**BYLAWS OF**

**AMERICAN PSYCHIATRIC ASSOCIATION**

*As of May 2017*

**Chapter One: Name; Purposes; Legal Identity**

Section 1.1 Name. This corporation shall be known as

American Psychiatric Association (hereinafter referred to as the

"Association"). It is the successor membership organization of

the corporation known as The American Psychiatric Association

that is now known as American Psychiatric Publishing, Inc.

(hereinafter referred to as the "Former APA"). The Former APA

was first designated as such in 1921 and incorporated under that

name in the District of Columbia in 1927. Effective January 1,

2001, all the memberships in the Former APA transferred to the

Association and, effective January 2, 2001, the Association

changed its name to American Psychiatric Association.

Section 1.2 Purposes and Objectives. The purposes for

which the Association is organized are: (a) to promote the

common professional interests of its members; (b) to improve

the treatment, rehabilitation, and care of persons with mental

disorders (including mental retardation and substance-related

disorders); (c) to advance the standards of all psychiatric

services and facilities; (d) to promote research, professional

education in psychiatry and allied fields, and the prevention of

psychiatric disabilities; (e) to foster the cooperation of all who

are concerned with the medical, psychological, social, and legal

aspects of mental health and illness; (f) to make psychiatric

knowledge available to practitioners of medicine, to scientists,

and to the public; (g) to promote the best interests of patients

and those actually or potentially making use of mental health

services; and (h) to advocate for its members.

Section 1.3 Legal Identity. The Association is organized

exclusively as a professional organization not organized for

profit, within the meaning of Section 501(c)(6) of the Internal

Revenue Code of 1986, as amended. No part of the net earnings

of the Association shall inure to the benefit of, or be

distributable to, its members, trustees, officers or other private

persons, except that the Association shall be authorized and

empowered to pay reasonable compensation for services

rendered and to make payments and distributions in furtherance

of the purposes set forth herein.

Section 1.4 Credit for Prior Membership. The Former

APA is the predecessor membership organization of the

Association. Years of active membership in the Former APA

shall be credited towards years of active membership in the

Association and shall count towards applicable time periods

required to qualify for particular membership categories.

Section 1.5 Prior Service as Trustee or Officer. Years of

service as a trustee or officer of the Former APA shall be

credited towards years of service as a trustee or officer of the

Association and shall count towards applicable terms and term

limits referred to in the following chapters of these bylaws.

**Chapter Two. Members**

Section 2.1 Qualifications. There shall be the following

categories of membership:

(a) Medical Student Members. Medical Student

Members shall be physicians-in-training who are enrolled in a

school of medicine, including schools of osteopathic medicine.

Years as a Medical Student Member shall not count toward

eligibility for Life Membership or Life Fellowship.

Membership in a District Branch is not required for Medical

Student Members.

(b) Resident-Fellow Members (formerly

Members-in-Training). Resident-Fellow Members shall be

physicians who have been accepted into an approved psychiatric

residency training program. Resident-Fellow Member status

shall not exceed six years, and upon completion of approved

residency training, Resident-Fellow Members shall be advanced

to General Membership.

(c) Associate Members. Associate Members

shall be physicians who have completed at least one year of

acceptable full-time training or experience in psychiatry, and

who were granted Associate Membership status in the Former

APA by December 1989, but are not eligible for Resident-

Fellow Member or General Membership categories. Associate

Members must either have a valid license to practice medicine

or hold an academic, research, or governmental position that

does not require licensure.

(d) General Members. General Members shall be

physicians who have completed acceptable training and who

have either a valid license to practice medicine or hold an

academic, research, or governmental position that does not

require licensure.

(e) Fellows. To become a Fellow, a General

Member must (i) be certified by the ABPN, RCPS(C), or AOA,

and (ii) have the concurrence of the Membership Committee

after providing a 30-day comment period for District branches.

Fellows must have either a valid license to practice medicine or

hold an academic, research or governmental position that does

not require licensure. The criteria and procedures for selection

and nomination of General Members for Fellowship shall be

established by the Board and the Membership Committee and

shall apply uniformly for all District Branches.

(f) Distinguished Fellows. Distinguished

Fellows shall have been General Members or Fellows for at least

eight consecutive years and shall have made a significant

contribution to the field of psychiatry. At its discretion the

Board, upon recommendation of the Membership Committee,

may waive the requirements for eight consecutive years as a

General Member or Fellow. Distinguished Fellows need not

have been Fellows first. The criteria and procedures for

selection and nomination of General Members or Fellows for

Distinguished Fellowship shall be established by the Board and

the Membership Committee and shall apply uniformly for all

District Branches.

