

# **BYLAWS OF THE AMERICAN SOCIETY OF CLINICAL PSYCHOPHARMACOLOGY, INC.**

A New York Education Corporation

## Article I

### 1. Name:

The name of the Corporation is the American Society of Clinical Psychopharmacology, Inc. (the "Corporation").

### 2. Location:

The Corporation may have offices within and without the State of New York as the Board of Trustees (hereinafter referred to as the Board of Directors) may, from time to time, determine are necessary or advantageous to accomplish the business of the Corporation.

## Article II

### 3. Membership:

1. Full membership shall be limited to practitioners of psychopharmacology (holders of M.D.s or D.O.s) or holders of other doctoral degrees who are investigators of clinical psychopharmacology or of pharmacology.
2. Associate Membership shall be limited to clinician or clinician/researchers (non-M.D. or Ph.D.) in the field. Associate members are not eligible for office, committee participation or to vote.
3. A full member who has met the requirements for full membership and who is current in his or her payment of dues and any additional charges imposed by the Board shall be a member in good standing and shall be entitled to all of the privileges of full membership and, if such member shall be a full member, to vote at the Annual Business meeting of Members.
4. The members shall have sole authority to amend the certificate of incorporation and to amend these bylaws, or to remove and replace Directors, except that the Board may remove and replace a Director for cause or fill a vacancy on the Board due to an unexpired term as provided for in these bylaws. The full members shall have authority to elect Directors, and may make any other decision for the Society that is in accordance with the articles of incorporation, these bylaws, and other applicable laws, notwithstanding decisions of the Board of Directors.

#### 4. Meetings of Members:

The Annual Business Meeting of Members for the transaction of business shall be held on such date as shall be designated by a resolution of the Board of Directors. Notice of the Annual Business Meeting of Members, including the time, place, and date of the meeting, will be given to all members, in writing, by mail or email, at least 30 days prior to the meeting.

#### 5. Quorum:

A quorum at any meeting of members shall be full members in good standing entitled to cast 100 votes or ten percent of the total number of votes, whichever is smaller. To be counted in the quorum, members must be present either in person or by written proxy.

### Article III

#### 1. Nominating Committee:

There shall be a nominating committee consisting of all members of the Board of Directors. Directors nominated for President-elect or Treasurer-elect shall not serve on the nominating committee.

#### 2. Nominations

Biennially beginning in 2012, not later than ninety (90) days before the annual meeting of the Board, the Nominating Committee shall request names for consideration from the membership for the offices of President-elect, Treasurer-elect and up to four (4) directors. Such names must be received in writing by the date specified in the request. The Nominating Committee shall consider and submit a maximum of two (2) qualified candidates per open position. The Executive Office shall verify candidates, and shall prepare the official ballot for the election of officers and directors. The election shall be by secret ballot and conducted in a manner approved by the Board.

### Article IV

#### 1. Board of Directors:

The governing body of the Corporation shall be the Board of Directors (the "Board"), which shall have the authority and shall be responsible for the supervision, control and direction of the Corporation. The Board may determine the dues structure, any additional charges to be imposed as a condition of membership, the date any of these monies are to be due and the date after which, if any monies are not paid, a member may be considered not to be in good standing.

#### 2. Composition of the Board:

The Board is to consist of between eleven and eighteen persons who are full members of the Corporation. Only a full member in good standing may be a member of the Board. The Board may decide the exact number of its members within the parameters specified herein.

### 3. Election of the Board:

Elections for directors will be held biennially.

Directors shall be elected by the membership. Voting shall be by secret ballot and conducted in a manner prescribed by the Board. Each full member shall be entitled to cast a total number of votes in each election equal to the number of vacancies to be filled on the Board at that election. Each full member may cast no more than one vote for any one nominee. Any ballot casting votes greater than the number allowed hereunder will be invalidated in total.

### 4. Term of Office:

All directors shall serve until their successors are elected as prescribed herein. Terms of office shall be determined by length of service. The two (2) directors with the longest service to the Board not serving as an officer shall rotate off the Board biennially.

Any or all of the directors may be removed and/or replaced, with or without cause, at any time by a unanimous vote of the members, in writing, with all of these members signing the writing. Voting shall be by secret ballot and conducted in a manner prescribed by the Board. For purposes of this section, a director shall be disqualified from voting upon the issue of whether or not he or she should be removed from office.

