



Date: September 2012
To: ACNP Membership
From: ACNP Council
Subject: Constitution and Bylaws Changes

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The ACNP Council in consultation with the Constitution and Rules Committee is proposing changes to the constitution and bylaws. Many of the changes outlined below are being recommended after extensive discussion among Council and appointed task forces that examined the size, structure and growth of the Annual Meeting and the bottleneck the College is experiencing with accepting new members while controlling growth of the meeting.

The proposed changes to the Constitution include:

ARTICLE III: Membership

6. ~~Emeritus status may be granted to~~ Fellows or Members who have been members for at least (10) years; and have reached the age of 65; ~~and have retired, or have retired due to disability regardless of age~~ may apply for Emeritus Status.:

The Council interprets Emeritus status as reserved for individuals who have contributed in important ways to the life of the College, but who no longer wish to play an active role in the annual meeting, consistent with their reduced membership and meeting registration fees. With the proposed change to the by-laws, Members and Fellows must apply for Emeritus status and they need not have retired from their academic or professional positions at the time of this application. Policy changes will follow the approval of the by-laws changes to limit the duties and privileges of emeritus members in a manner befitting their more limited role within the College. The intent of these changes is to open more membership slots to bring in more young, talented scientists into the College while still controlling the growth of the Annual Meeting.

The proposed changes to the Bylaws include:

ARTICLE I: Officers

1. The Officers of the College shall be the President, President-Elect, Secretary, and Treasurer. There shall be a Council consisting of the President, President-Elect, Secretary, Treasurer, the last two retired Presidents, and six Fellows called "Councilors". When the results of the election are known, the newly elected President-Elect Designate shall also be added as a member of Council.

This change will allow the newly elected President-Elect Designate to immediately join Council so he/she may be involved in decision making and leadership and may have an opportunity to become oriented to issues before the College prior to their term.

ARTICLE II: Privileges and Duties

3. Emeritus Status

- (a) Emeritus Status: Fellows and Members who have been members of the College for at least (10) years; and have reached the age of 65, ~~and have retired, or have retired due to disability regardless of age, will be granted~~ may apply for Emeritus Status.
- (b) Fellows and Members who have been granted Emeritus Status shall receive all official material distributed to the membership, ~~and retain all privileges appropriate to their membership status.~~ Emeritus Status Members, however, shall not pay dues and may or may not attend annual meetings.

This change, as stated above in the proposed edits to Article III. Paragraph 6 of the Constitution, changes the requirements for Emeritus eligibility and allows Council to limit the duties and privileges of Emeritus Members in a manner consistent with the Council's interpretation of Emeritus Status. The intent of the changes is to help manage the growth of the annual meeting.

ARTICLE II: Privileges and Duties

5. Associate Members

~~(e) — No more than fifteen individuals can be named Associate Members in one year.~~

Council is recommending an increase the number of Associate Members accepted into the College each year. At this point in the College's history there is a gap from when a young scientist can obtain a travel award and then be accepted into Associate Membership. Council decided to recommend a bylaws amendment to increase the number of Associate Members accepted each year to 25 instead of the current 15. Further amendments to Article III below will allow Council flexibility to divide the total number of new members that may be accepted between Associate Members and regular Members as they think is appropriate each year.

ARTICLE III: Membership Additions

The total number of Fellows, ~~and~~ Members, and Associate Members of the College shall not be increased in any calendar year after ~~1994~~ 2012 by the addition of more than ~~twenty~~ forty-five individuals, plus (from the previous calendar year): (1) the number elected to Emeritus status, (2) the number of Fellows and Members who have died, and (3) the number of Fellows and Members who have resigned or been expelled. Once the total number of new Members and Associate Members that may

be accepted into membership has been calculated, it shall be determined by Council how that total number may be divided between new Members and Associate Members. The number of Supporting Organization Representatives may be determined by Council.

As stated in the above explanation of Article II, 5c, this language will allow Council in consultation with the Membership Committee the flexibility to divide the total number of new members that may be accepted between Associate Members and regular Members as they think is appropriate each year.

ARTICLE IV: Powers

5. Council shall hire such paid staff members or contract with management firms as it determines necessary to properly conduct the business of the College, and shall delegate such duties and responsibilities to ~~that such~~ staff or management firm as it determines appropriate.

This language allows the College to be managed by a management firm, such as ACNP's own Parthenon Management Group, rather than hiring its own staff.

ARTICLE V: Audit

An independent audit of the College's accounts shall be carried out annually by a certified public accountant. The auditor shall be chosen and approved by an Audit Committee appointed by Council. The audit report shall be sent directly to all members of the Council, and shall be considered and reviewed by the President, the Secretary, and the Treasurer.

In 2011, the Finance Committee was replaced with an independent Audit Committee to oversee the College's yearly accounting audit.

ARTICLE VII: Constitutional Committee Rules and Regulations

3. Nominating Committee: This committee shall consist of five Fellows to be elected by the Fellows and Members of the College for a term of one year. The members of the Nominating Committee shall be selected from a list of between ten and fifteen nominees compiled by the Council and forwarded to all Fellows and Members of the College. This list shall contain only the names of Fellows who are not voting members of the current Nominating Committee and who are not Officers or members of the current Council. Write-in additions will also be counted. The election shall be by secret ballot and conducted in a manner approved by Council. The immediate past Chair of the Nominating Committee shall serve as Ex-Officio Consultant to the committee. The Immediate Past President shall serve as Liaison to Council. The duty of the committee shall be to nominate two or more candidates for all elective offices of the College, except however in the case of the Secretary and the Treasurer the Committee may, after

consultation with Council, renominate as the sole nominee the incumbent Secretary or Treasurer. Pursuant to this duty, the Nominating Committee shall solicit from the Fellows and Members a list to be considered as possible nominees for the various offices, and shall cause the Secretary to provide a list of final nominations to the membership ~~no later than sixty days after the date of the end of the just previous Annual Meeting if they meet the previously stated criteria for committee membership for a vote to be conducted in a manner approved by Council.-~~

In past years, all ballots were completed via mail/paper ballots which took several months to execute. Since the College now executes its elections via secure, online voting, elections can be done in a more efficient manner and there is no need for a time limit.

ARTICLE IX: Parliamentary Procedure

2. Officers shall be elected by secret vote from among the nominees presented by the Nominating Committee in accordance with the provisions of Article VII, Section 3. Each Fellow and Member shall be entitled to cast one vote for each elected office. Votes shall be cast only in the manner provided in Article VII, Section 3. The votes shall be tabulated no later than twenty days after the close of the election, and the membership notified of the results as soon thereafter as is practicable by ~~letter from~~ the Secretary. However, unless more than fifty percent of the members who are eligible to vote participate in the election, the vote will be null and void. A new election with the same candidates will be held within 30 days and requires greater than 50% participation by members eligible to vote. The tabulation of all votes which are required under these By-Laws shall be jointly monitored by the Secretary and the Treasurer or the Secretary and some other person designated by the President. The results of the election will be announced at the Annual Meeting.

The Executive Office, under the direction of the Secretary, now emails notification to the membership regarding the outcome of elections. Letters are no longer needed in today's electronic world.

Please contact any Council member or the Executive Director if you have any questions regarding the proposed changes.