(g) Honorary Fellows. Honorary Fellows shall

be physicians or others who have rendered signal service in the

promotion of mental health and psychiatry.

(h) Life Status. Life Associate Members, Life

Members, Life Fellows, and Distinguished Life Fellows shall be

those in their respective categories whose years of active

membership in the Association plus age at the start of the fiscal

year shall equal 95. No individual shall be eligible for the rule

of 95 after the 2021 renewal year.

(i) Semi-Retired and Retired Status. Semi-

Retired Members shall be those Members who attest through an

opt-in that they are near retirement age and work less than 15

hours per week in any administrative or clinical role(s) (i.e.

across all settings). Retired Members shall be those Members

who attest through an opt-in that they have reached retirement

age and are fully retired from all administrative and/or clinical

responsibilities.

(ji) International Status. International

Distinguished Fellows, International Fellows, and International

Members shall be licensed physicians who have completed an

acceptable program of training in psychiatry and who would

otherwise be qualified for membership. They shall be

physicians living outside the jurisdiction of the Association or

permanently residing outside the jurisdiction of a District

Branch but within the jurisdiction of the Association.

Membership in a District Branch is not required for

International Distinguished Fellows, International Fellows, and

International Members.

(kj) International Resident-Fellow Members.

International Resident-Fellow Members shall be physicians

enrolled in a psychiatry residency training program or

fellowship in a psychiatry subspecialty outside of the U.S. and

Canada who obtain written verification from the training

program director. International Resident-Fellow Member status

shall not exceed ten years or the duration of residency and

fellowship training in psychiatry, whichever is shorter.

Section 2.2 Voting. Members with voting rights are

Resident-Fellow Members, General Members, Fellows,

Distinguished Fellows, Life Members, Life Fellows, and

Distinguished Life Fellows, Semi-Retired Members, and

Retired Members. All other categories of membership are nonvoting.

Section 2.3 Applications. Applications for membership in

the Association and, where required, the appropriate District

Branch shall be made in accordance with procedures established

from time to time by the Board through the Membership

Committee.

Section 2.4 Residence. Residence in a country of North

America, Central America, the Caribbean Islands or a

dependency of such is required to qualify for a category of

voting membership.

Section 2.5 Good Standing. No person, except as

exempted by the Board or as otherwise provided in these

bylaws, shall become or remain a member of the Association

unless that person is a member of a District Branch and

participates in continuing education according to the standards

of the Association.

Section 2.6 Transfer and Advancement. Procedures for

transfer of membership between District Branches and for

advancement of membership shall be established from time to

time by the Board. In the event of such a transfer or

advancement being denied, an appeal shall be conducted in

accordance with procedures to be established from time to time

by the Board.

Section 2.7 Dues. Every Distinguished Fellow, Fellow,

General Member, Associate Member and Resident-Fellow

Member shall pay both dues and assessments as determined by

the Board and the District Branches. Every Semi-Retired

Member shall pay no more than one-half of the highest dues

rate. Every Retired Member shall pay no more than one-third

of the highest dues rate as a maintenance fee. International

Distinguished Fellows and International Members shall pay

annual membership dues as determined by the Board. Medical

Student Members shall pay a one-time, national membership

dues. Distinguished Life Fellows, Life Fellows, Life Members,

and Life Associate Members who achieved Life status in the

Former APA in 1993 or would have achieved Life status by

2021 later shall pay two-thirds of the highest dues rate during

the first five years after reaching Life status, and one-third of the

highest dues rate for the second five years. Thereafter, those

Distinguished Life Fellows, Life Fellows, Life Members, and

Life Associate Members shall be exempt from paying dues. All

other categories of membership, including those who reached

Life status in the Former APA prior to 1993, shall be exempt

from paying dues and assessments to both the Association and

the District Branches.

Section 2.8 Inactive Status and Dues Waiver. The Board

in its sole discretion may place members from in any category

in inactive status, excuse payment of dues, and waive or reduce

dues of members. However, the intent of inactive status or dues

waiver is that it be limited to those Members who have had an

event that temporarily impacts their ability to work (such as a

serious illness), and shall not be used to accommodate Semi-

Retired or Retired Members after 2021. Inactive members shall

not receive credit toward the number of years of active

membership required for Life status for those years of inactive

status. Active members shall receive credit toward the number

of years of active membership required for Life status for those

years the members are in the dues waiver or reduction status.

