

BYLAWS
MISSOURI PSYCHOLOGICAL ASSOCIATION, 2007

ARTICLE I - Name

The name of the association shall be the Missouri Psychological Association, hereafter referred to as MOPA and/or the Association.

ARTICLE II - Purpose

The purpose of the Association shall be to advance psychology as a science, as a profession, and as a means of promoting human welfare. The purpose of this Association shall be furthered by improvements in the qualifications of psychologists and utility of psychological services through high standards of professional ethics, conduct, education and achievement; by the increase and diffusion of psychological knowledge through meetings, professional contacts, reports, papers, discussions and publications; and by the application of research findings to the promotion of the public welfare. The Association shall be and is empowered to do and to perform any and all activities in reasonable furtherance of such purposes.

ARTICLE III - Classes of Membership

There shall be seven classes of membership: Fellow, Member, Associate, Affiliate, Institutional, Life and Honorary. All classes of membership shall consist of persons who are interested in the advancement of psychology as a science and as a profession and who have met the standards described below.

In this and following sections, any mention of academic degree shall refer to a degree obtained from a school of recognized standing accredited by one of the regional accrediting associations approved by the National Commission on Accreditation or its equivalent at the discretion of the MOPA Board of Directors. Membership in the Association is not to be construed as the establishment of scientific and professional competence for the practice of psychology.

A. Fellow

1. The minimum standards for Fellow status shall be (a) prior status as a Member for at least one year, (b) active engagement at the time of nomination in the advancement of psychology in any of its aspects, (c) five full-time years of acceptable professional experience subsequent to the granting of the doctoral degree, and (d) evidence of unusual and outstanding contribution of performance in the field of psychology.

2. Fellows of the American Psychological Association may be considered for Fellow status upon demonstration of active involvement in MOPA.

3. Fellows shall be entitled to the rights and privileges of membership as described in Article VII, plus voting privileges and the privilege of holding an elective office, of the Association without restriction.

B. Member

1. The minimum standard for election to Member status shall be the receipt of a doctoral degree from a program primarily psychological in content.

2. Members shall be entitled to the rights and privileges of membership as described in Article VII, plus voting privileges as described herein and the privilege of holding elective office, of the Association without restriction.

3. The requirement of a doctoral degree may be waived by the Board of Directors upon submission of evidence satisfactory to the Board of significant contribution or performance in the field of psychology.

C. Associate

1. The minimum standard for election to Associate status shall be (a) completion of at least two years of graduate work in psychology or the master's degree in psychology plus (b) a year of supervised experience in professional work that is psychological in nature.

2. Associates shall be entitled to the rights and privileges of membership as described in Article VII, plus voting privileges and the privilege to hold only the elective offices of Secretary or Treasurer.

3. Associates who receive a doctoral degree, from a program primarily psychological in content, shall, upon application and provision of evidence of this degree to the Membership Chairperson, automatically be advanced to Member status.

D. Affiliate

1. Professional Affiliate - Persons who are previous members who move out of state to areas other than those contiguous with one of the borders of this state, or previous members who no longer wish active participation in the Association due to disability or retirement are eligible for Professional Affiliate membership.

2. Student Affiliate - Undergraduate or graduate students of psychology or psychology-related fields are eligible for Student Affiliate membership and shall automatically become student members of MOPA.

3. Affiliates shall be entitled to the rights and privileges of membership as described in Article VII.

E. Institutional

1. Persons or entities who are engaged in work concerns which relate to or impact on the profession of psychology or which relate to associations representing psychologists are eligible for Institutional Membership. Institutional Members shall be entitled to the rights and privileges of membership as set forth in Article VII.

F. Life Member

1. The status of Life Member may be awarded by majority vote of the Board of Directors, and only upon request of a member who has reached age 65 and who has been a member for at least ten (10) consecutive years, and who is no longer employed in the field of psychology on more than a half time basis. The age and years of membership requirements may be waived by a majority vote of the Board of Directors in the case of an individual who has left psychological practice because of a permanent disability but still wishes to remain active in the association.

2. Life Membership carries the rights and privileges of membership as set forth in Article VII, plus voting privileges and the right to hold office, but shall not require the payment of dues more than fifty percent (50%) of the maximum dues schedule.

G. Honorary Member

1. The status of Honorary Member may be awarded by majority vote of the Board of Directors to persons who have made outstanding contributions to the field of psychology or to the work of the Association.

