

BYLAWS OF COUNCIL FOR THE NATIONAL REGISTER OF HEALTH SERVICE PROVIDERS IN PSYCHOLOGY¹

ARTICLE I

Name

The name of the Corporation is the Council for the National Register of Health Service Providers in Psychology, Inc. ("the Corporation").

ARTICLE II

Purposes of the Corporation

The Corporation has been organized to operate exclusively for charitable, educational, and scientific purposes, including but not limited to contributing to the improvement of health services to the public, through developing standards for evaluating the credentials of psychologists and other health care providers, reviewing such credentials, disseminating information on credentials, evaluating educational programs, preparing publications, conducting ethics programs, and engaging in other activities that enhance the education, training and delivery of services by psychologists and other health care providers.

ARTICLE III

Offices and Registered Agent

Section 1. *Offices.* The principal office of the Corporation and such other offices as it may establish shall be located at such place or places, either within or outside the District of Columbia, as may be designated by the Board of Directors. The Corporation shall continuously maintain within the District of Columbia a registered office at a place designated by the Board of Directors.

Section 2. *Registered Agent.* The Corporation shall continuously maintain within the District of Columbia a registered agent, which shall be designated by the Board of Directors.

Section 3. *Changes.* Any change in the registered office or registered agent shall be made in accordance with the District of Columbia Nonprofit Corporation Act.

ARTICLE IV

Board of Directors

Section 1. *General Powers and Duties.* The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have, and may exercise, any and all powers provided in the

¹ Adopted by the Board of Directors at its meeting in May, 2006.

Articles of Incorporation or in the District of Columbia Nonprofit Corporation Act which are necessary or convenient to carry out the purposes of the Corporation.

Section 2. *Composition of the Board.* The number of Director positions shall be eleven. If a person is a psychologist, he/she must be a Registrant in order to serve as a Director. Not less than two Director positions shall be designated for public representatives, who are not psychologists.

Section 3. *Terms.* Directors shall serve for staggered terms of four years each (or, if a modification in the number of Directors, resignation of Directors, or other cause so requires in order to maintain properly staggered terms, for a term of not more than four years), or until their successors are elected. No Director may serve on the Board of Directors for more than eight consecutive years, and if a Director has served for four or more consecutive years and is not reelected, there must be at least a five year interval before such person is eligible to serve as a Director again. The term of any Director shall also expire by his/her death, resignation, or removal in accordance with these Bylaws.

Section 4. *Election.* Director shall be elected from among persons nominated by a Nominating Committee, which shall be appointed by the Chair. The Nominating Committee shall be comprised of three persons, at least one of whom is not a current Director. The Nominating Committee shall develop a process approved by the Board, for soliciting nominations from Registrants and others, who wish to nominate themselves or others, for evaluating qualifications, and for presenting a slate of not less than twice as many candidates as there are available Director positions.

Section 5. *Vacancies.* Any vacancy occurring in the Board of Directors arising from any cause, including an increase in the number of Directors, may be filled at any meeting of the Board by the affirmative vote of a majority of the Directors in office, even though less than a quorum of the Board. A Director elected to fill a vacancy in an unexpired term shall serve for the unexpired term of his/her predecessor in office.

Section 6. *Resignation and Removal.*

A. A Director may resign at any time by giving written notice to the Chair. A Director may be removed from office, for any reason which reasonably calls into question whether the person has discharged or can discharge properly the duties of a Director, at any meeting of the Board, by vote of two-thirds of the Directors in office (other than the Director in question), if at least five days written notice has been given to each Director of the intention to present such issue for decision.

B. Directors shall be required to attend all meetings of the Board. If an Officer or other Director fails to attend all or a substantial portion of two consecutive in-person meetings of the Board (including in the case of an Officer or other Members of the Executive Committee, a meeting of the Executive Committee), or three consecutive meetings which include one in-person meeting, then such Officer or Director shall immediately be deemed removed from office and that position be deemed vacant. In such event, however, the Officer or Director may promptly in writing petition the Board for reinstatement, and the Board may by a simple majority vote, decide whether or not to reinstate such person.

