If the resignation involves a Director-at-Large; the Board shall elect a replacement for the unexpired term.

**IV.11.b** In the case that a Director is unable to fulfill the duties of the position either due to incapacitation or death, the Board shall elect a replacement for the unexpired term.

***Section IV.12: Vacancies***

Vacancies occurring on the Board of Directors shall be filled by a majority vote of the Board members. Officers or Directors selected shall serve only until the next annual election. Duties of the Directors shall be defined by the Board of Directors and shall include active committee participation and willingness to actively work on committee and Board projects including those projects initiated by the President with Board approval. Each Board member is expected to take an active leadership position within LACPA. Active participation is the primary criteria for being considered for election/reelection to the Board.

### ***Section IV.13: Removal***

The Board may declare a Director's seat to be vacant (Officer or Director-at-Large) if the Director is unable to fulfill the duties of the position, accumulates more than three (3) absences in a calendar year from meetings of the Board, is convicted of a felony, violates the duties specified in the California Non-Profit Corporate Code, or if the Board determines that the Board member is failing to fulfill their duties. Removal procedures shall be carried out as specified in the Governance Policy Document section xx.xx and in accordance with California Corporations Code sections 7221-7223.

## **ARTICLE V: OFFICERS**

### ***Section V.1: Officers of LACPA***

The Officers of LACPA shall consist of (a) President; (b) President-Elect; (c) Immediate Past-President; (d) Secretary; (e) Secretary-Elect in even-numbered years; (f) Treasurer; (g) Treasurer-Elect in odd-numbered years.

**V.1.a** The President shall exercise leadership and general supervision over the affairs of LACPA. The President shall preside at all meetings of the Board of Directors and shall serve ex-officio on all standing and special committees except the Nominations and Elections Committee. The President shall assume other duties as specified in the Bylaws or as designated by the Board of Directors.

**V.1.b** The President-Elect shall assume the duties of the President in the President's absence and shall have such additional duties as may be designated by the Board of Directors.

**V.1.c** The Immediate Past-President shall serve as Chair of the Nominations, Elections, and Awards Committee and shall have such additional duties as may be designated by the Board of Directors.

**V.1.d** The Secretary shall keep minutes of all meetings of LACPA and of the Board of Directors, which shall be an accurate and official record of all transactions of LACPA. The Secretary shall be custodian of all LACPA records, except those of the Ethics Information and Education Committee. The Secretary shall assume additional duties as may be designated by the Board of Directors.

**V.1.e** The Secretary-Elect shall assist the Secretary and shall assume additional duties as may be designated by the Board of Directors.

**V.1.f** The Treasurer shall be the custodian of all LACPA funds and shall present regular reports to the Board of Directors. The Treasurer shall have signature power on all bank accounts in addition to other officers and/or the administrator as designated by the Board of Directors. The Treasurer shall present to the Board of Directors a quarterly financial report. After audit or financial review and approval of the Board of Directors, the Treasurer shall present to the members annually a statement of the financial standing of LACPA, including income and expenditures during the past fiscal year. A summary of the statement shall be printed in the Los Angeles Psychologist once each year.

**V.1.g** The Treasurer-Elect shall assist the Treasurer and shall assume additional duties as may be designated by the Board of Directors.

**V.1.h** No individual may exercise more than one (1) vote.

### **Section V.2: Resignation**

Any Officer may resign by giving written notice to the LACPA Board of Directors. Any such resignation shall take effect at the date of the receipt of such notice unless otherwise specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

### **Section V.3: Vacancies**

If the office of President becomes vacant, the President-Elect shall succeed to the higher office. If the offices of Treasurer or Secretary become vacant and an incumbent is serving as Treasurer-Elect or Secretary-Elect, the person in that position shall succeed to the vacated office to complete the un-expired term and then will succeed to the full two (2) year term as Treasurer or Secretary respectively. If the position of Treasurer-Elect, Secretary-Elect, or President-Elect is vacated, the position(s) shall be filled by a membership election held within ninety (90) days of the office being vacated. Nominees for the vacated position(s) shall be submitted by the Nominations and Elections Committee to the Board for approval prior to preparation of the ballot.