2. Persons awarded Honorary Membership shall be entitled to the rights and privileges of membership as set forth in Article VII. Honorary Members shall not be required to pay dues.

ARTICLE IV - Application for Membership

A. Application for the status of Fellow, Member, Associate, Affiliate, Institutional, Life Member, and Honorary shall be made in writing to the Chairperson of the Membership Committee. Applications approved by the Membership Committee shall be referred to the Board of Directors at its next regularly scheduled meeting. A majority vote of the Board of Directors present shall be required for election to membership in the Association.

B. Any person who has been adjudicated and found guilty, or entered a plea of guilty or nolo contendere, (regardless of whether sentence is imposed) in a criminal prosecution under the laws of any state or of the United States (i) for any felony, (ii) for any offense reasonably related to the qualifications, functions or duties of a psychologist or related discipline, (iii) for any offense an essential element of which is fraud, dishonesty, an act of violence, or (iv) for any offense involving moral turpitude shall be ineligible for any membership status for a period of three years from the date

of such conviction or finding of guilt. Any applicant who has been so convicted or pled guilty or nolo contendere to any of the above offenses in this paragraph shall be required to make such a showing, as reasonably determined by the Board of Directors, of having been rehabilitated to be eligible for membership if they desire membership after the three (3) year waiting period stated above.

C. Any person who has been adjudged or found (after notice and an opportunity for an evidentiary hearing) guilty or pled guilty or nolo contendere to any ethical standards or other rules of conduct governing such person whether promulgated by the Missouri State Committee of Psychologists, the American Psychological Association, the National Register of Health Care Providers in Psychology, the American Board of Professional Psychology, the American Counseling Association, or similar such regulatory or professional trade association shall be ineligible for any membership status for a period of three years from the date of such finding or adjudication. Any applicant who has been so adjudged, found guilty or pleaded guilty or nolo contendere to any of the above offenses in this paragraph shall be required to make such a showing, as reasonably determined by the Board of Directors, of having been rehabilitated to be eligible for membership if they desire membership after the three (3) year waiting period stated above.

D. Any person against whom any criminal, ethical, or other charges of professional misconduct are or may be pending shall have his/her application placed on hold until such time as there has been a final adjudication of such charge. The Board of Directors shall notify all such applicants whose request for membership has been placed on hold for such reason; and thereafter it shall be the responsibility of the applicant to notify the Association as to the final disposition of such matter.

E. The submission of any application for membership shall constitute an acceptance and an agreement by the applicant to abide by these By-Laws and by all terms, conditions, and requirements for membership.

F. Application for Fellow status shall be made in writing to the Chairperson of the Fellows Committee. Such application shall be evaluated by a Committee consisting of three Fellows of the Association who shall be appointed by the President. Applications approved by this Committee shall be referred to the Board of Directors at its next regularly called meeting. A majority vote of The Board of Directors present shall be required for election to Fellow status. Any nominee who has been a member of MOPA for a minimum of five years, has made a significant contribution to the Association, and has been elected a Fellow of the American Psychological Association shall, upon application, be automatically elevated to Fellow in this Association.

G. Acceptance for Fellow, Member, Associate, Student, or Life Member class of membership further constitutes an agreement by the applicant to adhere to and to abide by the APA Ethical Standards Governing Psychologists and by all Rules and Regulations of the Missouri State Committee of Psychologists. Acceptance for any other class of membership, except for Honorary, similarly shall constitute an agreement by

the applicant to adhere to and to abide by all Ethical Standards and any rules and regulations duly promulgated by any professional licensing board, commission, or agency, and by any professional trade association for his/her respective profession.

H. A copy of this Association's By-Laws and the APA Ethical Standards Governing Psychologists shall be sent to any applicant upon request; and in all cases shall be sent each new member with the letter notifying the applicant that his/her application has been accepted.

ARTICLE V – Termination/Expulsion/Suspension of Membership

A. Termination - Nonpayment of Dues

Failure of members to pay dues or assessments when due shall be grounds for loss of membership as described by the procedure in Section (C) below. Membership may be reinstated upon re-application and/or payment of a reinstatement fee, in addition to the current year's dues.