Section 7. *Chair and Vice-Chair of the Board.* The Board of Directors shall elect one of its members to serve as Chair of the Board, who shall be the same person as is elected President of the Corporation, and who shall serve in both positions for simultaneous two-year terms. The Chair shall preside at all meetings of the Board at which he/she is present, and shall perform such other duties as may be required of him/her by the Board. The Board may also designate the Vice-President of the Corporation to serve simultaneously as Vice-Chair of the Board, to preside at all meetings at which the Chair is not present, and to perform such other duties as may be required of him/her by the Board.

Section 8. *Meetings of the Board.*

A. *Time of Meetings.* Regular meetings of the Board of Directors shall be held at least twice each year. Special meetings shall be called by the Chair at the request of one-third of the Directors in office, and may be called by the Chair in his/her own discretion. The last regular meeting of the Board in each calendar year shall constitute its annual meeting. Meetings may be held within or outside the District of Columbia.

B. *Notice of Meetings.* At least twenty days written notice shall be given to each director of a regular meeting of the Board. A special meeting of the Board may be held upon two days actual notice. Notice of a meeting of the Board of Directors shall specify the date, time, and place of the meeting, but need not specify all subjects to be addressed. Notice shall be given to each Director, either by personally delivering notice to him/her or by a mailing (including by telegram, electronic transmission producing a written copy, or other equivalent means) to his/her address as designated by such Director in the records of the Corporation. If such notice is given by mail, it shall be deemed delivered when deposited in the United States Mail properly addressed and with postage prepaid thereon. If such notice is given by another permitted means, it shall be deemed delivered when the contents of the notice is delivered to the transmitting entity. Notwithstanding the foregoing, a Director may waive notice of any regular or special meeting of the Board of Directors by a written statement filed with the Secretary, or by an oral statement at such meeting. Attendance at a meeting of the Board shall also constitute waiver of notice, except where a Director states at the beginning of the meeting that he/she is attending for the purpose of objecting to the conduct of business on the ground that the Meeting was not lawfully called or convened.

C. *Quorum.* A majority of the Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board, except that if a quorum is not present at a meeting, a majority of Directors present may adjourn the meeting from time to time without notice.

D. *Voting.* Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all matters before the Board of Directors shall be decided by a majority vote of the Directors present at the meeting at which a quorum exists.

E. *Telephone Meetings.* Any regular or special meeting of the Board of Directors may be held by telephone conference call, unless four or more Directors object to conducting the meeting in such fashion.

F. *Actions Without A Meeting.* Any action required or permitted to be taken at any meeting of the Board of Directors may be decided by mail, or by telegraphic or telephone ballot, if the text of the resolution or matter to be decided is provided to all Directors in office and all such Directors consent to the procedure. Such consent and action shall have the same force and effect as a vote of the Board of Directors at a meeting and may be described as such in any document executed by the Corporation.

Section 9. *Expenses.* The Directors shall be entitled to be reimbursed for reasonable expenses incurred by them in attending meetings of the Board and in discharging functions on behalf of the Corporation, pursuant to policies adopted by the Board.

ARTICLE V

Committees

Section 1. *Executive Committee.* The Board of Directors may appoint an Executive Committee consisting of (1) the Chair, (2) the Vice-Chair, (3) the Secretary, and (4) the Treasurer, all of whom shall serve for two-year terms. The Executive Officer shall be a non-voting member of the Executive Committee. Except as otherwise provided by law or these Bylaws, the Executive Committee shall have all the

authority of the Board in the management of the Corporation (including affixing the seal of the Corporation to all documents requiring it), and may exercise all such powers under the direction of the Board. The Executive Committee shall keep regular minutes of its proceedings and shall report to the Board on its proceedings.

