

# **BYLAWS OF THE AMERICAN ASSOCIATION OF COMMUNITY PSYCHIATRISTS**

**Revised May, 2006**

## **Preamble**

This is an organization formed for the purpose of addressing issues faced by psychiatrists in community practice in an effort, ultimately, to ensure the provision of quality patient care.

## **Article I**

The name of this Association, hereafter referred to as AACP, shall be the American Association of Community Psychiatrists. A community psychiatrist shall be defined as a psychiatrist in community practice. Community practice shall be defined as the practice of psychiatry, in any setting, with a commitment to the goal of providing care to populations in need, regardless of ability to pay.

## **Article II**

The AACP has the following purposes:

- (1) To promote and maintain excellence in the care of patients through the organization of psychiatrists in community practice.
- (2) To increase the number of well-qualified psychiatrists choosing careers in community practice.
- (3) To help clarify and solve mutual problems related to community psychiatric practice.
- (4) To inform and educate the public about the role of the community psychiatrist in the care of the mentally ill.
- (5) To establish liaison with related professional organizations.
- (6) To foster regional and local groups interested in community psychiatric practice.
- (7) To encourage research in psychiatry within community practice.

## **Article III Membership**

### **Section 1.**

There shall be five classes of members known respectively as general members, honorary members, liaison members, members-in-training, and medical student members.

### **Section 2.**

General members shall be those psychiatrists in community practice as defined in Article 1. General members may vote, sit on committees, and hold office.

### **Section 3.**

Honorary members shall be those distinguished individuals who may or may not be a psychiatrist in community practice, as defined in Article I but whose association with the organization would be of extraordinary value to it. Honorary members shall be elected by the full membership upon recommendation of the Executive Committee. Honorary members who are psychiatrists may vote, sit on committees, or hold office. Honorary members who are not psychiatrists may serve as consultants to the Board, to the Assembly, or to any AACP Committee.

Election to honorary membership in the AACP will be in recognition of outstanding contribution over a period of years to community practice. Such contribution will usually be manifest through recognition of achievement in two or more of the following areas:

- Representation of the concerns of community psychiatrists in organizations of the psychiatric profession.
- Innovative local community leadership and community program development.
- Contribution to training and career development of community psychiatrists.
- Contribution to the psychiatric literature which advances understanding of special roles and skills relevant to clinical or administrative work in community psychiatry.
- Contribution to public awareness and support for community programs.

A nomination for honorary membership is to be accompanied by a written statement of qualifications.

#### **Section 4.**

Liaison members shall be those individuals who are not psychiatrists in community practice but who share in the commitment to the goals of the Association. Applicants must receive the approval of the Membership Committee and subsequently be elected by majority vote of the Executive Committee. Liaison members may serve as consultants to the Board, to the Assembly, or to any AACP committee. They shall pay dues as a general member and shall receive all publications of the Association. Liaison members shall not vote or hold office.

#### **Section 5.**

Members-in-Training shall be those physicians who are enrolled in an approved psychiatric residency training program in the United States or Canada. Members-in-Training status shall not exceed six years. Upon completion of approved residency training, Members-in-Training may apply for General Membership. Members-in-Training may vote, sit on committees, and hold office.

#### **Section 6.**

Medical Student Members shall be those students who share in the commitment to the goals of the association. They shall be enrolled in an approved medical school in the United States or Canada. Medical student status shall not exceed four years. Medical students may vote and sit on committees.

#### **Section 7.**

Membership may be refused or terminated on the basis of ethical or professional unsuitability as determined by the Membership Committee. A rejected applicant must be informed by the Membership Committee and has the right of appeal to the Executive Committee. The Executive Committee shall be the final judge of acceptability of all candidates for membership.

#### **Section 8.**

Dues for general members and members-in-training will be fixed at the first annual meeting of the AACP and may be changed at any subsequent annual meeting. Members-in-training may pay lesser dues than general members. Honorary members will pay no dues. The Board of Directors will submit a resolution recommending the amount of the dues and this will be voted upon by members present at such annual meeting.

