

January 1976 (amended 1980)  
Revised: November 10, 1987  
Revised: \_\_\_\_\_, 2002  
June, 2013  
Approved, July, 2013

## ***CENTRAL COAST PSYCHOLOGICAL ASSOCIATION BYLAWS***

### **ARTICLE I: MISSION, GOVERNING BODY AND DIVERSITY STATEMENT**

This organization shall be known as the *Central Coast Psychological Association*, hereafter referred to in these bylaws as CCPA. Central Coast Psychological Association (CCPA) shall operate as a chapter of the California Psychological Association (CPA).

#### **Section I.1 Mission**

The mission of CCPA shall be to develop a collegial relationship among psychologists in agencies, institutions, and private practice settings in San Luis Obispo County and Northern Santa Barbara County; to encourage high standards of ethical practice in the science and profession of psychology; to provide instruction and dissemination of material in the public interest including, but not limited to, information relating to the field of psychology through continuing education, lectures, publications, media, electronic means, or other methods ~~or otherwise~~; and to facilitate the exchange of ideas and information among members of the profession.

#### **Section I.2: Governing Body**

The Board of Directors shall be the governing body of the Central Coast Psychological Association and shall be referred to in these Bylaws as the "Board." Individual members of the Board shall be referred to as "Directors."

#### **Section I.3: Diversity Statement**

In principal and in practice, CCPA values and seeks a diverse membership. CCPA 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, or socioeconomic status. CCPA implements and adheres to policies and procedures that discourage harassment and other behaviors that infringe upon the freedom and respect that every individual deserves.

#### **Section I.4: Number of Directors**

The authorized number of directors shall not be less than three nor more than ten, with the exact number

of directors to be fixed within the limits specified by approval of the Board.

## **ARTICLE II: MEMBERSHIP**

### **Section II.1: Classes of Membership**

CCPA shall consist of seven classes of membership:

- (1) full members
- (2) associate members
- (3) affiliate members
- (4) honorary members
- (5) student members
- (6) out of area members
- (7) life members

NOTE: In this and following sections, any mention of academic degree shall refer to a degree obtained from a school accredited by the Council on Postsecondary Accreditation or its equivalent or from a school approved under the appropriate provisions of the California Education Code or an equivalent at the discretion of the CPA Board of Directors.

NOTE: Membership in CCPA is not necessarily to be construed as evidence of qualifications or competence to practice psychology.

NOTE: A person will enter membership on the highest level for which that person is qualified except for predoctoral students enrolled in a graduate psychological program, who may join as student members.

#### **Full Membership**

Full members shall consist of those members who hold (1) a doctorate in psychology or an equivalent degree, or (2) a license as a psychologist in the State of California, or (3) a Diplomate of the American Board of Professional Psychology.

#### **Associate Membership**

Associate members shall consist of those members who hold a masters degree in psychology or equivalent.

Associate members approved for membership after January 1, 2002 shall have all the rights and privileges of CCPA membership except for voting, holding office, or serving on the Board of Directors.

#### **Affiliate Membership**

Affiliate members shall consist of several subclasses of individuals or groups with an interest in psychology such as, but not limited to, certified paraprofessional, high school teachers and members of the general public with an interest in psychology. Affiliate members will have all the rights and privileges of CCPA membership except for voting, holding office, or serving on the Board of Directors.

#### **Honorary Membership**

Honorary members shall consist of members designated by the Board of Directors for contributions or assistance to psychology or to CCPA. Honorary members shall have all the rights and privileges of CCPA membership except for voting, holding office, or serving on the Board of Directors.

### **Student Membership**

Student members are predoctoral students enrolled in a graduate psychology program. Student memberships may be continued or offered to full time postdoctoral fellows in an organized psychology training program in a clinic, hospital, industrial or university setting. Student members have all the rights and privileges of CCPA membership except for voting, holding office, or serving on the Board of Directors. However, A CPAGS representative duly elected to serve on the Board of Directors or appointed to serve on a committee or task force shall have the right to vote when serving in that capacity.

### **Out of State Membership**

Out of state members shall include all members who live out of state and wish to participate in CCPA. This class shall be entitled to participate in all activities except voting, holding office, or serving on the Board of Directors.