Section 2.9 Termination of Privilege of Membership.

Membership in the Association is a privilege and not a right.

The Board may, in its sole discretion, terminate, suspend, or

otherwise limit or modify a membership for cause (including

without limitation, nonpayment of dues, ethical violations,

unprofessional or illegal conduct or other actions that the Board

determines are injurious to the Association or its reputation).

Any appeals from membership termination shall be taken in

accordance with the procedures of the Association, including

applicable time limitations.

**Chapter Three. Board of Trustees**

Section 3.1 Number. The voting members of the Board

shall consist of the four officers of the Association, its three

immediate Past Presidents, the Speaker*,* the Speaker-Elect of the

Assembly, an Early Career Psychiatrist Trustee elected at large,

a Trustee elected at large, a Minority/Underrepresented

Representative Trustee elected by minority/underrepresented

caucus members, a Resident-Fellow Member Trustee elected by

Resident-Fellow Members, and one Area Trustee from each

Area designated by the Assembly. A Resident-Fellow Member

Trustee-Elect, elected by Resident-Fellow Members, shall serve

for a one-year term without a vote. After serving a three-year

term as voting members of the Board, Past Presidents who were

elected President of the Former APA prior to the year 2000 shall

continue as members of the Board without a vote.

Section 3.2 Nominating Procedures. All nominees must

be voting members in good standing. Trustees are elected by a

simple majority of the votes cast by voting members for such

positions. The Nominating Committee shall report its

nominations to the Board by November 1 for immediate

dissemination to the members. Nominating petitions must be

filed with the Secretary by November 15 for the nominee to be

included on the ballot for the following year. Campaign

materials for publication in *Psychiatric News* are due by

November 15 from all candidates.

Section 3.3 Area Trustees. Candidates for Area Trustee

shall be nominated either (a) by procedures established by the

Assembly; or (b) by a petition signed by 100 or more members

of the relevant Area who are eligible to vote. Nominating

petitions and campaign materials must be submitted in

accordance with the procedures set forth in Section 3.2. Area

Trustees are eligible for election to two three-year terms.

Following two full terms, Area Trustees become eligible for

election again only after an interval of three years.

Section 3.4 Trustee-at-Large. Candidates for Trustee-at-

Large shall be nominated either (a) by the Nominating

Committee, which shall nominate at least two candidates for

each position to be filled; or (b) by a petition signed by 400 or

more members eligible to vote. Nominating petitions and

campaign materials must be submitted in accordance with the

procedures set forth in Section 3.2. The Trustee-at-Large is

eligible to two two-year terms.

Section 3.5 Early Career Psychiatrist Trustee. Candidates

for Early Career Psychiatrist Trustee must be Early Career

Psychiatrists and shall be nominated either (a) by the

Nominating Committee, which shall nominate at least two

candidates for each position due to be filled; or (b) by a petition

signed by 400 or more members eligible to vote. Nominating

petitions and campaign materials must be submitted in

accordance with the procedures set forth in Section 3.2. The

Early Career Psychiatrist Trustee is eligible for election to one

three-year term.

Section 3.6 Minority/Underrepresented Representative

Trustee. Candidates for Minority/Underrepresented Trustee

must self-identify as a member of a minority/underrepresented

group and shall be nominated either (a) by the Nominating

Committee, which shall nominate at least two candidates for

each position to be filled; or (b) by a petition signed by 400 or

more members eligible to vote. Nominating petitions and

campaign materials must be submitted in accordance with the

procedures set forth in Section 3.2. The

Minority/Underrepresented Representative Trustee is eligible

for election to two two-year terms.

Section 3.7 Resident-Fellow Member Trustee.

Candidates for Resident-Fellow Member Trustee and Resident-

Fellow Member Trustee-Elect must be Resident-Fellow

Members and shall be nominated either (a) by the Nominating

Committee; or (b) by a petition signed by 100 or more Resident-

Fellow Members. Nominating petitions and campaign materials

must be submitted in accordance with the procedures set forth

in Section 3.2. The Resident-Fellow Member Trustee is elected

for a one-year term. The Resident-Fellow Member Trustee-

Elect shall automatically advance to the position of Resident-

Fellow Member Trustee at the end of a year. The Resident-

Fellow Member Trustee may not be elected to more than one

term as such.