B. Expulsion/Suspension - Violation of Ethical Standards/Prejudicial or Harmful Conduct/Commission of Crime

A member may be expelled from membership or otherwise suspended for any conduct that is prejudicial or harmful to the Association or detrimental to the standing, reputation or character of the membership of the Association. A finding of guilt or conviction for any crime as specified in Article IV, Part B hereof, or a finding or an adjudication of a violation of any ethical code or other rule of conduct as specified in Article IV, Part C hereof, of any member (regardless of class) shall per se constitute grounds to suspend or otherwise expel such person from membership in this Association.

C. Procedure

Upon receipt of such documentation regarding events described in Sections A or B above with respect to a member, the Ethics Committee shall request the Board of Directors to issue a "show cause" letter to the member. The "show cause" letter must be issued fifteen (15) days prior to the effective date of the proposed termination, suspension or expulsion. It shall set forth the reasons for the issuance and advise the member that the member will be given an opportunity to be heard, either orally or in writing (letter will specify whether an oral or written response is being requested), not less than five (5) days before the proposed termination, suspension or expulsion is to take place. The Ethics Committee shall make the decision of whether an oral or written response is appropriate. The "show cause" letter must be given by first class or certified mail sent to the last address of the member shown on the Association's records. By this process the member shall be placed on notice that the member must provide either oral or written evidence to the Board of Directors relative to why he/she

should not be terminated, suspended or expelled from membership in the Association.

With respect to Section B above, allegations of such violations may be submitted to the Ethics Committee directly from the Board of Directors of MOPA, the State Committee of Psychologists, the Ethics Committee of APA, a concerned professional, or an affected consumer of psychological services.

At a special meeting of the Board of Directors called especially for that purpose or at the next regularly scheduled meeting of the Board of Directors, the Board of Directors will based on the "show cause" letter either hear the member give an oral response or will have read the member's written response as to why the member should not be terminated, suspended or expelled. The Board of Directors, after having heard the member's excuses or explanations, must vote in favor of terminating, suspending or expelling the member from the Association by a two-thirds (2/3) majority of the Board of Directors, in order for such action to be taken. The member shall be informed of the decision of the Association, via certified mail, return receipt requested, within 20 days of the meeting unless the member within said time consents to an extension. The decision of the Board of Directors shall be final; and shall not be subject to further review or appeal whether to the courts or otherwise unless otherwise provided for under Missouri Nonprofit Corporation Law.

D. Reapplication for Membership

A person who has been removed from membership pursuant to the provisions of Article V, Part B hereof may reapply for membership after two years have elapsed from the date of expulsion. Said person shall be required to demonstrate that he/she is ethically qualified for membership.

ARTICLE VI - Dues and Assessments

A. Dues shall be paid to the Treasurer of the Association, or the appropriate designee, on the anniversary date of a member's acceptance into the Association. The amount of such dues for each class of membership shall be set by the Board of Directors with advice from the Membership Committee and approved by a majority vote of the Board of Directors present and voting at a regularly scheduled business meeting.

All members of any class, for reasons of hardship, may apply to the Board of Directors for continued Membership at a reduced fee, or waived fee, for limited periods of time.

B. The fiscal year of the Association shall begin on January 1.

C. A late payment fee, the amount to be determined by the Board of Directors with advice of the Membership Committee, may be assessed for all members who remit their dues more than sixty days after the due date.

D. In the event of a financial emergency, the Board of Directors may recommend the

assessment of special dues payable by all categories of dues-paying members but such recommendations must be approved by a two-thirds vote of the Board of Directors present and voting at a regularly scheduled business meeting with the Executive Director present, or by unanimous written consent as set forth under Section C of Article X.

E. A report of receipts and expenditures by the Treasurer on behalf of the Association shall be made to the membership at each of its regularly scheduled business meetings. The Treasurer shall also report on the status of the Budget at every meeting of the Board of Directors.

ARTICLE VII – Rights and Privileges of Membership

A. All Classes of Membership

1. Benefits of Association membership for all classes of membership (Fellow, Member, Associate, Affiliate, Institutional, Life Member and Honorary Member) include access to the Members website, receipt of the Missouri Psychologists, and access to the list serve.

2. The above are considered privileges and abuse of the above may result in suspension from the list serve or website as determined by the MOPA Board or its designee. Such suspension from the right to use such amenities shall not be considered a suspension of membership.

B. Certain Classes of Membership - Additional Privileges.

1. Fellow, Member, and Life. In addition to those rights and privileges in subsection A, “Fellow,” “Member,” and “Life” class membership categories also have voting privileges and the privilege of running for and holding elective office.