#### **Section 9.**

Members of the AACP shall endorse the high ethical standards of the psychiatric profession. All complaints of unethical conduct shall be directed to the President and the Vice President. The complainant shall be referred to the APA or to the appropriate state licensing authority. The Board shall be informed of the outcome of each complaint.

## **Article IV**

### **Board of Directors**

#### **Section 1.**

Composition. The Board of Directors, hereinafter referred to as the Board, shall consist of the four elected officers of the organization (President, Vice President, Secretary and Treasurer), the Immediate Past President, the Founding President, one Representative from each of the seven Areas as defined by the American Psychiatric Association (Appendix 1), ten (10) Representatives at Large, one additional Representative at Large who is a recent residency graduate, and up to four Emeritus Board Members. Members of the Board shall be members of the AACP, and must be General Members, Members in Training, or Honorary Members who are psychiatrists. The Editor and Associate Editor of the AACP's official publications shall be ex-officio members of the Board. The past Presidents who are not on the Board shall also be ex-officio members of the Board.

#### **Section 2.**

Terms of Office.

- a. The officers of the Association shall serve for a period of two (2) years and may be re-elected.
- b. Area Representatives shall serve for a period of four years in staggered terms and shall be eligible for re-election. The terms of office shall be staggered so that approximately 50% of the positions are due for election biannually.
- c. Representatives at Large shall serve for a period of four years and shall be eligible for re-election. The Secretary shall maintain the continuing roster of Representatives at Large and shall notify the Nominating Committee of the positions due for election. The terms of office shall be staggered so that 50% of the Representatives at Large positions are due for election biannually.
- d. An additional Representative at Large who is a recent residency graduate shall serve for a period of one year and shall be eligible for reappointment once for a maximum of a 2-year term.
- e. Emeritus Members are members who are currently, or have been in the past, on the Board and who would like to remain active in the organization, but who may, for various reasons, be unable to meet attendance requirements consistently. To be eligible for one of these positions, the Board Member must have served at least eight years on the board and must be judged to have made outstanding contributions to the organization during their tenure. Candidates for the Emeritus positions will be selected and placed before the Board by the Nominations Committee. A 2/3 majority of the sitting board must approve the nomination. Emeritus Board Members will have full voting privileges, but will not be reimbursed for travel or other expenses related to meeting attendance. The term of their appointment is for two years and may be renewed bi-annually.

#### **Section 3.**

Duties. The duties of the Board shall be the management and direction of the officers of the Association and its property.

#### **Section 4.**

Meetings. The Board will meet at least once a year during the Annual Meeting. Other meetings may be called by the president. The Board may also act at "meetings" held by telephone conference call, other electronic means of communication, or by unanimous written consent. Notice must be given at least four (4) weeks in advance for personal meetings and (2) weeks for conference calls or other potentially simultaneous electronic communication.

#### **Section 5.**

Quorum. Twelve (12) members present shall constitute a quorum for a meeting of the Board.

#### **Section 6.**

Report to Membership. The Board will report all formal actions taken by it to the general membership.

#### **Section 7.**

Members of the Board of Directors of the AACP are expected to attend all of the meetings of the Board, but there will be some instances when there will be absences. An attendance rate of 67% of scheduled meetings (being physically present for at least 50% of each meeting attended) is the minimum requirement for attendance over a two-year period. In the event of extraordinary circumstances (i.e. death in immediate family, severe illness), this requirement may be waived. The President will notify members who are in jeopardy of falling below the established requirement for attendance after missing a second meeting within a two-year period. In the event that a Board Member fails to meet the requirement, the issue will be brought before the full board for discussion of the circumstances of the absences. If no extraordinary circumstances are discovered, the Board Member in question will be asked to forfeit their position on the Board. Board members who are unable to attend at least 75% of the meeting over their four year term will not be eligible for re-nomination for another term.