## **ARTICLE VI: ELECTION OF OFFICERS AND DIRECTORS**

### ***Section VI.1: Annual Election***

An annual election by mail or online survey ballot circulated to all voting members shall be held to fill expiring positions on the Board of Directors. Nomination and Election procedures shall be carried out as detailed in the Governance Policy Document sections 1.B and 1.C.

### ***Section VI.2: Terms of Office***

**VI.2.a** The President shall have just completed the term as President-Elect and shall serve as President for one year.

**VI.2.b** The President-Elect shall be elected for a one-year term and shall automatically succeed to the Presidency upon the expiration of the term.

**VI.2.c** The Past-President shall be the most recently retired President and shall serve as Past-President for one year.

**VI.2.d** The Secretary shall have just completed the term as Secretary-Elect and shall serve as Secretary for two years.

**VI.2.e** The Secretary-Elect shall be elected for a one year term beginning in even-numbered years and then shall automatically succeed to a two-year term as Secretary.

**VI.2.f** The Treasurer shall have just completed the term as Treasurer-Elect and shall serve as Treasurer for two years.

**VI.2.g** The Treasurer-Elect shall be elected for a one-year term beginning in odd-numbered years and then shall automatically succeed to a two-year term as Treasurer.

**VI.2.h** Directors shall be elected for a one-year term. There will be term limits as follows: No Board member can serve more than 10 (ten) consecutive years. Board members are permitted to serve an eleventh year on the Board only if it is to complete the three-year commitment to an Executive Committee position. Former Board members may seek nomination to the Board again after at least 1 (one) year absence from the Board.

## **ARTICLE VII: COMMITTEES**

### ***Section VII.1: Committee Chairpersons***

Chairpersons of Standing Committees, with the exception of the Nominations, Elections, and Awards Committee and the Student Leadership Committee, shall be appointed annually by the President with the approval of the Board of Directors.

### ***Section VII.2: Chairperson Responsibilities***

The Chairpersons of all Committees have the responsibility of keeping the Board of Directors informed on current status and progress of their committee. Chairpersons of Standing Committees are expected to attend eight (8) meetings of the Board of Directors annually, unless excused by the President. Chairpersons of Special Committees are expected to attend two (2) meetings of the Board of Directors annually, unless excused by the president. Alternatively, a Chairperson may designate a committee member to represent them at Board meetings. The designated representative of a Standing Committee's Chairperson shall have voice but no vote.

### ***Section VII.3: Standing Committees***

Standing committees of LACPA shall be: (a) Membership Committee, (b) Local Advocacy Network; (c) Continuing Education Committee, (d) Diversity Committee, (e) Ethics Information and Education Committee, (f) Finance Committee, (g) Student Leadership Committee, (h) Nominations, Elections, and Awards Committee, and (I) Publications Committee. There shall be special Committees as deemed necessary by the Board of Directors or the President.

### ***Section VII.4: Special Committees***

Special committees of LACPA shall be appointed by the President as deemed necessary with the approval of the Board of Directors. With Board approval, Special Committees may also be dissolved when the Board determines their mission has been completed or they are no longer necessary.

### ***Section VIII.4: Duties of Committees***

**VIII.4.a** The Membership Committee is responsible for the procedures for receiving and evaluating new applicants; implementing recruiting resources; developing and distributing application forms; and working actively to increase membership and participation by county psychologists.

**VIII.4.b** The Local Advocacy Network is responsible for communicating the California Psychological Association's (CPA) Governmental Affairs efforts to the LACPA Board and membership and bringing LACPA's concerns to the statewide organization. The committee works to advance CPA's legislative agenda at the direction of CPA and advocate for the highest quality of psychological services for the County of Los Angeles.

**VIII.4.c** The Continuing Education Committee provides educational programs for both professionals and the community at large.

**VIII.4.d.** The Diversity Committee provides educational and experiential programs for professionals and the community at large designed to highlight aspects of culture, minority experience, and intersectional issues.