2. Associate. In addition to those rights and privileges in subsection A, the “Associate” membership category has voting privileges and the privilege of running for and holding the elective offices of Secretary and Treasurer and no other elective offices.

C. Voting Members. Classes of members who are entitled to vote are Fellow, Member, Associate, and Life and they shall be collectively herein described as “Voting Members”.

ARTICLE VIII - Nominations and Elections

A. The Association shall hold an annual election for officers by mail ballot or electronically to fill its elective offices. Members entitled to vote (“Voting Members”) shall sign and print their names on ballot envelopes or electronically sign as is appropriate. Voting Members shall be given the choice to receive all ballot and nomination forms by mail or electronically.

B. No person shall be eligible for or hold an elective office unless he/she is a current member of the Association and holds the class status of a member entitled to hold elective office. No officer of the Missouri Psychological Association shall simultaneously be a member of the State Committee of Psychologists.

C. At least ninety days in advance of the annual business meeting, the Board of Directors shall choose a candidate for each vacant office. The Secretary shall then cause to be sent a mail nomination ballot or electronic mail ballot to all Voting Members requesting nominations of not more than three persons for each vacant office. The name of the board nominee for each office shall be listed in this call for nominations. Twenty days from the date of sending or mailing (postmark) or email date such nomination ballots to the membership the Secretary shall close nominations.

Members must sign the return nomination envelope for the nomination to be counted or sign electronically as appropriate. Nominations will be counted by MOPA staff and a board member not running for office in the current election process. The person receiving the most nominations, providing that this person's name appears on at least five ballots will have his or her name placed on the ballot. If a person's name appears more than once on a ballot it will count as only one nomination. In the event of a first place tie, both of the tied candidates, if willing, will all be placed on the ballot. Nominations for APA Council of Representatives will be mailed only to those MOPA members who are also eligible to vote in APA elections.

D. The Secretary shall then prepare an election ballot consisting of the names of people nominated and willing to serve for each vacant office: (1) A person selected by the Board of Directors; and (2) The person receiving the highest number of votes from the membership on the nominating ballot, provided nominations are submitted and at least five (5) persons join in the nomination.

In the event that the Board and membership nominees selected for an office are the same individual the person receiving the second highest number of votes from the membership shall be placed on the election ballot (In case of a tie, the tied candidates will be placed on the ballot). If all the membership nominated candidates who receive at least five (5) votes decline to run for office or if no person receives at least five (5) nominations, the election ballot shall provide for a write-in candidate for that office. In order to be included on the election ballot, all candidates will be asked to supply a brief professional history and a brief statement of their goals for the office for which they are being considered.

E. The Secretary shall submit this election ballot by mail or electronically to the Voting Members at least six weeks prior to the annual business meeting. The election shall be closed 20 days after the postmark date or email date of the ballot.

Voting will use the Instant Run-Off voting system. Voting Members will rank candidates in order of preference. If no candidate receives an overall majority of first

preferences, the candidate with the fewest votes will be eliminated and their votes transferred according to their second and third preferences and all votes retallied until one candidate achieves a majority. Election shall be determined by a simple majority of votes received by this time. All ballots shall be opened and counted in the presence of at least two Board members both of whom shall not then be a nominee for office.

In the event of a tie vote for any office or position, the Secretary shall immediately prepare a new ballot to be mailed or electronically sent to Voting Members of the Association indicating that a tie exists and requesting the membership to vote again. If more than two candidates for the office appeared on the ballot, the two candidates receiving the most votes will be retained. Others will then be dropped from the ballot. A tie breaking election shall close twenty days after the date the tie breaking ballot was sent. The procedure shall be repeated until one candidate receives a majority of the votes of those voting.

F. The results of the election shall be announced at the annual business meeting.

G. If the President is unable to complete the term of office, the most immediate Past-President of MOPA who is willing to serve shall be appointed by the Board of Directors to fill the vacancy until the next annual meeting. If a vacancy occurs in the office of President-Elect the President Elect-Elect shall become President Elect and an election shall be held immediately to fill the vacancy of President Elect-Elect. All other vacancies occurring between annual meetings shall be filled by appointment by the Board of Directors, the term of office of persons appointed to expire at the next annual meeting following the appointment, when an election will be held to fill the remainder of the vacated term.

H. A recall election may be held upon receipt of a recall petition for an elected officer of the Association. The petition must be signed by at least twenty-five percent of the Voting Members of the association. Signatures on the recall petition will be verified by the Executive Director and one member of the Board of Directors not involved in the recall.