#### **Section 8.**

Vacancies. At each meeting of the Board, the Secretary shall inform the Board of any absences or vacancies that exist. Vacancies in any position may be filled by the appointment of the President until the next general election.

## **Article V Assembly of Area and State Representatives**

#### **Section 1.**

Composition. The Assembly of Area and State Representatives, hereinafter referred to as the Assembly, shall consist of the seven Area Representatives and all officially designated State Representatives. The State Representatives will be appointed by their respective Area Representatives, who will notify the Chairperson of the Assembly of their appointments. More than one representative may be appointed from each state when there is more than one District Branch of the American Psychiatric Association in that state or when there are special circumstances requiring additional representation as determined by the Area Representative. AACP-recognized affiliate organizations may apply to their Area Representatives for representation in the Assembly.

#### **Section 2.**

Chairperson of the Assembly. A Chairperson will be appointed by the Board from among the seven Area Representatives. The Chairperson will preside at Assembly meetings and will report to the Board the recommendations and activities of the assembly.

### **Section 3.**

Duties of the Assembly. The Assembly shall facilitate participation of members through state and local groups, shall act to expand and maintain membership, shall provide a forum for the exchange of information and support, shall make recommendations to the Board regarding procedures, activities and objectives of the AACP, and shall promote the objectives of the AACP as set forth by the Board. Approval by 34 the Board will be required for all official actions of the Assembly.

### **Section 4.**

Meetings. The Assembly shall meet at least twice each year. The meetings shall be held in conjunction with Board meetings, one of which shall be held during the Annual meeting of the AACP. At the discretion of the Board, the meeting of the Assembly can be merged with the General Membership meeting.

## **Article VI Elections**

### **Section 1.**

Boards shall be elected by the membership, except that the Editor and the Associate Editor of the official publications of the AACP shall be appointed by the President with advice and consent of the Board. Also the position of the Additional Representative at Large who is a recent residency graduate shall be appointed by the Board after nomination by the Nomination Committee.

### **Section 2.**

Elections shall be held every two years for officers and vacancies among Area Representatives or Representatives at Large as appropriate.

- a. Final nominations for election to the Board shall be made by the Nominating Committee from among candidates submitted by any members.
- b. The Nominating Committee shall make every effort to offer as broad a slate of candidates for each office as is reasonably possible.
- c. If more than two nominees appear for any Board vacancy, election shall be by preferential voting.
- d. Nominees for Area Representatives and Representatives at Large shall be listed on the ballots and voting members shall be instructed to vote for their respective Area Representative as well as for Representatives at Large irrespective of area.

### **Section 3.**

Election shall be by mail ballots distributed to all members eligible to vote at least ninety (90) days prior to the Annual Meeting of the year when vacancies are to be filled in accordance with the provisions of these bylaws.

### **Section 4.**

Ballots shall be counted by a Committee of tellers appointed by the President. The successful candidates shall be notified by mail and seated at the beginning of the *spring* **autumn** Board Meeting.

## **Article VII Officers**

### **Section 1.**

The officers of the AACCP shall consist of a President, a Vice President, a Secretary, and a Treasurer.

### **Section 2.**

Nominating Committee. A Nominating Committee, appointed by the President, and chaired by the Immediate Past President, shall consist of five members. Additional nominations may be made by written petition of not less than ten members submitted to the Nominating Committee at least one month prior to the Annual Meeting.

### **Section 3.**

Vacancies. If a vacancy develops in an unexpired term of the President, the Vice President shall succeed the President. Other vacancies shall be filled by the Board until the annual election.

### **Section 4.**

Duties and Powers of the Officers.