The Board may remove a director for cause. Such decisions by the Board must be unanimous, in writing, with all of the remaining members of the Board signing the writing, or by two-thirds vote of the remaining members of the Board, at any meeting of the Board at which there is a quorum present and where the notice provision of these bylaws has been fulfilled. For purposes of this section, a director shall be disqualified from voting upon the issue of whether or not he or she should be removed from office. If the Board removes a Board member for cause, the Board may replace that Board member as per article IV.5. of these bylaws

Any director may resign at any time by delivering a written resignation to the President. The acceptance of such resignation, unless required by the term of the instrument shall not be necessary to make the same effective.

### 5. Vacancies on the Board:

Vacancies on the Board due to an unexpired term, except for vacancies arising from removal of a director by member vote, may be filled by the Board. A director elected to fill a vacancy will be considered elected to fill the unexpired term of his or her predecessor.

## 6. Meetings:

The Annual Meeting of the Board is to be held during the month of May or June on such date as shall be designated by a resolution of the Board at whatever time and place are specified in the notice or waiver or notice of the meeting. The Board may provide by resolution for additional meetings in person or by telephone. If a Board member participates in a meeting via telephone he or she shall be considered present for the meeting. In either case, the presence of one-third of the directors shall constitute a quorum. A majority of the directors present, where a quorum is present, shall be necessary to make a decision, except where some other number is required by law, by the Corporation's Certificate of Incorporation or by these bylaws. Proxy voting is not permitted.

Special meetings of the Board may be called by the President.

At least two weeks prior to any meeting of the Board, written notice of such meeting, including the time, place, date and proposed agenda, shall be mailed or faxed or emailed to the directors to the address given by them for that purpose to the Corporation. Any action required or permitted to be taken at any meeting of the Board or any committee thereof may be taken without a meeting if a written consent to such action is signed by all members of the Board or such committee and such consent is filed with the minutes of the Board or such committee.

## 7. Quorum:

A majority of members shall constitute a quorum of the Board.

## 8. Compensation:

Directors are not to be compensated for their services as directors, but may be reasonably compensated for services rendered in another capacity. Directors may be reimbursed for their out-of-pocket expenses for any work done at the request of the Corporation and for out-of-pocket expenses for any work done at the request of the Corporation and for out-of-pocket travel expenses incurred in traveling to or from and/or attending any Corporation meetings or functions to which they have been requested by the Corporation to attend.

The Society shall indemnify, and upon request shall advance expenses to, in the manner and to the full extent permitted by law, any officer or Board member (or estate of any such person) who was or is party to, or is threatened to be made a party to, any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a Board member or officer of the Society, or is or was serving at the request of the Society as a Board member, officer, or employee (an "indemnitee"). To the full extent permitted by law, the indemnification and advances provided for herein shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement. The rights to indemnification and advancement of the

expenses set forth above are contractual between the Society and the person being indemnified, his heirs, executors and administrators, and are mandatory. Notwithstanding the forgoing, the Society shall not indemnify any such indemnitee (1) in any proceeding by the Society against such indemnitee; or (2) if a judgment or other final adjudication adverse to the indemnitee establishes his or her liability for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law. The Society may purchase and maintain insurance of behalf of any such person against any liability which may be asserted against him or her.

9. Location of Books:

The directors may keep the books of the Corporation, except such as are required by law to be kept within the State of New York, at such places as they may, from time to time, determine.

Article V

1. Officers:

The officers of the Corporation shall be a President, President-elect, Past President, Treasurer, Treasurer-elect, and Past Treasurer.

2. Qualifications:

Officers must be members of the Board when elected by the Board to their posts and throughout their term of office.

3. Election and Term of Office:

Elections for President-elect and Treasurer-elect will be held biennially.

The President-elect and the Treasurer-elect shall be elected by the membership. Voting shall be by secret ballot and conducted in a manner prescribed by the Board. Each full member shall be entitled to cast one vote for both president-elect and treasurer-elect. Each full member may cast no more than one vote for any one nominee. Any ballot casting votes greater than the number allowed hereunder will be invalidated in total.

