BYLAWS OF
NATIONAL REGISTER OF HEALTH SERVICE PSYCHOLOGISTS

ARTICLE I

Name

The name of the Corporation is Council for the National Register of Health Service Providers in Psychology, doing business as the National Register of Health Service Psychologists (“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 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 a maximum of eleven. If a person is a psychologist, they must be a current member of the National Register in order to serve as a Director. Not more than two Director positions shall be designated for consumer representatives. The consumer representatives may not be psychologists nor trained at the graduate level in psychology.

Section 3. *Terms*. Directors shall each serve one term of four years. Except as provided in Section 5 below, no Director may serve on the Board of Directors for more than four consecutive years. Once a Director has served a full four-year term, there must be at least a one-year interval before such person is eligible to serve as a Director again. The term of any Director shall also expire by their death, resignation, or removal in accordance with these Bylaws.

Section 4. *Election.* Directors shall be elected by the affirmative vote of a majority of the Directors in office from among persons nominated by a Nominating Committee, which shall be appointed by the Chair. The Nominating Committee shall be comprised of at least three persons. The Nominating Committee shall develop a process approved by the Board for soliciting nominations and for presenting a slate of not less than twice as many candidates as there are available Director positions. In such instances where twice as many candidates cannot be identified, the Nominating Committee will recommend proposed mechanisms of action to the Board.

Section 5. *Vacancies*. Any vacancy occurring on the Board of Directors arising from any cause, including resignation, removal, death, or an increase in the number of Directors, shall be filled through the regular nomination and election procedures established in Section 4 of these Bylaws. A Director elected to fill such a vacancy shall serve a new, full term of office, rather than the unexpired term of their predecessor, unless otherwise determined by the Board. The term of the newly elected Director shall commence on January 1 of the calendar year following their election and shall be subject to the same terms, conditions, and limitations applicable to all other Directors under Section 4. This Section shall apply to Directors who, prior to the adoption of this amendment, were elected to fill an unexpired term.

Section 6. *Resignation and Removal*.

A. A Director may resign at any time by giving written notice to the Chair or the Secretary. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective time. An elected 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 the affirmative vote of two-thirds of the Directors in office, 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 may be removed by the affirmative vote of a majority of the Directors in office at the next regular or special meeting of the Board. An Officer's removal shall not affect the Officer's contract rights, if any, with the Corporation or the Corporation's contract rights, if any, with the Officer.

Section 7. *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 at their 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 of 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 email or other 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 submitting a signed, written record to the Secretary, who shall file the record with the minutes of the meeting, or by attending such meeting as provided hereafter. Attendance at a meeting of the Board shall also constitute waiver of notice, except

where a Director states at the beginning of the meeting, or promptly upon arrival, that he/she is attending for the purpose of objecting to holding the meeting or the conduct of business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

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 or other synchronous method of communication, unless four or more Directors object to conducting the meeting in such fashion.

F. *Actions Without a Meeting by Unanimous Written Consent.* Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if every Director in office consents to the action being taken by signing a consent in the form of a record that describes the action to be taken and delivering the record to the Corporation. As provided in Article VIII, Section 8, a record may be electronic (such as an email) and will be deemed to have been signed if the Director making it intends to authenticate or adopt it and attaches to or logically associates with it an electronic symbol, sound, or process (such as by typing the Director's name after the words "I consent" in a reply to an email from the Corporation that describes the proposed action). Inasmuch as the Board meets in person only twice yearly, any action taken by unanimous written consent shall be considered to be normal business of the Corporation and will constitute the act of the Board when one or more consents signed by all of the Directors in office have been delivered to the Corporation. Each consent may specify the time at which the action taken in the consent is to be effective. A Director's consent may be withdrawn by a revocation in the form of a record signed by the Director and delivered to the Corporation prior to delivery to the Corporation of unrevoked consents by all the Directors. An action taken by unanimous written consent as provided hereunder shall have the same force and effect as an action taken by the Board of Directors at a meeting and may be described as such in any document executed by the Corporation.

Section 8. *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*. There shall be an Executive Committee consisting of (1) the Chair, (2) the Chair-Elect, (3) the Secretary, and (4) the Treasurer, all of whom shall serve for one-year terms. The Chief Executive Officer shall be an *ex officio* 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 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. *Finance Committee*. The Board of Directors, by the affirmative vote of a majority of all Directors in office, shall appoint a minimum of three of its members to the Finance Committee. The Treasurer will serve as a member of the Finance Committee and shall be its Chair. The Chair of the Board shall have the right to attend all meetings of the Finance Committee. The Finance Committee will exercise general oversight over the financial operations of the Corporation (or exercise general oversight of the staff's performance of such activities), including delivering annual fiscal reviews or audits, recommending to the full Board approval of a monthly summary of the financial activities of the corporation, and recommending to the full Board any changes in the overall investment strategy and portfolio of the Corporation.

Section 3. *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. Those committees that are authorized to exercise any of the authority of the Board ("Board committees"), including the Executive Committee and the Finance Committee, shall consist only of Directors and include at least two (2) individuals. The creation and appointment of Directors to Board committees shall be approved by the affirmative vote of a majority of all of the Directors in office when the action is taken. Those committees that possess none of the authority of the Board ("Advisory committees") shall consist of at least two (2) individuals, who need not all be Directors. The Board of Directors or the Chair acting alone may create and appoint Advisory Committees.