### **Life Membership**

Life members shall include those members 65 or older and retired who have held membership in the association for 15 years or more; or regardless of age or length of participation, are adjudged to be totally and permanently disabled. Members shall retain those rights and privileges of CCPA of the class of membership held prior to becoming life members.

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

Applicants applying for membership in CCPA must submit a written application to CCPA with adequate documentation of their qualifications for membership

## **Section II.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 California Board of Psychology, Medical Board of California and the Board of Behavioral Sciences Examiners of the Department of Consumer Affairs of the State of California, and such additional requirements 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 II.4: Expulsion and Suspension of Members**

Members in all categories may be expelled or suspended from CCPA membership for nonpayment of fees and periodic dues or assessments, or for conduct that the Board deems inimical to the best interests of CCPA. This behavior shall include but is not be limited to unethical or unprofessional conduct and flagrant violation of any provision of these Bylaws, licensing and ethical codes of their respective professions, or failure to satisfy membership qualifications. A suspended member shall not be entitled to vote.

Any psychologist who is a member of CCPA and whose license is revoked without a stay by the Board of Psychology, or who surrenders their psychology license during a California Medical Board investigation, shall be automatically proposed for expulsion by the Board in accordance with the procedure set forth in the Policies and Procedures of CCPA. Members in other membership

categories who are not in good standing with their respective professional licensing Boards shall be automatically proposed for expulsion by the Board in accordance with the procedure set forth in the Policies and Procedures of CCPA.

Any expulsion, suspension or termination shall be done in good faith and in a fair and reasonable manner in accordance with the following: No expulsion, suspension or termination shall take place unless the affected member shall have been given at least fifteen (15) days prior notice of the expulsion, suspension or termination and the reasons therefore and, the notice to the member provides an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension or termination by the CCPA Board of Directors, and all notices pursuant to this section may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first class or registered mail sent to the last address of the member shown on the Association's records.

Any action challenging an expulsion, suspension or termination of membership includes any claim alleging defective notice, must be commencing within one (1) year after the date of the expulsion, suspension or termination.

### **Section II.5: Resignation**

A member may resign from membership at any time.

## **ARTICLE III: BOARD OF DIRECTORS**

### **Section III.1: Powers**

The Board shall have the authority to adopt policies that are consistent with these Bylaws and those of CPA. These policies shall be binding and enforceable to members. The Board shall have the authority to create committees. 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 is responsible for making an annual report on activities, finances and membership to CPA.

### **Section III.2: Membership of the Board**

Membership in CCPA is required to be a voting member of the CCPA Board of Directors. A voting member of the CCPA Board of Directors shall either be a full member or life member in good standing. The Board of Directors shall consist of the President, the President Elect, the immediate Past President, the Secretary, the Secretary-Elect, the Treasurer, the Treasurer-Elect, the Chapter Representative to the CPA Board, and the Alternate Chapter Representative to the CPA Board. Directors will be elected in the manner and under the terms as set forth below in Article VI.

**Section III.2.a.** Voting members of the Board shall consist of:

- (1) All elected officers
- (2) Chapter Representative(s) to the CPA Board.

(3) Other Board members defined under elections below.

### **Section III.3: Regular Meetings**

Regular meetings of the Board shall be held at least six (6) times per year. The place and date for each meeting shall be noticed no later than one (1) month prior to the date set for the meeting. The place of the meeting shall be designated by the Board of Directors.

### **Section III.4: Annual Business Meeting**

One annual business meeting shall be held each year for the purpose of proposing future actions and submitting the annual budget for approval. The annual meeting shall be announced at least 30 days prior to the date set by the Board of Directors. Members shall be invited to submit agenda items that shall be approved by the Board of Directors.

### **Section III.5: Special Meetings**

Special meetings may be held upon recommendation by the Board President or thirty (30) percent of the Board of Directors, provided that no less than 30 days nor more than 90 days notice prior to the meeting be given to all participants by mail or email stating the purpose for which such meeting is to be held.

### **Section III.6: Quorum and Voting**

A quorum is established when sixty (60) percent of the voting members of the Board are present. Once a quorum is established, it is maintained unless the number of voting Directors present falls below one-half (1/2) of the number of Directors authorized. Each voting Director is entitled to no more than one vote. If a voting Director holds two offices, each entitling the Director to vote, the Director shall be limited to one vote. Proxy voting is not permitted.