- a. The President shall preside at all meetings. She/He may appoint all committees as necessary to carry out the purpose of the organization with the approval of the Executive Committee. She/He shall be an ex-officio member of all committees.
- b. The Vice President shall, in the absence or incapacity of the President, have the powers and duties of the President, and shall have other powers and duties as conferred upon him/her from time to time by the President. The Vice President will chair the Membership Committee.
- c. The Secretary shall be in charge of taking minutes at meetings and shall report the past year's minutes to the Annual Meeting.
- d. The Treasurer shall receive all dues and other monies due to the Association, and shall deposit the same in the name of the Association in a bank. She/He may also disburse such funds as are necessary to pay all obligations of the Association. She/He shall be the custodian for all securities and other like property belonging to the Association, and shall hold the same subject to the order and direction of the Board. She/He shall render a financial report to the membership at the Annual meeting. She/He shall have other powers and duties that are appropriate to his/her office and that may be conferred upon him/her from time to time by the Board. The Treasurer and President will be able to sign checks drawn from the Association's funds. An external audit will be regularly performed and presented to the Executive Committee.

## **Article VIII Executive Committee**

### **Section 1.**

The Executive Committee shall consist of the four officers of the organization (President, Vice President, Secretary, and Treasurer) and the Immediate Past President.

### **Section 2.**

The duties of the Executive Committee shall be to manage and direct the affairs of the Association between meetings of the Board.

### **Section 3.**

A quorum of the Executive Committee shall consist of three members.

### **Section 4.**

All actions taken by the Executive Committee must be reported to and ratified by the Board.

## **Article IX Committees**

### **Section 1.**

There shall be five standing committees appointed by the President; namely, the Membership Committee (Article 111, Section 6), the Nominating Committee (Article V, 6 Section 2), the Executive Committee (Article VII), the Bylaws Committee (Article XI) and the Finance Committee (Article VII, Section d).

### **Section 2.**

Other committees shall be appointed by the President in accordance with the needs of the organization.

## **Article X Community Affiliates**

The AACP shall recognize as affiliate organizations those State or other subregional organizations of community psychiatrists whose purpose is to serve the needs of the community psychiatrists. Formal designation as an affiliate organization may occur following the review and acceptance of the group's bylaws and other organizational documents by the AACP Board of Directors.

## **Article XI Annual Meetings**

### **Section 1.**

There shall be an Annual Meeting of the AACP. The Board of Directors will determine the exact time and place. Other meetings may be determined by the Executive Committee.

### **Section 2.**

Notice of the time, place and purposes of the Annual Meeting as well as other regular or special meetings shall be sent by mail to all members not less than two weeks prior to the specific meeting.

### **Section 3.**

At all meetings of the members, members must vote in person.

### **Section 4.**

Twenty (20) general members shall constitute a quorum. A motion to reconsider an action of the Board shall require the affirmative vote of at least three-quarters of the members present and voting to pass. After the passage of a motion to reconsider an action of the board, the issue shall be put before the membership of the AACP by mail ballot within 90 days.

## **Section 5.**

All meetings will be conducted under Robert's Rules of Orders.

## **Article XII Official Publications**

### **Section 1.**

A journal, newsletter or other official publication of the AACP will be distributed to inform the membership and non-member subscribers of the activities of the AACP.

### **Section 2.**

The Editor and Associate Editor shall be appointed by the president with advice and consent of the Board for terms of five (5) years and shall serve as ex-officio members of the Board.

## **Article XIII Amendments**

### **Section 1.**

These bylaws may be amended by a two-thirds majority vote of the members present and voting at any annual, regular or special meeting of the members. There must be distribution of an amendment which has been proposed for action at least two weeks prior to the meeting.

### **Section 2.**

A proposed amendment must be submitted to the Bylaws Committee which will present it to the membership with its recommendation.

### **Section 3.**

Amendments may be proposed by the Bylaws Committee or by ten (10) members signing a proposed amendment.

## **Article XIV Termination**

### **Section 1.**

If the organization is dissolved, its assets shall be distributed to a not-for profit mental health organization pursuing similar goals as the AACP, to be determined by the Executive Committee.

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