The recall election will be conducted by the Board member(s) not subject to recall in the current action. If all Board members are involved in the recall, the members of the Membership Committee will implement and conduct the recall vote, including validating signatures of the recall petition. All Voting Members shall be furnished, in addition to the recall ballot, with a short statement which shall not exceed two pages which has been prepared and submitted by the individual(s) soliciting the recall and by the individual against whom the recall petition has been directed.

If two-thirds of the Voting Members support the recall, the position will be declared vacant and filled by an appointment of the Board until an election can be held.

Any officer whose membership has been revoked pursuant to the provisions of Article V is automatically recalled without petition or vote of membership.

ARTICLE IX - Executive and Legislative Functions

A. There will be a Board of Directors.

1. The Board of Directors of the Association shall consist of the President, President-Elect, the President-Elect-Elect, immediate Past-President, Secretary, Treasurer, one or more (as determined by APA) Representative(s) to the American Psychological Association. The Executive Director of the Association, Division and Chapter Representatives shall be non-voting ex officio members of the Board of Directors. Current officers of the Association are ineligible to hold two offices of the Association simultaneously.

2. The President, President-Elect, President-Elect-Elect and Past-President shall serve a term of office of one year each. The President-Elect shall be elected for a term of one year and shall automatically succeed to Presidency upon the expiration of the President's term. The President-Elect-Elect shall be elected for a term of one year and shall automatically succeed to President-Elect upon the succession of the President-Elect to the Presidency. The Past-President shall be the most recently retired President.

3. The Secretary and Treasurer shall be elected for a term of two years. The Secretary's term shall commence on odd-numbered years and the Treasurer's on even-numbered years.

4. The Board of Directors shall be comprised of only those classes of members who are entitled to hold elective office as described in Article VII.

5. The Representative(s) to the Council of Representatives of the American Psychological Association shall be nominated and elected in accordance with the provisions of the Constitution and By-Laws of the American Psychological Association for a three-year term, the exact dates to be set by the American Psychological Association. The Representative(s) to American Psychological Association Council shall be a Fellow or Member in good standing of the American Psychological Association, and shall be nominated and elected by those Voting Members of The Association who are also members of the American Psychological Association. The APA Representative(s) may serve up to two consecutive terms of office. Nomination procedures shall be the same as in Article VII unless otherwise specified by APA.

B. 1. The Board of Directors is the principal policy-making body of the Association, empowered to direct and oversee the activities of the Association in all matters.

2. The Board of Directors shall act on behalf of The Association between annual meetings of the Association. All annual reports shall be presented to the membership at the annual meeting.

3. The President of the Association shall be the Chairperson of the Board of Directors. The Secretary of the Association shall be the Secretary of the Board of Directors.

4. Meetings of the Board of Directors shall be held at any time upon call of the President or upon the written request of any two members of the Board of Directors, but shall be at least quarterly.

C. A quorum of the Board of Directors consists of a majority of the Board directors in office immediately before a meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board unless a higher percentage is required under these By-Laws or under the Association's Articles of Incorporation. The Board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Any action required or permitted by these By-Laws to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board pursuant to unanimous written consent. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken.

D. Executive Director

1. The Board of Directors may secure the services of an executive director as it deems appropriate to manage the day to day operations of the Association. The compensation shall be established by the Board of Directors. The chief staff person shall be titled Executive Director.

2. The Executive Director shall maintain a central office operation and perform such duties as are necessary to the operation of the Association and delivery of authorized services to the membership. The Executive Director shall select staff, subject to Board final approval and direct all staff of the Association subject to the discretion and approval of the Board of Directors and the budget allocations.

E. The Board of Directors shall be empowered to employ or retain other professionals (e.g., accountant, attorney) as deemed necessary by the Board of Directors.

F. All meetings of the Board of Directors shall be open to all members of the Association; except, however, the Board may, after a roll call vote in open session, go into and have a closed executive session for the purpose of discussing or receiving information from its attorneys and other representatives on matters relative to any actual or potential legal action, causes of action, claims, litigation, or for discussing or receiving information or material which is legally confidential and/or privileged; or for

the purpose of discussing or considering applications for membership, personnel matters, and allegations and hearings relative to the existence or non existence of grounds for suspension or termination of membership pursuant to Article V, Parts B and C hereof.