### **Section III.7: Meeting by Conference Call or Other Electronic Means**

The Board of Directors (and Board Committees) may hold a meeting 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. All votes must be taken by roll call, and agendas must be available to all participants, in accordance with California Corporations Laws.

### **Definitions:**

**Teleconference:** A teleconference is a meeting of the Board in which Board members are in different locations but are connected by electronic means, through audio, video or both.

**Quorum:** During the teleconference, at least a quorum of the members of the Board shall participate from remote locations.

**Recognition, Speaking Order, Obtaining Floor:** Instructions are to be provided on how to gain recognition to speak, the use of a speaking order and how to obtain the floor.

**Roll Call Voting:** The Board may use teleconferences for all purposes in connection with any meeting within the Board's subject matter jurisdiction. All votes taken during a teleconference meeting shall be by roll call.

**Agendas:** Agendas must be available at all remote locations. Agendas shall be posted at all teleconference locations and shall list all teleconference locations whenever they are posted elsewhere.

**Policies and Procedures, Regulations:** All Board policies, administrative regulations, and Bylaws shall apply equally to meetings that are teleconferenced.

### **Section III.8 Action Without Meeting**

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing or e-mail to such action. Such consent shall have the same effect as the unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

### **Section III.9: Parliamentary**

The President may appoint a Parliamentarian. The Parliamentarian serves without a vote. Unless otherwise indicated in these Bylaws or any special rules of order that the Association adopts, the latest revision of Robert's Rules of Order shall be the parliamentary authority for the governance of meetings.

### **Section III.10: Nominations and Election of Directors**

In September of each year, the Past President, as chair of the Elections Committee, shall select two members approved by the Board of Directors to serve on the committee. By October of each calendar year, the membership shall be asked to submit names of candidates for offices to be filled. These suggestions must be received no later than October 15. A candidate who is suggested by a minimum of three members shall be placed on the ballot. In addition to the names of candidates who qualify, the Elections Committee may nominate candidates for each vacant office. Provisions for write in votes shall be made on the ballot. The slate should represent to the greatest extent possible the varied interests of the membership. An annual election by mail ballot circulated to all members shall be held to fill expiring positions on the Board of Directors. CCPA shall inform CPA of the results by November the First each year.

### **Section III.11 Stipulations**

Nominees for the Board of Directors shall be Full Members or Life Members. Student Members are eligible to run for the Student Representative position only. Only Full, Life, and

### **Section III.12: Duties of Directors**

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 these bylaws, the Bylaws of CPA and the laws governing mutual benefit corporations in California. Directors further the mission of CCPA and of CPA. Directors also may chair or join CCPA committees.

### **Section III.13: Resignation of Directors**

Any Director may resign by giving written notice to the President or to the Secretary/Treasurer of the Board. If the resignation is effective at a future time a successor may be elected by the membership to take office when the resignation becomes effective. If the resignation is effective immediately a successor may be elected by the Board to take office when the resignation becomes effective.

### **Section III.14: Removal of Directors**

The Board may declare vacant the office of a Director if the Director is unable to fulfill the duties of the position, is convicted of a felony, violates the duties specified in the CPA Bylaws and the California Non-Profit Corporate Code, or fails to attend four consecutive meetings of the Board. Any officer or director who shall have accumulated four absences in a calendar year from meetings of the Board of Directors may be considered as having resigned from the Board of Directors, and the Board of Directors, at its discretion, may declare the position vacant.

### **Section III.15: Limits of Consecutive Terms**

Directors shall serve for no more than two (2) consecutive terms in the same position. For purposes of this section, completion of more than fifty percent (50%) of a term shall be considered a full term of service. After serving the maximum allowable number of terms, a member will be eligible after an absence of one (1) year.

## **ARTICLE IV: OFFICERS**

### **Section IV.1: Officers of Central Coast Psychological Association**

The officers of CCPA shall be members of CPA and consist of a (1) President, (2) President Elect, (3) immediate Past President, (4) Secretary (5) Treasurer (6) Secretary-Elect (7) Treasurer-Elect, (8) CPA Board Representative, and (9) CPA Board Representative/Alternate. The officers shall have such authority and responsibility customary for their office and in accordance with the law, Bylaws of this Association and of CPA.