Section 3.8 Quorum; Action. A majority of the voting

members of the Board shall constitute a quorum and, unless

otherwise provided in these bylaws, the act of a majority of the

voting members present at any meeting at which there is a

quorum shall be the act of the Board.

Section 3.9 Meetings. The Board shall meet during the

time of the annual meeting of the Association and at such other

times as the President may decide. Trustees are expected to

participate in meetings in person, or at the discretion of the

President, by audio, visual or other means through which the

Trustee can hear and participate in discussion and have access

to written and visual materials. Other than as necessary under

Section 3.10 and as provided in Section 5.4, the Board shall not

act without a meeting. By petition, one-third of its voting

members may call a special meeting of the Board.

Section 3.10 Emergencies. The Board may act in an emergency

without a quorum and without a meeting to preserve the assets

of the Association if the emergency makes it not feasible to have

a quorum or meeting and attempt was made to convene a

quorum and meeting of the Board. Emergency situations

include but are not limited to such things as terrorist attacks,

natural and manmade disasters and the like that require

immediate action to preserve the assets of the Association.

Section 3.11 Function and Responsibilities. The Board

shall manage the affairs of the Association and shall formulate

and implement the policies of the Association. The

responsibilities of the Board shall include:

(a) Interpreting the provisions of the Articles of

Incorporation and bylaws.

(b) Presenting an annual report on the finances of

the Association to the business session of the annual meeting.

(c) Establishing dues and assessments for the

several categories of membership.

(d) Controlling the funds of the Association and

designating its depositories.

(e) Authorizing expenditures from the funds of

the Association to implement its goals and purposes.

(f) Administering special funds, grants, and

awards.

(g) Acting upon matters referred from the

Assembly.

(h) Providing for the production of other

publications useful in carrying out the aims of the Association.

(i) Selecting a Medical Director who shall be the

Chief Executive Officer of the Association.

(j) Authorizing and, where appropriate,

approving the appointment of administrative staff personnel

under the immediate authority of the Medical Director to assist

in carrying out the purposes and resolutions of the Association.

(k) Appointing and employing professional

auditors and others to assist in carrying out the purposes and

resolutions of the Association.

(l) Establishing salaries for the Medical Director

and staff and determining compensation for services rendered or

to be rendered by others.

(m) Preparing an Operations Manual as a guide to

the implementation of the purposes and resolutions of the

Association.

(n) Dissolving or modifying any council,

commission, committee, or other appointed organizational

entity.

(o) Performing all other acts consistent with the

Articles of Incorporation and bylaws that may be needed to

carry out the purposes and resolutions of the Association.

Section 3.12 Attendance. Attendance at meetings of the

Board of Trustees, councils, committees, boards, and all other

organizational components of the Association shall be open to

all members of the Association except for the meetings of the

Ethics Committee. The Board of Trustees and all other

organizational components of the Association may go into

executive session.

Section 3.13 Review of Contested Corporate Action. Any

member in good standing whose status or rights as a member of

the Association is or may be affected by the actions of the

Association may within 20 days upon receipt of written notice

of action petition in writing the Executive Committee of the

Board. For actions where written notice is not provided to a

member, the member may petition the Executive Committee of

the Board to review the validity of the corporate action within

20 days of when actions become public. The Executive

Committee shall review the petition, determine whether the

action is in compliance with the bylaws, articles of

incorporation, and policies of the Association and render a

decision on the petition within 14 business days of its receipt.

In the event that the challenged action was an action passed by

the Executive Committee, the petition shall be reviewed by the

Board of Trustees at the next scheduled meeting. The Board’s

decision on the matter shall be final.

**Chapter Four. Officers**

Section 4.1 Officers Designated. The officers of the

Association shall include a President, a President-Elect, a

Secretary, a Treasurer, and such other officers and assistant

officers as the Board of Trustees may from time to time

determine. No two offices may be held by the same person.

Section 4.2 President. The President shall carry out all

orders and resolutions as specified by the Board and the

membership. The President shall preside at all general meetings

of the Association, and at all meetings of the Board.

Section 4.3 Secretary. The Secretary shall keep the

records of the Association and perform all duties prescribed

herein and those delegated by the Board.