ARTICLE X - Duties of Board of Directors

A. Board of Directors

1. With the exception of the President, all members of the Board of Directors shall function as liaison between the Board of Directors and at least one Association committee.

2. The duties of the President shall be to preside at Association meetings, to act as Chairperson of the Board of Directors, to exercise supervision over the affairs of the Association, and to carry out the customary duties of a presiding officer.

3. The duties of the President-Elect shall be to act as President in the event of temporary absence of the President.

4. The duties of the President-Elect-Elect shall be to assist the President and to carry out responsibilities as assigned by the Board of Directors.

5. The duties of the Secretary shall be to keep minutes of meetings of the Board of Directors, and of the Association, to oversee maintenance of the Association records, to cause notices of meetings to be issued, to conduct elections, and to perform other duties assigned by the Board of Directors.

6. The Treasurer shall serve as custodian of all Association funds, shall be authorized to sign checks on behalf of the Association, shall oversee the maintenance of financial records including receipts and disbursements, and shall present a financial record to the Association at the annual meeting. The Treasurer shall approve and oversee financial transactions and disbursements made by the Executive Director. The Executive Director will have check writing authority up to an amount to be determined by the Board Directors. Any check written over this amount will require the signature of the Association Treasurer.

7. The Representative(s) to the American Psychological Association shall attend any meeting of the Council of Representatives of that Association, shall act on behalf of the MOPA membership at such meetings and shall report relevant information back to the membership and Board of Directors of MOPA, and shall perform such other duties as are assigned by the President or the Board of Directors.

8. The Past-President shall attend all meetings of Board of Directors, and shall perform such other duties as are assigned by the President or the Board of Directors.

ARTICLE XI - Divisions and Chapters

Divisions may be formed to represent major scientific, or professional, or scientific and professional interest within the Association and to undertake special programs, projects, and activities. A Chapter may be organized to represent a major geographical area within the state of Missouri and to undertake special programs, projects, and activities which would be consistent with geographical issues. No Chapter may be formed in a geographical area the boundaries of which are coincident with the existence of another pre-existing Chapter. All Chapters will be designated with the following title should they wish to formally recognize affiliation with the Association: "_____ Psychological Association, Inc., a Chapter of the Missouri Psychological Association".

- A. A Division or Chapter may be formed by a petition of ten Association members and a majority vote of the Board of Directors. A Division or Chapter may be dissolved if membership falls below seven or by a two-thirds vote of the Board of Directors.
- B. At least 50 percent of the members of a Division or Chapter must be Association members. Other membership criteria may be established by the Division or Chapter subject to review and approval by a majority vote of the Board of Directors.
- C. A Division or Chapter shall elect its own officers and shall have at least a President, Secretary and Treasurer or Secretary-Treasurer. The qualification for its officers and methods of election shall be determined by the Division or Chapter.
- D. Any Division or Chapter may be assessed a fee by the Association should it request services be rendered for it by the Association or the Association's Central Office.
 - 1. The Missouri Psychological Association will maintain close association with each Division or Chapter it establishes. Representatives of Divisions or Chapters are non-voting members of the Board of Directors and shall be encouraged to attend Association Board meetings and functions. These representatives must be Association members and members of the Division or Chapter, consistent with the Association approved by-laws of the Division or Chapter. If during that period the Division or Chapter is dissolved, the term of office of the Representative is thus terminated.

ARTICLE XII - Committees

- A. Standing Committees shall be designated as such by a majority vote of the Board of Directors in accordance with the rules governing by-law revisions, and should represent a continuing interest of the Association and correspond with the purpose of the Association. All Committee Chairpersons shall be appointed by the President for a term of one year. Committees shall consist of a Chairperson and additional members selected by the Chairperson with the advice and consent of the Board of Directors.

All Committees shall keep current records and submit periodic reports to the Board of Directors and a full report to the membership at the annual business meeting of the Association.

Committees shall meet at least annually at the call of their Chair.

B. The following are Standing Committees:

1. Continuing Education

The Committee, with the advice and consent of the Board of Directors shall select educational program topics directed to the interests of the psychological community in the State of Missouri. The Committee shall be responsible for the ongoing assessment of the continuing education needs of psychologists. The Committee will maintain responsible fiscal management of its programs.

2. Convention Planning

The Convention Planning Committee shall select program content of the annual convention sponsored by the Association and shall arrange for appropriate presenters. It shall advise the Board of Directors on issues of concern to the Committee.