Section 4. *Procedures and Authority*. For both types of committees, the Board may make provisions for appointment of the committee chair, establish procedures to govern committee activities, and delegate authority as may be necessary or desirable for the efficient management of the property, affairs, and/or activities of the Corporation. Notwithstanding the foregoing, the sections in Article IV of these Bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board apply to committees and their members as well and no committee shall have the authority to or power to approve a dissolution or merger or the sale of all or substantially all of the Corporation's assets; appoint or remove Directors; appoint or remove members of Board committees; authorize distributions; or amend the Articles of Incorporation or these Bylaws.

ARTICLE VI

Officers

Section 1. *Nature of Officers*. The Officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, a Chief Executive Officer, and such other officers as may be deemed desirable by the Board. All Officers except the Chief Executive Officer must be Directors. No two offices may be held by the same person. The immediate Past-President of the Board shall hold this honorific title but not be considered an Officer of the Corporation.

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 they are 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 Chair-Elect 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 Board committees, maintaining and authenticating the records of the Corporation, and such other actions of the Corporation as the Board of Directors shall direct; giving all notices as required by law or these Bylaws. No bond shall be required of the Secretary.

Section 5. *Treasurer.* The Treasurer shall deliver a financial report for each fiscal year to the Finance Committee and the Board of Directors. The Treasurer shall chair the Finance Committee and represent it to the Board. The Treasurer shall be responsible for carrying out the activities of the Finance Committee as outlined in Article V Section 2 above and be responsible for the financial affairs of the Corporation. In the event that the Secretary shall not be able to complete a term for any reason, the Treasurer is authorized to perform the duties normally assigned to the Secretary until the individual is replaced under procedures defined in these Bylaws. No bond shall be required of the Treasurer.

Section 6. *Chief Executive Officer*. The Chief Executive Officer shall be the chief operating officer of the Corporation and shall actively and within their 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 they have served as a Director for one year. 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. The election of an Officer shall not itself create contract rights.

Section 9. *Term; Vacancies*. All Officers of the Corporation except the Chief Executive Officer shall serve for terms of one year; the Chief 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 Chief 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. An Officer's removal shall not affect the officer's contract rights, if any, with the Corporation or the Corporation's contract rights, if any, with the Officer. 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 Chief Executive Officer may be further specified by contract.

ARTICLE VII

Indemnification

Section 1. *Directors and Officers.*

A. Any person who was or is a Director or Officer of the Corporation or who, while a Director of the Corporation, is or was serving at the Corporation's request as a Director, Officer, Partner, Trustee, employee, or agent of another entity, shall be indemnified by the Corporation against all liabilities and expenses reasonably incurred by him or her arising out of or in connection with any threatened, pending, or completed civil action, arbitration, mediation, administrative proceeding, criminal prosecution, and investigatory action to the maximum extent permitted by D.C. Code Title 29, Chapter 4, Subchapter VI, Part E, except in relation to any matter in which he or she shall be adjudged liable for negligence or misconduct in the performance of a duty.

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

C. The Corporation shall not indemnify a Director unless authorized for a specific proceeding after a determination has been made that indemnification of the Director is permissible because the Director has met the relevant standard for indemnification hereunder. The determination shall be made:

(1) If there are 2 or more disinterested Directors, by a majority vote of all the disinterested Directors, a majority of whom will constitute a quorum for that purpose, or by a majority of the members of a committee of 2 or more disinterested Directors appointed by such a vote; or

(2) By special legal counsel selected in the manner prescribed in paragraph (1) above or, if there are fewer than 2 disinterested Directors, selected by the Board, in which selection Directors who do not qualify as disinterested may participate.

D. In no case shall the Corporation indemnify or reimburse any person for any Federal excise taxes imposed on such individual under Chapter 42 of the Internal Revenue Code. Further, if at any time or times the Corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times, no payment shall be made under this Article VII if such payment would constitute an act of self-dealing (as defined in Section 4941(d) of the Code) or a taxable expenditure (as defined in Section 4945(d) of the Code).

Section 2. *Employees, Agents and Others.* 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, volunteer member of an Advisory committee (other than a Director), 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*. The Secretary or their designee shall keep or cause to be kept adequate minutes of all Board meetings and all meetings of Board committees that shall, at a minimum, contain (i) in general, the names of those in attendance, any resolutions passed, and the outcomes of any votes taken; and (ii) with regard to conflicts of interest, the names of the persons who disclosed or otherwise were found to have an interest in connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, the names of the persons who were present for discussions and votes relating to the transaction or arrangement giving rise to the conflict, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken concerning the conflict. The Corporation shall maintain and keep as permanent records the following documents: minutes of all meetings of the Board; a record of all actions taken by the Directors without a meeting; and a record of all actions taken by Board committees.

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 or reviewed annually by a certified public accountant, and a full statement of the finances of the Corporation shall be submitted to each Director.

Section 8. *Electronic Records and Signatures*. Any requirement in these Bylaws that a notice or other record be in writing will be satisfied if the information is inscribed on a tangible medium or stored in an electronic or other medium that is retrievable in perceivable form. An electronic record will be deemed to have been signed if the person making it intends to authenticate or adopt it and attaches to or logically associates with it an electronic symbol, sound, or process.

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 United States Postal Service, messenger, overnight service, or electronically by email.