Section 4.4 Treasurer. The Treasurer or his or her

authorized agents shall receive, disburse, account for, and

manage all monies of the Association under the general

direction of the Board. The Treasurer shall submit a financial

statement each year to the Board and to the Assembly at the

annual meeting. The Treasurer and his or her authorized agents

shall be bonded in an amount to be determined by the Board.

Section 4.5 Assumption of Office. Except as provided in

Section 4.9, Part (b), the President-Elect shall assume the office

of President during the annual meeting. All other officers and

newly elected trustees of the Association shall assume their

responsibilities at the same time.

Section 4.6 Terms and Term Limits. The President

(including those who held such offices in the Former APA) are

ineligible for re-election to the same office. The President shall

hold office for one year, except as provided in Section 4.9.a. The

Secretary and Treasurer shall be elected in alternate years. The

term of office of the Secretary or Treasurer shall be no more

than two, consecutive two-year terms.

Section 4.7 Nomination and Election. Candidates for

officers shall be nominated either (a) by the Nominating

Committee; or (b) by a petition signed by 400 or more members

eligible to vote. Nominating petitions and campaign materials

must be submitted in accordance with the procedures set forth

in Section 3.2..Officers are elected by a simple majority of the

votes cast by voting members for each office.

Section 4.8 Recall. Any officer or elected trustee may be

recalled from office through the following mechanism:

(a) Petition. A petition for recall shall be signed

by two percent of the eligible voting members with no more than

one-third of these members from a single District Branch.

When the petition for recall applies to an Area Trustee, two

percent of the members eligible to vote in the Area represented

by that Area Trustee must sign the petition.

(b) Ballot. The petition must be filed with the

Secretary who will validate the petition and submit the recall

ballot to the membership within 30 days of the receipt of the

petition.

(c) Count. Within 30 days after the recall ballot

is distributed, the votes will be tallied by the Tellers Committee.

(d) Vote. For such a recall vote to be considered

valid, at least 40 percent of the eligible voting membership must

vote. If at least two-thirds of the votes are in favor of recall of

the officer or trustee, the position must be considered vacant at

the time the results are received by the Board.

(e) Removal of Officer or Trustee for Cause by

Board. Any Trustee may petition the President to remove any

other Officer or Trustee for cause (including without limitation,

incompetency, violation of ethics, unprofessional or illegal

conduct, non-performance of duties, breach of fiduciary duty, or

other actions injurious to the Association or its reputation) by

providing the President (or President-Elect if the President is the

subject of the petition) with a written petition requesting

removal and stating in detail the basis for the petition and

providing evidence in support of the petition. The President

(President-Elect if necessary) shall investigate or initiate the

investigation of the allegations. Upon finding a cause, the Board

may remove the Officer or Trustee from office if two-thirds of

the voting members present vote in favor of the removal of the

Officer or Trustee.

Section 4.9 Filling of Vacancies. Vacancies among the

officers and the elected trustees shall be filled as follows:

(a) President. If the President becomes unable to

function because of absence or illness, the President-Elect shall

act for the President. In the event of the resignation or death of

the President, the President-Elect becomes President for the

remainder of the vacant term and then serves his or her own

term.

(b) President-Elect. If the position of President-

Elect becomes vacant during the term, the Immediate Past

President shall assume the responsibilities of the President-

Elect. Should this vacancy occur by September 15, the office of

the President shall be included in the next scheduled election.

Should this vacancy occur after September 15, a special election

shall be held for the office of the President. The Immediate Past

President shall not assume the office of the President at the next

annual meeting.

(c) Other Vacancies. In the event of any other

vacancy, the Board shall select any voting member of the

Association to fill the vacancy for the remainder of the term.

**Chapter Five. Councils, Committees, Boards, and Other**

**Organizational Entities**

Section 5.1 Executive Committee. There shall be an

Executive Committee, which shall consist of six voting

members and one non-voting member, who shall be the Medical

Director. The six voting members shall be the four officers of

the Association, the immediate Past President, and the Speaker

of the Assembly. The chair of the Executive Committee shall

be the President, who shall preside at all meetings. In the

absence of the President, or in the event of a conflict of interest,

the President-Elect shall act as chair. The Executive Committee

shall appoint a secretary (who need not be a member of the

Executive Committee) who shall keep its records and who shall

hold office at the pleasure of the Executive Committee. The

secretary shall keep regular minutes of the proceedings of the

Executive Committee and shall report the same to the Board of

Trustees at its next meeting for appropriate action.