## **Section IV.2: Election of Officers**

Members who are eligible to vote in elections shall elect each officer by mail or electronic ballot. The terms of office shall be as follows:

The President Elect shall be elected for a one (1) year term and shall automatically succeed to the position of President upon the expiration of the term and shall serve as President for one (1) year. Upon the expiration of the term as President, the President shall serve as Past President for one (1) year.

The Secretary and Treasurer shall serve as Secretary/Treasurer for two years.

The Secretary-Elect and Treasurer-Elect shall for one year and automatically succeed to the position of Secretary and of Treasurer upon the expiration of the terms of the Secretary and of the Treasurer.

## **Section IV.3: Resignations**

Any Officer may resign by giving written notice to the 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 IV.4: Vacancies**

If the office of President becomes vacant, the President-Elect shall succeed to the higher office. If the office of Secretary or the Treasurer becomes vacant and an incumbent is serving as Secretary-Elect or Treasurer Elect, then the Elect position shall succeed to the vacated office to complete the un-expired term and succeed to the two (2) year term. If there is no incumbent, or any of the positions of Secretary-Elect or Treasurer-Elect or President-Elect are vacated, the position(s) shall be filled by a membership election held within sixty (60) 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 its approval prior to preparation of the mail ballot.

## **Section IV.5: Duties of Officers**

**IV.5.a** The President shall ensure the integrity of the Board's processes and exercise general supervision over the affairs of the Association as spokesperson. The President shall exercise leadership and general supervision over the affairs of CCPA. 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 Elections Committee. The President shall assume other duties as specified in the bylaws or as designated by the Board of Directors.

**IV.5.b** The President Elect may assume the duties of the President in the President's absence, may serve as parliamentarian, and shall have such additional duties as may be designated by the Board of Directors.

**IV.5.c** The immediate Past President shall serve as chair of the Elections Committee and shall have such additional duties as may be designated by the Board of Directors. The immediate Past-President shall assume the duties of the President in the absence of the President and President-Elect.



**IV.5.d** The Secretary shall keep minutes of all meetings of CCPA and of the Board of Directors, which shall be an accurate and official record of all transactions of CCPA. The Secretary shall be custodian of all CCPA records, except those of the Ethics Committee. The Secretary shall ensure all annual reports are made to CPA. The Secretary shall assume additional duties as may be designated by the Board of Directors.

**IV.5.e** The Treasurer shall be the custodian of all CCPA funds and shall present regular reports to the Board of Directors. The Secretary and 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 CCPA, including income and expenditures during the past fiscal year. A summary of the statement shall be printed in the newsletter once each year.

**IV.5.f.** The Secretary-Elect shall assist the Secretary. The Treasurer-Elect shall assist the Treasurer.

**IV.5.g.** The CPA Board Representative shall attend the Board meetings of CPA and report back to CCPA. If the Board Representative is unable to attend a Board of Directors Meeting of CPA then the Alternate shall attend and report back to CCPA.

## **ARTICLE V: COMMITTEES**

### **Section V.1: Authority to Create Committees**

The Board may create and appoint such committees, task forces or work groups it deems necessary to conduct business. The Board shall provide an appropriate statement of the mission and shall specify the reporting requirements. Except for standing committees, a sunset date shall be specified. The Board shall also specify the precise limitations of the authority to act on behalf of CCPA.

### **Section V.2: Standing Committees**

Standing Committee Chairs shall be appointed by the President-Elect at the end of the calendar year to serve during the following year for one (1) year terms with the approval of the Board except for those committees whose Chairs are designated by the Bylaws. The Committee Chairs shall appoint the other members of the committees. All Standing Committees shall report to the Board. All Standing Committees shall have prepared agenda and keep minutes. The Standing Committees of the Board of CCPA are:

1. Continuing Education Committee
2. Nominations and Elections Committee
3. Ethics Committee
4. Governmental Affairs Committee
5. Membership Committee

The chairs of all committees, who are not on the Board of Directors, have the responsibility of keeping the Board of Directors informed on the current status and progress of their committee. They shall attend

at least 50% of the meetings of the Board of Directors unless excused by the President.