Section 2. *Other Committees.* The Board of Directors may establish such other committees as it shall deem appropriate, consisting of such persons and possessing such authority as the Board of Directors may by law and these Bylaws direct.

ARTICLE VI

Officers

Section 1. *Nature of Officers.* The Officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, an Executive Officer, and such other officers as may be deemed desirable by the Board. All Officers except the Executive Officer must be Directors. No two offices may be held by the same person.

Section 2. *President.* The President of the Corporation shall also serve as Chair of the Board of Directors. The President shall be the chief official of the Corporation, shall preside at all meetings of the Board at which he/she is present, and shall have such powers and duties as the Board may provide.

Section 3. *Vice-President.* The Vice-President of the Corporation shall also serve as Vice-Chair of the Board of Directors. The Vice-President shall assist the President-Chair in performing his/her functions, shall preside at meetings of the Board at which the Chair is not present, and shall have such other powers and duties as the Board may provide.

Section 4. *Secretary.* The Secretary shall perform all duties customary to that office, including performing (or exercising general oversight of the staff's performing) the following functions: keeping an accurate record of proceedings of all meetings of the Board of Directors and such other actions of the Corporation as the Board of Directors shall direct; giving all notices as required by law or these Bylaws. The Board of Directors may grant authority to any officer to affix the seal of the Corporation and to attest the affixing by his/her signature. No bond shall be required of the Secretary.

Section 5. *Treasurer.* The Treasurer shall perform all duties customary to those offices, including performing (or exercising general oversight of the staff's performing) the following functions: having custody of all corporate funds; keeping proper records of all receipts and disbursements in the books of the Corporation; depositing or causing to be deposited all monies or other valuable effects in the name of the Corporation in such depositories as shall be selected by the Board; and disbursing or causing to be disbursed the funds of the Corporation as directed by the Board or the Executive Officer. The Board of Directors may grant authority to any officer to affix the seal of the Corporation and to attest the affixing by his/her signature. The Treasurer shall take proper vouchers for all disbursements, and shall render accounts of his/her transactions as Treasurer and of the financial condition of the Corporation to the Board when required by the Board. No bond shall be required of the Treasurer.

Section 6. *Executive Officer.* The Executive Officer shall be the chief operating officer of the Corporation and shall actively and within his/her reasonable discretion and business judgment, manage, supervise, and control all of the affairs of the Corporation, subject to the control of the Board and in accordance with policies approved by the Board.

Section 7. *Other Officers.* The Board of Directors may select an Assistant Secretary or Assistant Treasurer, and other Officers and agents as it may deem advisable, and may vest such Officers and agents with such powers and duties as it may by law and these Bylaws provide.

Section 8. *Election of Officers.* Any Director is eligible to serve as an Officer after he/she has served as a Director for one year. For each election of Officers, the Nominating Committee shall make nominations; further nominations may be made by any Director; and election of Officers shall be by majority vote of the Directors in office at any meeting at which quorum exists

Section 9. *Term; Vacancies.* All Officers of the Corporation except the Executive Officer shall serve for terms of two years; the Executive Officer shall serve for a term to be determined by the Board and to be specified by contract. Officers may be reelected to succeeding terms. An Officer may serve any term or terms for which he/she is elected, except that such term shall expire if such Officer (other than the Executive Officer) ceases to be a Director. The Officers of the Corporation shall hold office until their successors are elected and their terms commence. Any Officer may be removed for any reason which reasonably calls into question whether the person has discharged or can discharge properly the duties of the office, by the affirmative vote of two-thirds of the Directors in office at a meeting. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors as provided herein.

Section 10. *Expenses.* The Officers shall be entitled to be reimbursed for reasonable expenses incurred by them in attending meetings and discharging functions on behalf of the Corporation, pursuant to policies adopted by the Board. Compensation and permissible expenses of the Executive Officer may be further specified by contract.