The President-elect, President, Past President, Treasurer-elect, Treasurer and Past Treasurer shall each serve two year terms. The President-elect shall automatically assume the office of President upon the expiration of two year term. The President shall automatically assume the office of Past President upon the expiration of the two year term. The Past President will rotate off the Board upon the expiration of the two year term. The Treasurer-elect shall automatically assume the office of Treasurer upon the expiration of the two year term. The Treasurer shall automatically assume the office of Past Treasurer upon the

expiration of the two year term. The Past Treasurer shall rotate off the Board upon the expiration of the two year term.

#### 4. Duties:

The officers are to perform duties as follows: the President of the Corporation shall act as Chair of the Board, and be the chief spokesperson for the Corporation. The Past President of the Corporation shall act as Chair of the Board in the President's absence. In the absence of both the President and Past President, the President-elect shall act as Chair of the Board. The President-elect and Past President shall work in consultation with the President on important issues facing the Corporation. The Treasurer shall be the chief financial officer of the Corporation. The Treasurer-elect and Past Treasurer shall work in consultation with the Treasurer on financial issues.

#### 5. Vacancies:

If a vacancy occurs among the officers, for any reason, the Board may elect a qualified person to fill the unexpired portion of the term. Such an election may be held in a reasonable manner to be determined by the Board.

#### 6. Compensation:

Officers may not receive compensation for their services, but may be recompensed for expenses on the same basis as directors, herein, as described in Article IV.

### Article VI

#### 1. Committees:

The Board shall have power to appoint, by resolution passed by a majority of the entire Board, such committees, including an executive committee, as it may deem advisable. The Board may assign duties and responsibilities to committees.

The Board also shall have power to create, by resolution passed by a majority of the entire Board, additional committees, as it may deem advisable, each committee to consist of three or more full members of the Corporation in good standing. All such committees shall be appointed annually by the President of the Corporation as soon after the annual election of officers as may be practicable, with such appointments continuing until the annual meeting next after the appointment and until successors are appointed. A member may serve more than one term as a member of a particular committee.

#### 2. General Counsel:

A general counsel may be appointed or terminated by the Board.

### 3. Auditors:

Qualified auditors are to be appointed or terminated by the Board and must provide at least one statement of the Corporation's financial condition to the Board and to the members each year.

### 4. Rules:

The Board may establish rules that are consistent with these bylaws for the policies, procedures and programs of the Corporation.

### 5. Conflicts of Interest

The Board shall adopt a conflict of interest policy concerning conflicts of interest by Directors or employees of the Corporation, or by members when acting on behalf of the corporation.

## Article VII

1. Signature authority for the Corporation shall be limited to the officers and such employees as designated by the Board, and such other person or persons as the Board may from time to time designate.

2. The fiscal year of the Corporation shall be the calendar year.

3. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, State of New York." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

4. To the full extent authorized by law, the corporation shall indemnify any person made, or threatened to be made, a party in any civil or criminal action or proceeding by reason of the fact that he, his testator or intestate, is or was a director or officer of the Corporation, and the Corporation shall advance the expenses of such person in defending such an action or proceeding, except to the extent specifically prohibited by law.

Notwithstanding the foregoing provision of this Section 4 of Article VI of these bylaws, no such indemnification shall be made if the same would constitute an act of self-dealing or a taxable expenditure within the meaning of Sections 4941 and 4945, respectively, of the Internal Revenue Code of 1986, as amended, or such other statutory provisions as shall from time to time correspond thereto.

To facilitate the provisions of this Section 4 of Article VII, appropriate insurance shall be sought and obtained.

### 5. Amendments:

(a) Through December 31, 1995, the Board shall be empowered, by two-thirds vote of all Board members, to make any changes in these bylaws it deems to be in the best interest of the Corporation. It may not, however, change section 5(b) of this Article.

(b) After December 31, 1995, Amendments to these bylaws may be made at any regular or special meeting of the members, by a two thirds vote of the members present when a written copy of such proposed amendment(s) and the intention to vote on said amendment(s) at a meeting on a particular date has been provided to the members no less than three weeks prior to said meeting and no more than six weeks prior to said meeting.

(c) After October 16, 2011, Amendments to these bylaws may be proposed by a two-thirds vote of the Board or by petition of ten percent of the members without approval of the Board. Proposed amendments shall be submitted in a manner approved by the Board. Approval requires a favorable response from two-thirds of members who vote.

*Passed by the ASCP membership in May, 2005*

*Revised and amended by the ASCP membership October 16, 2011.*