The **Continuing Education Committee** shall be responsible for preparing the application to CPA for Continuing Education Credit. The Continuing Education Committee shall also be responsible for the recruitment and integrity of the courses offered to the membership.

The **Nominations, and Elections Committee** shall consist of the President-Elect, Past-President, and one additional Board member. The Past-President shall serve as chair. The President-Elect shall serve as Vice-Chair and shall fulfill the duties of Chair if the latter is unable to execute the functions for any reason. The Committee shall be responsible for obtaining nominations and selecting a slate of candidates to submit for approval by the CCPA Board of Directors.

The **Ethics Committee** shall consist of at least five (5) members who shall be confirmed by the Board. The committee shall: (1) Serve as an educational resource for the membership; (2) Refer individuals with a complaint against a member or members to the APA ethics committee or the appropriate regulatory agency; (3) Make recommendations to the Board regarding professional and ethical issues of general relevance to CCPA's members.

The **Governmental Affairs Committee** informs the membership of state, county, and local legislative bills that have a bearing on psychology. The committee participates in the legislative arena to ensure the highest quality of psychological services for the areas served by CCPA. The chair of the GAC will be the Appointed CPA, GAC Representative.

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.

## **ARTICLE VI: MEETINGS OF MEMBERS**

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

The Central Coast Psychological Association shall hold an annual general membership meeting either in person or through electronic means.

### **Section VI.2: Special Meetings**

The President, a majority of the Board, or five (5) percent or more of the voting members may call a special meeting of the membership.

### **Section VI.3: Notice**

The Board must give members at least thirty (30) but not more than ninety (90) days notice of all special meetings. No business, other than the stated business, the general nature of which is set forth in the notice of the meeting, may be transacted at a special meeting.

### **Section VI.4: Quorum and Voting**

The presence of five (5) percent of the voting membership in good standing shall constitute a quorum for a special meeting. Whenever a quorum is present, an act or decision made by a majority of the members is a valid act or decision. No action shall amend or contradict any provisions of the Bylaws. Proxy voting is not permitted.

#### **Section VI.5: Action Without a Meeting: Written Ballot**

Any action that may be taken at a meeting of the members also may be taken by conforming to the mail and electronic balloting procedures specified in California Nonprofit Corporation Law.

### **ARTICLE VII: DUES AND ASSESSMENTS**

The annual dues shall be payable to CCPA on or before January 1<sup>st</sup> of each year, and shall cover the period from January 1 through December 31. Student members shall be assessed at a rate equivalent to 25% of the annual dues. All decisions regarding the setting of dues, initiation fees, reinstatement fees, and assessments shall be reviewed and determined annually by the Board of Directors. A late fee will be assessed on members who remit their dues thirty (30) days after the specified due date.

### **ARTICLE VIII: INDEMNIFICATION AND INSURANCE**

#### **Section VIII.1: Indemnification**

To the fullest extent permitted by law, the Association 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 behalf of the Association. "Agent" for this purpose shall include representatives, directors, officers and employees.

#### **Section VIII.2: Insurance**

The California Psychological Association shall purchase and maintain adequate insurance on behalf of its agents against any liability asserted against or incurred while acting as an agent for CPA or this Association (CCPA).

### **ARTICLE IX: AMENDMENT OF BYLAWS**

#### **Section IX.1: Amendment of Bylaws**

**IX.1.a.** These Bylaws can be amended or repealed by a two-thirds vote of the Board, with notice, or by a vote of the members, provided that certain amendments to the Bylaws specified in the California Nonprofit Corporation Law, including those that materially and adversely affect the rights of members or change the authorized number of directors (not less than three and not more than 10 as defined in the Bylaws), be approved by two-thirds of the votes cast by voting members of the Association.

**IX.1.b.** Proposed amendments shall be presented to the voting members of the Association by a two-thirds vote of the Board or upon receiving a petition signed by not less than five percent (5%) of the voting members of the Association.

**Section X.2: Ballot**

All amendments to the Bylaws requiring approval of the members shall conform to the mail and electronic balloting procedures specified in the California Nonprofit Corporations Law.

**ARTICLE XI: Date Bylaws Become Effective**

These bylaws shall become effective on the first day of the month following their approval by a majority vote of the members of CCPA.