**VIII.4.e** The Ethics Information and Education Committee shall provide ethics-related information to individuals who call and shall assist them in understanding the application of the current APA Ethical Principles of Psychologists and Code of Conduct (the "Ethics Code") to the fact situations the caller present. The committee is guided by, and seeks to apply and explain, the current Ethics code of the APA. The committee does not and shall not adjudicate ethics cases or shall not make or promulgate any official determinations concerning the ethics of fact situations submitted to the committee.

**VIII.4.f.** The Finance Committee is chaired by the Treasurer; consists of the elected officers and any other members invited by the Treasurer; and shall be responsible for overseeing the financial operations and budget of LACPA. The Finance Committee will set rules and processes concerning accounting, internal control procedures, and auditing.

**VIII.4.g** The Student Leadership Committee is composed of up to 3 (three) Student Members, all of whom shall have status as LACPA Board Members, except that they shall be empowered to cast only 1 (one) aggregate vote on behalf of the entire Student membership; they may not chair a LACPA Standing Committee; and they may not hold office as an officer of LACPA. The Student Leadership Committee is responsible for communication with and coordination of activities of the Student Members of the Association and to give them a voice on the Board of Directors.

**VIII.4.h** The Nominations, Elections and Awards Committee has responsibility for following procedures as outlined in the Governance Policy Document section 1.C.

**VIII.4.i.** The Publications Committee has the responsibility for publishing the Los Angeles Psychologist magazine.

## **ARTICLE VIII: MEETINGS OF LACPA MEMBERSHIP**

### ***Section VIII.1: Annual Business Meeting***

One Board meeting per calendar year shall be designated as the Annual Business Meeting. The general membership shall be notified and invited. At this meeting, reports shall be received from Officers, Directors, and Committee Chairs for the current year. Announcement of this meeting will be placed in The Los Angeles Psychologist and shall be announced on the LACPA Listserv no later than 30 days in advance of the meeting.

## **ARTICLE IX: DUES AND ASSESSMENTS**

### ***Section IX.1: Annual Dues***

Annual dues shall be payable on or before September 1<sup>st</sup> of each year and shall cover the period from September 1<sup>st</sup> through August 31<sup>st</sup> of the following year.

### ***Section IX.2: Dues Amount***

Dues shall be determined annually by the Board of Directors based upon the recommendation of the Treasurer. Current dues amounts may be found in the Governance Policy Document section 4.D.

***Section IX.4: Assessments***

Assessments may be made by a majority vote of the Board of Directors.

***Section IX.5: Resignation and Reinstatement***

Members in any category who have not paid dues by September 1<sup>st</sup> will be considered as having resigned and will be dropped from membership. Members in any category who have resigned from participation but meet all other requirements for membership may be reinstated upon payments of the current year's dues.

**ARTICLE X: INDEMNIFICATION AND INSURANCE**

***Section X.1: Indemnification***

To the fullest extent permitted by law, LACPA shall defend, indemnify, and hold harmless any agent against any claim arising out of any alleged or actual action or inaction in the performance of duties performed in good faith on LACPA's behalf. "Agent" for this purpose shall include representatives, directors, officers, and employees.

***SECTION X.2: Insurance***

LACPA shall purchase and maintain adequate insurance on behalf of its agents against any liability asserted against or incurred while acting as an agent for LACPA.

**ARTICLE XI: AMENDMENT OF BYLAWS**

***Section XI.1: Amendment***

These Bylaws may be amended, and when ratified, as stated in Section **XI.3** of this Article, the amendments will have the force of Bylaws.

***Section XI.2: Introduction***

Proposed amendments may be presented to members either by majority vote of the Board of Directors or by petition signed by not fewer than ten percent (10%) of the membership.

***Section XI.3: Approval Process***

When a proposed amendment has fulfilled either requirement in Section 2 above, the amendment must be submitted to the California Psychological Association (CPA) for approval. Once approval is received from CPA, proposed amendments shall be presented by the Board to the membership by either mail or electronic ballot. The Bylaws may also be amended by a 2/3 vote of the voting members participating at a duly constituted meeting of LACPA's general membership.

***Section XI.4: Adoption***

The proposed amendment(s) shall be considered adopted if they receive approval by a two-thirds (2/3) majority of the members voting.