ARTICLE VII

Indemnification

Section 1. *Officers, Executive Board and Committee Members.*

A. The Corporation shall indemnify to the maximum extent permitted by law (but only to the extent covered by any insurance the Corporation may from time to time maintain or as otherwise may be determined by the Board of Directors in its discretion) each officer, director, or committee member, and each person who has served at its request as a director or officer or representative to another corporation, and each former such person ("covered persons") against expenses necessarily incurred by such officer, director, committee member or other such person in connection with the defense of any action, suit, proceeding, issue, or matter of whatever nature, whether civil, criminal, legislative, administrative, or investigative, in which such covered person is made a party by reason of serving the Corporation in such capacity. This indemnification includes amounts paid or incurred in connection with reasonable settlements.

B. This indemnification extends to any criminal action, suit, investigation or proceeding, provided that the same shall be dismissed against such covered person or that such covered person shall be found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation or proceeding that is terminated by a plea of nolo contendere, or its equivalent, to a charge of misdemeanor, provided that the conduct complained of on the part of the covered person was done in good faith and with the belief that it was in the best interest of the Corporation and on the reasonable assumption of its legality.

C. No such reimbursement or indemnification shall relate to any expense incurred in connection with any matter as to which such covered person has been adjudged to be liable for negligence or misconduct in the performance of any duty.

D. The indemnification provided herein shall not preclude other rights which such covered person may have under any agreement, vote of the Board of Directors or otherwise.

E. The indemnification provided herein shall be effective only upon a determination by the Board of Directors (upon the vote of disinterested members only) or upon the board's request, by independent legal counsel, that the standards for such indemnification have been met.

Section 2. *Employees and Agents.* The Board of Directors may, by resolution, extend the indemnification provisions of the foregoing Section 1 to any person who was or is a party or is threatened to be made party to any threatened, pending or completed action, suit or proceeding by reason of the fact that he/she is or was an employee, agent or other officially designated representative of the Corporation.

ARTICLE VIII

General Provisions

Section 1. *Conflicts of Interest.* Any officer or director: (1) shall promptly advise the President (or in case of the President, the Vice-President) if such person's ability fairly and objectively to discharge his/her responsibilities to the Corporation might reasonably be viewed as compromised by reason of any other personal or professional role, interest, relationship or circumstance; and (2) shall refrain from participating in decisions concerning any matter in which such a conflict of interest exists. Directors shall have a duty to advise the President, and unless he/she concludes that the matter is frivolous, the President shall present it for decision by the Board, which shall have the authority to require the person to withdraw from the matter.

Section 2. *Clarifying Roles.* Unless a Director has been authorized to speak or write on a particular subject on behalf of the Corporation, he/she shall take reasonable steps to make clear that he/she is expressing only a personal opinion.

Section 3. *Minutes.* All meetings of the Board of Directors or committees of the Corporation shall have written minutes, prepared in accordance with procedures established by the Board.

Section 4. *Seal.* The seal of the Corporation shall be circular in form and have inscribed thereon the words "Council for the National Register of Health Service Providers in Psychology, Inc." and the words "Corporate Seal".

Section 5. *Checks.* All checks, drafts and written orders for the payment of money shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may designate.

Section 6. *Fiscal Year.* The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

Section 7. *Audits.* The Chair shall cause the accounts of the Corporation to be audited annually by a certified public accountant, and a full statement of the finances of the Corporation shall be submitted to each Director.

ARTICLE IX

Amendments

Section 1. *Amendment to Articles of Incorporation.* The Articles of Incorporation may be altered or amended, and new Articles adopted, in accordance with the District of Columbia Nonprofit Corporation Act.

Section 2. *Amendment of Bylaws.* These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, at any meeting of the Board of Directors, by a vote of a majority of the Directors in office, if at least five days written notice is given of the intention to take such action at such meeting.

Section 3. *Definition of Mail.* The word mail as referenced herein shall refer to mail sent by US Postal Service, messenger, overnight service, or electronically by email.