3. Disaster Response Standing Committee

The purpose of the Disaster Response Committee is: to coordinate psychologists statewide, to work with other agencies in a disaster; to train psychologists for critical incidents, to form a pro-bono list of psychologists for post-disaster response; and to educate the public on the psychological effects of disasters.

4. Fellows Committee

The Fellows Committee, which consists of Fellows of the Association, shall receive and solicit applications from the membership and make recommendations to the Board of Directors concerning advancement of member status to that of fellow.

5. Finance Committee

The Finance Committee will consist of the Treasurer (who will chair the committee), the President, the President Elect, and the Executive Director. The Committee shall develop long-range financial plans, assist the Treasurer in budgeting, and advise the Board of Directors on financial matters. The Committee shall develop a yearly budget which shall be approved by the Board of Directors. The Committee shall report on the status of the budget at each meeting of the Board of Directors.

6. Ethics Committee

The principal purpose and role of the Ethics Committee shall be to serve in an educational and advisory capacity to both members and the public on matters relating to Ethical Rules of Conduct governing psychologists. The Committee shall further provide such assistance as may be requested from time to time by the President, the Chair of the Membership Committee, or by the Board of Directors relative to the existence or non existence of grounds to deny, suspend, expel or otherwise terminate membership in the Association as more particularly provided in Articles IV and V hereof; and shall further cooperate with the Committee on Scientific and Professional Ethics and Conduct of the American Psychological Association and with such other Board and Committees of related psychological or other professional associations as are concerned with similar matters.

7. Insurance and Managed Care

The Insurance and Managed Care Committee is charged with monitoring, advocating and recommending initiatives on behalf of the Association on matters relating to insurance, managed care, or other third party issues affecting health care delivery.

8. Government Relations/Legislative Affairs Committee

The Government Relations/Legislative Affairs Committee shall, in coordination with other committees as appropriate, evaluate, develop, and submit such proposals and recommendations to the Board of Directors/Council of Representative on various matters involving proposed or pending legislation, rules and regulations, and the administration of government insofar as the same has or may impact upon psychologists and psychology as a profession. The Government Relations/Legislative Affairs Committee further shall serve in an educational and advisory capacity to the public, MOPA members, and government agencies and officials with respect to any proposals or recommendations which have been approved or authorized by either the Board of Directors.

9. Membership

The Membership Committee is charged with coordinating membership solicitation programs in the Association and screening applications for the appropriate membership level in the Association; recommend and develop membership services for review and approval of the Board of Directors when appropriate with a fiscally responsible framework. In addition, the membership Chair will facilitate communication among members via print, listserv, Newsletter or other means at his/her disposal.

10. Journal

The Journal Editor shall be responsible for the publication of the official newsletter of the Association, which shall be called The Missouri Psychologist. The purposes of the

journal are to communicate to the membership pertinent information and official business of the Association; to be a forum for educational, professional, scientific, legislative and humanitarian issues; and to give information about and recognition to MOPA members.

11. Colleague Assistance Program

The Program (CAP) is to educate and advise both the psychological community and consumers of psychological services on important issues regarding impairment of psychologists. Committee members can also be available to colleagues who request advice or assistance.

12. Public Education Committee

The Committee is charged with educating the public regarding the science and profession of psychology; for promoting the Association and its programs; and for advising the Board of Directors in matters of the committee's concern.

13. Scientific Affairs

This Committee is charged with promoting psychology as a science through arranging scientific presentations at conventions, giving awards in recognition of scientific achievement, and through seeking new ways in which the Association can assist and promote scientific activities.

14. Diversity Committee

This Committee is charged with educating the professional and lay community regarding diversity issues, including but not limited to gender, race, religion, sexual orientation, immigration and refugee issues; as well as advising the Board of Directors on strategies to meet the needs of psychologists and consumers from diverse communities.

15. Student Affairs Committee

This committee is charged with coordinating and advancing student participation and professional development within the Association. It shall advise the Board of Directors on issues relating to students in psychology.

16. Federal Advocacy Committee

This committee is charged with serving as the liaison between the APA Practice Directorate, the grassroots membership, and federal Congressional representatives regarding federal legislation affecting the practice of psychology.

17. State Committee of Psychologists Liaison Committee

This committee is charged with representing the Association at meetings of the State Committee of Psychologists and reporting regularly to the Board of Directors concerning these meetings and all relevant issues.