Section 5.2 Authority of Executive Committee. Except as

set forth in this Section 5.2, the Executive Committee, to the

extent provided by resolution of the Board of Trustees, shall

have and may exercise all the powers and authority of the Board

of Trustees in the management of the business and affairs of the

Association; provided that the designation of any such

Executive Committee and the delegation thereto of authority

shall not operate to relieve the Board of Trustees, or any member

thereof, of any responsibility imposed upon the Board or any

director by law. The Executive Committee shall not have the

power or authority to adopt an agreement of merger or

consolidation, recommend to the members the sale, lease or

exchange of all or substantially all of the Association’s property

and assets, recommend to the members a dissolution of the

Association or a revocation of a dissolution, amend these bylaws

or propose to the members an amendment to these bylaws or the

Articles of Incorporation.

Section 5.3 Regular and Special Meetings; Quorum;

Voting. Regular meetings of the Executive Committee may be

held without notice and shall be held at such times and places

(or by telephone as provided in Section 5.4) as the Executive

Committee may from time to time determine in advance.

Special meetings may be held without notice. Unless otherwise

ordered by the Executive Committee, special meetings shall be

held at any time and place (or by telephone as provided in

Section 5.4) at the call of the President. At any regular or special

meeting a majority of the members of the Executive Committee

shall constitute a quorum and the act of the majority of the

Executive Committee members present (in person or by

telephone) at a meeting at which there is a quorum shall be the

act of the Committee.

Section 5.4 Telephone Meetings; Action Without

Meeting. Members of the Executive Committee may participate

in a meeting of such committee by means of conference

telephone or similar communications equipment by means of

which all persons participating in the meeting can hear each

other, and such participation shall constitute presence in person

at such meeting. Any action required or permitted to be taken at

any meeting of the Executive Committee may be taken without

a meeting if all members of the Executive Committee consent

thereto in writing and the writing or writings are filed with the

minutes of proceedings of the Executive Committee.

Section 5.5 Identification of Standing Committees;

Designation. There shall be the following standing committees

that are advisory to the Board: Ethics, Membership,

Nominating, Bylaws, Finance and Budget, Tellers, Elections

and Joint Reference. The functions and procedures of such

standing committees shall be established from time to time by

the Board and published in the Operations Manual. The Board,

upon the recommendation of the President, shall establish or

eliminate such other committees, councils, commissions, boards

and other special organizational entities as it deems appropriate

to implement the objectives of the Association. The Board,

upon the recommendation of the President, shall designate the

chairperson and members of each standing committee and each

other committee, council, commission, board or other

organizational entity from among the voting members of the

Association.

Section 5.6 Ad Hoc Committees. Ad hoc committees,

when appointed, shall act through the next annual meeting.

Section 5.7 Authority. No committee, council,

commission, board or other organizational entity of the

Association, other than the Executive Committee, shall exercise

the authority of the Board of Trustees in the management of the

Association.

Section 5.8 Nominating Committee. The Nominating

Committee shall be comprised of a representative from each

geographical area of the Assembly and a representative from

Minority/Underrepresented groups plus a chairperson. Each

Area Council and the Assembly Committee on Minority and

Underrepresented Groups shall propose at least three candidates

apiece, and the Board, upon the recommendation of the

President, shall appoint the members from among the

candidates.

Section 5.9 Councils. Each council shall have authority

to create and eliminate informal work groups and to act, subject

to the approval of the Board, within its area of interest to

implement the objectives of the Association.

Section 5.10 Joint Reference Committee. The Joint

Reference Committee shall act upon the concerns of the several

councils and commissions and refer matters from the councils

and commissions to the Board and/or the Assembly and from

the Board or Assembly to them. It shall be comprised of the

President-Elect, who shall be the chairperson; the Speaker-Elect

of the Assembly, who shall be vice-chairperson; two members

of the Board of Trustees; two members of the Assembly; and

the Medical Director. Ex-officio non-voting members shall be

the chairpersons of the councils and commissions.

**Chapter Six. The Assembly And The District Branches**

Section 6.1 Assembly. There shall be an Assembly of the

Association whose voting members shall be elected and shall

include at least (a) one representative from each District Branch,

and (b) an Executive Committee including Area Representatives

and Assembly officers.

Section 6.2 Procedural Code. The Assembly shall govern

itself by its procedural code in a manner consistent with the

Articles of Incorporation and bylaws of the Association.

Section 6.3 District Branches. District Branches shall be

established, continued, or dissolved according to the procedural

code of the Assembly.

Section 6.4 Areas. The Assembly shall group contiguous

District Branches into Areas, not exceeding a total of ten Areas,

from which Area Trustees shall be elected under the provisions

of Chapter Three, Section 3.3 of the bylaws.

Section 6.5 Officers of Assembly. The officers of the

Assembly shall be the Speaker, Speaker-Elect, and Recorder.

The Speaker shall be the presiding officer at the Assembly.

**Chapter Seven. Ethics Complaints And Disciplinary**

**Procedures**

Section 7.1 Code of Ethics. All members of the

Association shall be bound by the ethical code of the medical

profession, specifically defined in the *Principles of Medical*

*Ethics* of the American Medical Association and in the

Association’s *Principles of Medical Ethics With Annotations*

*Especially Applicable to Psychiatry*.

Section 7.2 Ethics Complaints. Complaints charging

members of the Association with unethical behavior or practices

shall be investigated, processed, and resolved in accordance

with procedures approved by the Assembly and the Board. The

name of a member who resigns during an ethics investigation

will be reported to the membership.

Section 7.3 Ethics Violation. If a complaint of unethical

behavior against a member is sustained, the member shall

receive a sanction ranging from reprimand to expulsion. The

name of a member who is suspended for an ethics violation will

be reported to the membership with an explanation of the nature

of the violation. Any decision to expel a member must be

approved by a two-thirds affirmative vote of all members of the

Board present and voting. The name of a member who is

expelled for an ethics violation will be reported to the

membership with an explanation of the nature of the violation.

**Chapter Eight. Voting By Members**

Section 8.1 Vote. Each voting member shall have one

vote. Votes may not be cast by proxy.

Section 8.2 Ballot. Except as otherwise provided in these

bylaws, all voting by members shall be by confidential ballot

conducted by mail or such other means as determined by the

Board from time to time.

Section 8.3 Voting Procedures. An Elections Committee

consisting of four members shall be responsible, with the

approval of the Board, for establishing procedures for voting of

the membership.

Section 8.4 Member Referendum. The voting members

may initiate referenda or change an action of the Board by

submitting a petition signed by at least 500 voting members to

the Secretary by October 15 to be voted on in the next annual

ballot. Additional procedural requirements for the petition are

contained in the Operations Manual of the Association. The

adoption of a referendum shall require (a) valid ballots from at

least 40 percent of the voting members, (b) the affirmative vote

of at least one-third of all the voting members of the

Association, and (c) the affirmative vote of a majority of those

members who return a valid ballot. A referendum overturning

an action of the Board shall be binding, except that the action

may be reinstated by a two-thirds affirmative vote of the

members of the Board eligible to vote and by a two-thirds

affirmative vote of the members of the Assembly Executive

Committee eligible to vote. A Board action to reinstate may be

taken only at a regularly scheduled meeting occurring no sooner

than one month after the meeting at which the referendum was

certified. Certified referenda other than those overturning an

action of the Board must be acted on by the Board with all

deliberate speed.

**Chapter Nine. Annual Business Meeting**

Section 9.1 Annual Meeting. An annual meeting of all

the members of the Association shall be held at such time and

place as may be determined by the Board of Trustees, provided

that the time and place of such meeting shall be announced not

less than ten days prior to the meeting.

Section 9.2 Business Meeting. The Annual Business

Meeting shall be held within six months following the end of

the fiscal year at such time and place determined by the Board

of Trustees. At a previously announced time during the annual

meeting, the President of the Association shall convene a

business meeting for voting members only composed of two

consecutive sessions: (1) a presentation of a report of the actions

of the Board and the reports of the Speaker of the Assembly, the

CEO/and Medical Director, the Secretary, the Treasurer, and the

chairpersons of the councils and standing committees; and (2)

an annual forum for all voting members. Only voting members

of the Association may attend this business meeting.

Section 9.3 Annual Forum. After the conclusion of the

first session of the business meeting, at a reasonable point within

the time allotted for the business meeting as a whole, the

President shall convene the annual forum session of the business

meeting for all the voting members.

Section 9.4 Special Meeting. The Board of Trustees may

call a special meeting of the members. Upon written demand to

the Board setting out the purpose of a meeting and signed by at

least 20% of the members eligible to vote, the Association will

hold a special meeting at APA headquarters or such other venue

as the Board of Trustees determines is practicable to conduct the

business described in the demand.

Section 9.5 Use of Technology. Annual business

meetings and special business meetings, at the discretion of the

Board of Trustees may be held via means of electronic

communications technology that provides the opportunity to

read or hear and participate in the proceedings substantially

concurrent with their occurrence.

**Chapter Ten. Seal**

The Association shall have a Corporate Seal upon which shall

be inscribed the name of the Association, the year of its

organization, and the words “Corporate Seal, District of

Columbia.” The Association may alter the seal and prescribe its

use.

**Chapter Eleven. Amendments Of The Bylaws And Articles**

**Of Incorporation**

Section 11.1 Amendment of Bylaws. These bylaws may

be altered, amended or repealed, and new bylaws made, by the

Board of Trustees or by the members of the Association with

voting rights, who may make additional bylaws and may alter,

amend and repeal any bylaws, whether such bylaws were

adopted by the members or the Board of Trustees.

Section 11.2 Amendments by the Board of Trustees.

Amendments to the bylaws by the Board of Trustees require (1)

the approval of a two-thirds majority of the voting members of

the Board present at a meeting at which a quorum is present, and

(2) subsequent ratification by a two-thirds vote by strength of

Assembly members present at a meeting at which a quorum is

present. If action is required before the next Assembly meeting,

the amendment may be ratified by a two-thirds vote of the

Assembly Executive Committee (AEC) at a meeting at which a

quorum participates, provided that if any such amendment is not

ratified by the Assembly at its next meeting, it will not be

effective after the Assembly vote. The entire membership shall

be notified of any amendments so adopted as soon as practical

after approval by the Board and ratification by the Assembly.

Section 11.3 Proposals for Amendments by the Members.

Proposals for amendments to the bylaws by the members may

originate either by resolution of the Board of Trustees or by a

petition signed by 200 or more voting members. Any such

petition must be received by the Secretary by October 15 of the

year prior to the year in which it will be voted on.

Section 11.4 Approval by Members. A proposed

amendment to the bylaws originating by resolution of the Board

of Trustees or by petition as provided in Section 11.3 shall be

disseminated to the entire membership not later than January 3

of the year in which it will be voted on. The proposed

amendment shall be voted on by the eligible voting membership

in the next annual ballot. Approval by a majority of at least 33

1/3 percent of the eligible voting members of the Association

shall be required for adoption of the proposed amendment. If

adopted, the amendment shall become effective upon

certification by the Committee of Tellers to the Board unless a

later effective date is specified on the ballot.

Section 11.5 Amendment of Articles. Proposals for

amendments to the Articles of Incorporation shall originate by

resolution of the Board of Trustees. A proposed amendment

shall be disseminated to the entire membership not later than

January 3 of the year in which it will be voted on. The proposed

amendment shall be voted on by the eligible voting membership

in the next annual ballot. Approval by two-thirds of at least 33

1/3 percent of the eligible voting members of the Association

shall be required for adoption of the proposed amendment.

Approval of the amendment shall be certified by the Committee

of Tellers. The amendment shall become effective upon the

issue of a Certificate of Amendment pursuant to District of

Columbia law.

**Chapter Twelve. Indemnification of Officers and Trustees**

Section 12 Indemnification of Officers and Trustees. The

Association will indemnify, defend and hold harmless its

Officers and Trustees, paid and unpaid, from any and all

liability, including all expenses, legal fees and costs associated

with any claim arising out of their position with the Association

or damages resulting from their actions on behalf of the

Association while serving as an Officer or Trustee. Officers and

Trustees of the Association shall have no liability to the

corporation or to the members for money damages for actions

or failures to act as an officer or director. This provision shall

not apply if the liability results from intentional infliction of

harm, an intentional violation of criminal law, or receipt of a

financial benefit to which the Trustee or Officer is not entitled.

This provision is intended to provide the broadest

indemnification and reimbursement permitted under the law.

**CERTIFICATE**

I, Altha J. Stewart, M.D., Secretary of the American Psychiatric

Association, certify that the foregoing is a true copy of the

current bylaws of the Association as amended by the Board on

October 11, 2015 and ratified by the Assembly on May 14,

2016, effective May 14, 2016.