18. The Business of Practice Committee

This committee will assist psychologists in promoting the value of psychological services to civic and corporate leaders. The primary vehicle for this activity is the Missouri Psychologically Healthy Workplace Award.

C. Special Committees, Ad Hoc Committees and Task Forces

The President and/or the Board of Directors may create special committees, ad hoc committees, and task forces as the President or the Board deems appropriate. The President shall appoint the chair of each.

D. Committees shall have the authority to adopt operating procedures and rules as well as programs of work subject to the approval of the Board of Directors.

ARTICLE XIII - Meetings

A. At least one regularly scheduled Association meeting shall be an annual business meeting which shall be held each year at the annual convention or quarterly meeting if the convention is canceled. At this meeting reports of the activities of the past year shall be made and new officers shall take office.

The Board of Directors may call for other meetings of the Association at such time and place as deemed necessary.

B. Meetings of the Association may also be held on the written petition of ten percent of the members at least 30 days in advance.

C. Notice of any meetings of the Association shall be sent to all members at least 30 days but not more than 40 days in advance. Notice of any special meeting shall state the purpose or purposes for which it is called.

D. A quorum at a regular business meeting shall be those Voting Members attending the meeting. The delivery of ballots to each member entitled to vote shall constitute a quorum for purposes of these By-Laws regardless of the number of members who complete and return the ballots.

E. Meetings of the Association, meetings of the Board of Directors, and the general business of the Association shall be conducted in accordance with Robert's Rules of Order when not inconsistent with the By-laws.

F. Action on issues arising from the membership may be taken without a formal business meeting. Ten percent of the members of the Association in good standing may petition the Board of Directors to place any issue before the membership by means of a mail ballot. All issues presented by mail ballot will be decided by a majority of those voting unless otherwise specified by the By-laws.

ARTICLE XIV - Amendments

A. The Association by two-thirds vote of the Voting Members present and voting at a regularly scheduled meeting may adopt such By-laws or amendments as are deemed necessary. Such By-laws shall go into effect immediately.

B. By-laws or amendments to By-laws may be proposed by the Board of Directors or by signed petition to the Board of Directors by at least ten percent of the Voting Members of the Association in good standing.

C. A copy of each By-law and/or amendment proposed and such explanation of these recommended changes as are deemed necessary shall be mailed, or sent by electronic facsimile, by the Secretary to the last recorded address or email address of each member at least fifteen days prior to the meeting.

D. The Secretary shall mail or email to each of the members of the Association a copy of the By-laws as amended.

E. In addition to the procedures described in Part A hereof, the Association by two-thirds (2/3) vote of the Voting Members casting mail ballots may adopt such By-laws or amendments as are deemed necessary. The Secretary shall mail to the last recorded address or email address of each Member of the Association (Fellow, Member and Associate) (1) a copy of each By-law and/or amendment proposed (2) such explanations of these recommended changes as are deemed necessary, and (3) a ballot to be signed and returned by mail or electronic facsimile to the Secretary. Ballots may be received and counted until midnight of the twentieth day following the mailing of the ballot and related materials. Results shall be announced at the next scheduled meeting of the Board of Directors at which time the By-law(s) and/or amendment(s), if passed, shall go into effect unless a different effective date is specified in the amendment.

ARTICLE XV- Indemnification of Board of Directors, Board and Committee Chairs and Board and Committee members

A. The Association shall indemnify any Director, Officer, or Chair or member of a Board, or Committee of the Association, employee(s) or agent(s), who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Association, by reason of the fact that he is or was a Director, Officer, or Chair or member of a Board, employee(s) or agent(s) or Committee of the Association, against expenses, including attorneys' fees, judgments, fines and

amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. The Association may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a Director, Officer, Chair or member of a Board, or Committee, against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by him in connection with defense or settlement of the action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication or liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

C. To the extent that the Director, Officer, Chair or member of a Board, or Committee of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections 1 and 2 of this section, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the action, suit or proceeding.

D. Any indemnification under subsections 1 and 2 of this section, unless ordered by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, Officer, Chair or member of a Board, or Committee is proper in the circumstances because he has met the applicable standard of conduct set forth in this section. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action, suit, or proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the members.

E. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of

an undertaking by or on behalf of the Director, Officer, Chair or member of a Board, or Committee to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this section.

ARTICLE XVI - Logo

The logo of the Association shall be as shown below:

