

BYLAWS
OF
SAN DIEGO PSYCHOLOGICAL ASSOCIATION

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ARTICLE I GENERAL

Section 1 Principal Office

The principal office of the San Diego Psychological Association (SDPA or the “Corporation”) is located in the County of San Diego, California. The SDPA Board of Directors (the “Board”) may change the location of the principal office from one location to another in the County of San Diego without amendment to these Bylaws; however, any such change of location must be noted in the Board minutes and reflected in SDPA publications.

Section 2 California Psychological Association

SDPA shall operate as a chapter of the California Psychological Association (CPA).

Section 3 Mission Statement

Consistent with its specific and primary purpose, it is the mission of SDPA to improve or advance the field of psychology and the benefit the public may derive from its work. SDPA shall accomplish its mission by the following means that are inclusive and not exclusive: a) encouraging psychology in all its branches and in the broadest and most liberal manner; b) promoting research in psychology and the improvement of research methods and conditions; c) improving the qualifications and effectiveness of psychologists through high standards of ethics, conduct, education, and achievement; d) increasing and promoting psychological knowledge through meetings, professional contacts, reports, papers, discussions, and publications; e) fostering a professional community through networking; and f) supporting professionals in training (collectively, the “Mission”).

Section 4 Diversity Statement

In principal and in practice, SDPA values and seeks a diverse membership. SDPA treats all people with respect and without discrimination and promotes full participation irrespective of gender, gender identity, race, religion, ethnicity, culture, national origin, age, sexual orientation, disability, language, or socioeconomic status. SDPA implements and adheres to policies and procedures that discourage

harassment and other behaviors that infringe upon the freedom and respect that every individual deserves.

ARTICLE II MEMBERSHIP

Section 1 Membership: Voting and Nonvoting Members

SDPA shall have two levels of membership, voting and nonvoting. The qualifications, rights, privileges and obligations of all members shall be as provided in these Bylaws and the California Nonprofit Mutual Benefit Corporations Law.

Section 2 Levels of Membership

A. Voting Members

Voting members ("Full Members") shall hold a doctorate in psychology, submit an application, and be duly certified for membership by the Board.

B. Nonvoting Members

The Board may, in its discretion, establish one or more levels of nonvoting members that shall have only those rights and responsibilities provided by the Board. SDPA may accept persons as nonvoting members if the person submits an application and is duly certified for nonvoting membership by the Board. Nonvoting members shall not have voting rights, and no reference to such person as a "member" shall provide that person with the rights of a Full Member or make that person a "member" within the meaning of California Corporations Code Section 5056 unless that person shall have qualified as a Full Member. Nonvoting members shall include the following levels:

i. Graduate Student Members

Graduate Student Members shall be enrolled in a doctoral program in psychology.

ii. Affiliate Members

Affiliate Members shall be professionals in fields affiliated with psychology (e.g. M.D., RN, MFT, LPCC, LCSW, JD, school psychologists).

iii. Friend Members

Friend Members shall be any individuals, aged 18 or older, who are interested in psychology and do not meet the requirements for any of the other levels of membership.

Section 3 Membership Dues

Each member shall pay to SDPA membership dues ("Dues") in amounts to be fixed by the Board for each level of membership. Dues shall be payable by January 1 of each year and shall cover that calendar year. The Board may, in its discretion, determine conditions under which Dues shall be reduced, prorated, waived or made refundable.

Section 4 Members in Good Standing

Members who have paid all required Dues in accordance with these Bylaws and who are not suspended or terminated as set forth in Section 10 of this Article shall be members in good standing.

Section 5 Membership List

SDPA shall keep a membership list containing the names of members in good standing and the contact information provided to SDPA by those members for purposes of notice.

Section 6 Nonliability of Members

No member of SDPA shall be personally liable for the debts, liabilities, or obligations of SDPA.

Section 7 Transferability of Memberships

No member of SDPA has the right or power to assign or transfer any right or delegate any duty related to or arising from such membership, and any purported assignment or delegation shall be void.

Section 8 Applications for Membership

Applicants for membership must submit an application to SDPA with adequate documentation of their qualifications for membership. The Membership Committee shall verify to the Board that applicants for membership are qualified. The Board shall receive and certify the applications for membership presented to the Board by the Membership Committee.

Section 9 Ethical Standards

All Full Members shall abide by the American Psychological Association (APA) Ethical Principles of Psychologists and Code of Conduct, applicable regulations of the Board of Psychology, and such additional rules as the Board may have or adopt as part of its Bylaws or policies as appropriate to their level of membership.

Section 10 Suspension or Termination of Membership

A. Bases for Suspension or Termination of Membership

i. Resignation

A member may resign from membership at any time. Resignation does not entitle the member to refund of Dues. SDPA reserves the right to pursue recovery of any unpaid financial obligations to SDPA. Resigning members may be reinstated. At its discretion, the Board may waive the requirement of an application for members seeking reinstatement following resignation.

ii. Expiration of the Term; Failure to Pay Dues

The period of membership expires on January 1 of the following year unless renewed on the renewal terms fixed by the Board. Members who have not renewed at the end of the term may have, at the Board's discretion, up to two calendar months' grace period to pay their Dues. However, members who have not paid all Dues owed to SDPA by March 1 following the expiration of the grace period shall be deemed to have terminated their memberships.

iii. Any Event that Renders a Member Ineligible

The Board may terminate the membership of a member if it determines in accordance with the termination procedures in this Article that the member no longer meets the qualifications for membership. Events that render a member ineligible for membership may also include death or other physical or mental condition.

iv. Revocation of License

The Board may terminate the membership of a Full Member if it determines in accordance with the termination procedures in this Article that the Full Member's license is revoked without a stay by the California Board of Psychology.

v. Interests of SDPA

The Board may suspend or terminate the membership of a member who has been found by a licensing body to have been guilty of unprofessional conduct, or on a good faith finding by the Board that the member has failed in a material and serious degree to observe SDPA's rules of conduct, or has engaged in conduct materially and seriously prejudicial to SDPA's purposes and interests.

B. Procedures for Suspension and Termination of Membership

In the case of a proposed suspension or termination of a membership (the "Disciplinary Action"), the following procedures shall apply:

i. Notice

SDPA shall send a written notice to the member, setting forth the proposal for Disciplinary Action, the reasons for it, the date on which the proposed action shall become effective, and the date, time, and place (if any) of the hearing described in the next subsection. Such notice shall be sent at least 15 days before the proposed date of Disciplinary Action, and at least 10 days before the date

set for the hearing, by first-class or registered mail and by email, to the last addresses provided by the member to SDPA for purposes of notice.

ii. Hearing

The Board shall provide the member with an opportunity to be heard, either orally or in writing, on a date not less than five days before the effective date of the proposed Disciplinary Action. If the member fails to provide a written response by the date of the hearing or fails to appear at the hearing without the approval of the Secretary, the Disciplinary Action shall become effective automatically upon the date set by the Board.

iii. Determination

Following the hearing date, the Board shall decide whether to suspend or terminate the membership or impose such other sanctions as the Board may determine. The Board shall promptly notify the member of the decision. If the membership is terminated, all membership rights of such member in SDPA shall cease on the effective date of the termination stated in the notice. Any action challenging a termination or suspension of membership or the imposition of sanction, including any claim alleging defective notice, must be commenced within one year after the date of the termination, suspension or sanction. If the decision is to suspend a membership for a limited period of time, the suspended member shall not be a member during the period of suspension.

iv. Refund

The Board may in its discretion determine whether any person whose membership has been suspended or terminated may receive a refund of any paid Dues.

ARTICLE III FULL MEMBER MEETINGS

Section 1 Member Voting

Each Full Member in good standing at the time of a meeting as to which notice is given shall be entitled to one vote at such meeting on each matter on which the Full Members are entitled to vote.

Section 2 Annual Full Member Meetings

An annual meeting of the Full Members shall be held in the first quarter of the year at a date, place and time determined by the Board, for the purpose of transacting such business as may come before the meeting. Rules for actions taken by written ballot are specified in Section 8 C below.

Section 3 Location of Full Member Meetings

A. Physical Locations

Meetings of the Full Members shall be held at any place designated by the Board. In the absence of any such designation, Full Members' meetings shall be held at the SPDA's principal office.

B. Electronic Meetings

Any meeting of the Full Members may be conducted in whole or in part by electronic means reasonably available to SDPA on the following conditions:

- i. The requirements for consent as set forth in California Corporations Code Section 20 (b) are met;
- ii. SDPA implements measures to provide Full Members with a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Full Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings; and

- iii. If any Full Member votes or takes other action at the meeting by electronic means, a record of that vote or action is maintained by SDPA.

Section 4 Special Full Member Meetings

A. Who May Call

Special meetings of the Full Members may be called by: (i) the President; or (ii) the President-Elect; or (iii) three Directors; or (iv) on the written request of five percent of the Full Members.

B. Procedures for Calling Special Meetings by Full Members

If a special meeting is called by Full Members, the requesting members shall deliver a written notice specifying the general nature of the business proposed to be transacted to the President or the Secretary of SDPA. The requested meeting will be held not less than 35 days, nor more than 90 days, following the receipt of the request. If appropriate notice of such meeting is not given within 20 days after delivery of the request, the requesting Full Members may give the notice.

Section 5 Notice of Full Member Meetings

A. General Requirements

Any notice required by these Bylaws concerning Full Member meetings shall comply with this Section 5. The Secretary shall give written notice of each Full Members' meeting to each Full Member who, as of the date for notice of the meeting, would be entitled to vote at such meeting. The notice shall be given not less than 10 days, nor more than 90 days, before the date of the meeting.

B. Contents of Notice

The notice shall state the place, date, and time of the meeting and: (i) in the case of special meetings, the general nature of the business to be transacted, and no other business may be transacted, or (ii) in the case of the annual meeting, the names of all those who are nominees for Director as of the date of the notice, and those matters that the Board, as of the date of the notice, intends to present for action by the Full Members, but

any proper matter may be presented at the annual meeting for such action.

C. Notice of Certain Actions Required

The following votes shall be valid only if the general nature of the action approved is stated in the notice of the meeting at which the vote occurs:

- i. to remove a Director without cause;
- ii. to fill a vacancy or unfilled offices on the Board;
- iii. to amend SDPA's Articles of Incorporation or Bylaws;
- iv. to voluntarily dissolve SDPA.

Section 6 Quorum at Full Member Meetings

The votes represented at the time of any vote at the annual meeting and entitled to be cast on the business to be transacted shall constitute a quorum. The presence of one-fourth of the Full Membership shall constitute a quorum for a special meeting, except that in any special meeting of the full membership to fill a vacancy or unfilled offices on the Board under Article IV, Section 5, the quorum shall be the same as at the annual meeting. A special meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Full Members from the meeting, so long as any action taken is approved by a number that would have constituted at least a majority of the initially present quorum.

Section 7 Act of the Full Members

Every decision or act made or done by a majority of Full Members present and voting at a duly held meeting at which a quorum is present is the act of the Full Members, unless the law, or these Bylaws, requires a greater number.

Section 8 Manner of Voting

A. Voting at Meetings

Voting at meetings may be by voice, rising, or show of hands, or by secret ballot. A vote for any of the matters specified in Section 5 C of this Article must be by secret ballot.

B. Proxy Voting Prohibited

Proxy voting shall not be permitted.

C. Action by Written Ballot Without a Meeting

i. Generally

Any action required or permitted to be taken by Full Members at a meeting may be submitted for a vote by written ballot pursuant to this subsection without a meeting. Written ballots shall be distributed to Full Members entitled to vote on a matter on the date of the distribution of the written ballot.

ii. Content of Written Ballots

Any written ballot distributed to the Full Members to vote on a matter shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.

iii. Time for Return of Ballots

All written ballots shall provide a reasonable time within which to return them to SDPA and each ballot shall state on its face or in an accompanying notice the date by which it must be returned in order to be counted.

iv. Votes Needed for Valid Action

Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the required quorum set forth in these Bylaws, and the number of approvals equals or exceeds the number of votes that would be

required to approve the action if the vote were taken at a meeting of the Full Members.

v. Notice Needed for Valid Action

Written ballots shall be solicited in a manner consistent with the requirements for notice of Full Members' meetings. All solicitations of written ballots shall indicate the number of responses needed to meet the quorum requirement for valid action and shall state the percentage of affirmative votes necessary to approve the measure submitted for Full Membership approval.

vi. Revocation of Written Ballots

If a Full Member who has cast a written ballot desires to change their vote, the Full Member may do so provided they so notify the Secretary of SDPA in writing prior to close of the balloting period and casts a new ballot within the balloting period.

vii. Election Ballots

Election of Directors may be accomplished through written ballots to Full Members according to rules set forth in Article IV Section 4 for election of Directors.

ARTICLE IV BOARD OF DIRECTORS

Section 1 Corporate Powers; Exercise by Board

SDPA shall have powers to the full extent allowed by law. Subject to any limitations imposed by the California Nonprofit Mutual Benefit Corporations Law and these Bylaws relating to action that must be approved by Full Members, the activities and affairs of SDPA shall be conducted by, and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of SDPA to any person or persons or committees however composed, provided that the activities and affairs of SDPA shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Specifically, the Board shall be responsible for making sure that all activities of SDPA comply with state and federal laws applicable to SDPA. In addition, the Board shall develop and maintain policy concerning the activities and operation of SDPA.

Section 2 Number and Qualifications

The Board of Directors shall consist of the Executive Officers (the President, President-Elect, Immediate Past President, Secretary, Treasurer and Treasurer-Elect (when applicable)). There shall also be a Graduate Student Representative, and up to nine Members-at-Large. With the exception of the Graduate Student Representative, Directors must be Full Members in good standing. Notwithstanding the provisions of Article II, Section 2 B, the Graduate Student Representative may vote as a Director.

Section 3 Terms of Office

A. General

Directors shall commence their terms of office on January 1st of the calendar year following their election. Subject to Article II, Section 10 of these Bylaws, each Director shall hold office until the expiration of their term or until a vacancy in that Board position occurs as specified in these Bylaws.

B. One-Year Term of Office

The following Directors shall serve for one year.

- i. President
- ii. President-Elect
- iii. Immediate Past-President
- iv. Treasurer-Elect
- v. Graduate Student Representative

C. Two-Year Term of Office

The following Directors shall serve for two years.

- i. Secretary
- ii. Treasurer
- iii. Members-at-Large

D. Staggered Terms

The terms of office for Members-at-Large shall be staggered. Members-at-Large positions shall be divided into two classes, an even-numbered class, whose members shall be elected during even-numbered years, and an odd-numbered class whose members shall be elected during odd-numbered years.

E. Consecutive Terms

With the exception of the President, President-Elect, Immediate Past President, and Treasurer-Elect, all of whom shall not serve consecutive terms, Directors shall serve for no more than two consecutive terms in the same position. Directors who fill a position that becomes vacant on the Board shall fill that position for the remainder of the term for that position. If the remainder constitutes more than fifty percent of the term for that position, the remainder shall be considered one term of service for the purpose of calculating consecutive terms. A Director who has served two consecutive terms may be eligible to serve as a Director after one year has passed since that person was last a Director.

Section 4 Nominations and Elections

The Full Members shall elect Directors in October of each year.

A. Nominations

The Nominations, Elections and Awards Committee shall manage the process for the nomination and election of Directors, and shall commence the solicitation of nominations of candidates for election to the Board beginning no later than June 1st. Any Full Member may nominate another Full Member or themselves for election to the Board. The Committee shall verify to the Board that each nominee meets qualifications to be elected to the Board.

B. Board Certification of Nominees as Candidates for Election

The Board shall receive and certify as candidates for election to the Board nominees presented to the Board by the Nominations, Elections and Awards Committee.

C. Distribution of Ballots

Written ballots used in the election of Directors shall be distributed to Full Members no later than October 1st. In order to be counted, such ballots must be completed no later than November 1st.

D. Identification of Candidates on the Ballot

Any written ballot used in the election of Directors shall set forth the names of the candidates who have been certified by the Board at the time the ballot is issued. The ballot shall also provide a space for Full Members to nominate and vote for an individual not on the ballot.

E. Certification of Results

Following the balloting, the Board shall certify the results of the election.

Section 5 Vacancies and Unfilled Board Offices

A vacancy is created when an individual elected and sworn in as a Director becomes unable to serve as a Director. In general, vacancies may be filled for the unexpired portion of the term by the remaining Directors or by the Full Members in a special election, subject to the provisions of Article III, Section 5 C. If a vacancy is created by removal of a Director by the Full Members, the vacancy may not be filled by the remaining Directors. The position of Immediate Past President shall not be filled due to vacancy. If a vacancy should occur in the office of President-Elect or in the case of unfilled Board offices, a special election of the Full Membership shall be held to fill those offices.

Section 6 Resignations

A Director may resign by giving written notice to the Board. The resignation will be effective upon receipt of the notice by the Board unless a later effective date is specified in the resignation.

Section 7 Removal

A Board may declare a Director's seat to be vacant if the Director is unable to fulfill the duties of the position, is convicted of a felony, or violates the duties specified in the California Non-Profit Corporations Code. The Full Members may remove any Director at any time, with or without cause.

Section 8 Regular Board Meetings

Regular meetings of the Board shall be held at least ten times per year. The place and date for each meeting for the year shall be set by the Board.

Section 9 Special Board Meetings

The President, the President-Elect, or one-third of the Board may call a special meeting of the Board. Notice of a special meeting of the Board shall be given to each Director not less than five days and not more than 30 days prior to the meeting.

Section 10 Voting and Quorum

Each Director is entitled to one vote on each issue at a meeting of the Board. If a Director holds two or more offices, the Director shall be limited to only one vote regardless of the number of offices held. Proxy voting is not permitted. A majority of the total number of Directors then in office shall constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except as otherwise provided in these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 11. Action Without a Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent to such action in writing. Such written consents shall be filed with the minutes of the meetings of the Board, and shall have the same force and effect as the unanimous vote of such Directors.

Section 12 Conference Call and Electronic Meetings

Directors may participate in a meeting through use of conference call or electronic transmission so long as both of the following apply:

- A. There is simultaneous aural communication between all of the Directors; and
- B. Each Director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by SDPA.

Section 13 Standards of Conduct

A. General

A Director shall perform the duties of a Director in good faith, in a manner that the Director reasonably believes to be in the best interests of SDPA and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a

Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by one or more officers or employees of SDPA whom the Director believes to be reliable and competent in the matters presented or presented by counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence. A person who performs the duties of a Director in accordance with the provisions of this subsection shall have no liability based upon any alleged failure to discharge the person's obligations as a Director.

B. Self-Dealing Transactions

A transaction between SDPA and one or more of its Directors, or between SDPA and any organization in which one or more of its Directors has a material financial interest, must be approved or ratified by the Full Members or by the Board. Such approval must be given in good faith, with full knowledge of the material facts concerning the transaction and the Director's interest in the transaction.

C. Reimbursements

SDPA may reimburse a member for expenses incurred related to activities of SDPA provided the expenses were included in the budget or the Board has properly approved the expense prior to the reimbursement. In order to obtain reimbursement, the member must provide documentation of such expenses that is reasonably acceptable to the Board.

D. Contracts

In general, all contracts entered into on behalf of SDPA must be authorized in advance by the Board. Notwithstanding this limitation, the President and Treasurer each may, without the express approval of the Board, sign contracts on behalf of the Board for routine office services (excluding office rental contracts) provided that the contracts do not exceed the usual and customary costs for those office services.

Section 14 Awards

Each year, five standing awards are presented to worthy individuals. These include Distinguished Contribution to Psychology Award, Legislative Award, Media Award, Local Hero Award, and Fellow Award. More than one individual may receive a particular standing award. The Board in its discretion may create and approve the presentation of other awards. The Nominations, Elections and Awards Committee shall manage the processes of nominations and presentations of awards. In the case of the Distinguished Contribution to Psychology Award, the Board receives and approves nominees for that award. In the case of the Legislative Award, the Media Award, the Local Hero Award, and the Fellow Award, the Board certifies nominees presented to the Board by committees specifically charged with selection of nominees for these awards.

ARTICLE V

EXECUTIVE OFFICER DUTIES

Section 1 President

The President is the chief executive officer of SDPA and shall, subject to the authority and control of the Board, supervise and direct the business operations of SDPA. The President shall succeed to the position of Immediate Past President upon expiration of the President's term. The President shall serve as ex-officio (voting) member of all committees or task forces.

Section 2 President-Elect

The President-Elect shall succeed to the position of President upon the expiration of the President's term. The President-Elect shall also assume the duties of the President if, at any time, the President becomes unable to fulfill the duties of the office. The President-Elect shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The President-Elect shall serve as ex-officio (voting) member of all committees or task forces.

Section 3 Immediate Past President

Upon request of the President, the Immediate Past President shall consult with and advise the President and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The Immediate Past President shall assume the duties of the President in the event that both the President and the President-Elect become unable to fulfill the duties of the office.

Section 4 Secretary

The Secretary shall supervise the keeping of a full and complete record of the meetings of the Full Members and the Board, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books and membership records of SDPA and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 5 Treasurer

The Treasurer shall be the chief financial officer and shall supervise the charge and custody of all SDPA funds, the deposit of such funds in the manner prescribed by Board policy, and the keeping and maintaining of adequate and correct accounts of SDPA's properties and operations, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 6 Treasurer-Elect

The Treasurer-Elect shall be elected for a one-year term and then shall automatically succeed to a two-year term as Treasurer. The Treasurer-Elect position is normally activated during the second year of the Treasurer's term.

ARTICLE VI COMMITTEES AND TASK FORCES

Section 1 Standing Committees

Standing committees shall be created, altered or terminated only by amendment to these Bylaws. Chairs of standing committees must be Full Members. Members of the Ethics and Standards Committee, the Continuing Professional Development Committee and the Governance Committee must be Full Members. All other members of standing committees must be members of SDPA in good standing. Except where committee positions are specifically designated in these Bylaws, chairs and members of standing committees must be appointed by the Board. All standing committees shall meet regularly as established by the committee, and upon the request of any two or more members of the committee. Standing committees and the rules related to their administration are as follows:

A. Executive Committee

The Executive Committee shall ensure development and implementation of a strategic plan for SDPA for the current year. This Committee shall also review and research major issues faced by SDPA to benefit Board decision-making on these issues. The Executive Committee shall be advisory only and shall not be authorized to act on behalf of the Board.

The Executive Committee shall consist of the President, President-Elect, Immediate Past President, Treasurer, Treasurer-Elect (when applicable) and Secretary with the President serving as chair. The terms for the chair and members of this Committee shall be one year.

B. Finance Committee

The Finance Committee shall review and research major issues related to the finances of SDPA and advise the Board in its financial decision-making. The Finance Committee shall be advisory only and shall not be authorized to act on behalf of the Board.

The Finance Committee shall consist of the Treasurer, Treasurer-Elect (when applicable), President, President-Elect and two

additional members which need not be members of SDPA. In appointing the additional members of the Committee, the Board shall consider whether the individuals have knowledge and experience in financial decision-making to provide meaningful guidance to the Board. The terms for the chair and members of this Committee shall be one year.

C. Nominations, Elections and Awards Committee

The Nominations, Elections and Awards Committee shall manage the processes of nominations and elections of Directors pursuant to Article IV, Section 4 and the processes of nominations and presentations of awards pursuant to Article IV, Section 14. The Nominations, Elections and Awards Committee shall be advisory only and shall not be authorized to act on behalf of the Board.

The Nominations, Elections and Awards Committee shall consist of five members including the Immediate Past President, President-Elect, one Member-at-Large and two Full Members not currently serving as Directors. The Immediate Past President shall serve as chair. The Member-at-Large and two Full Members not currently serving as Directors shall be appointed by the Board. The President-Elect shall fulfill the duties of chair if the chair is unable to fulfill the duties of the office. The terms for the Nominations, Elections and Awards Committee chair and members shall be one year.

D. Governance Committee

The Governance Committee shall advise the Board in all matters related to the corporate governance of SDPA and its proceedings, including compliance with and proposed amendments to the SDPA governing documents. The Governance Committee shall be advisory only and shall not be authorized to act on behalf of the Board.

The Governance Committee shall consist of three members. The chair and members of the Committee shall be appointed by the Board. In appointing the chair and members of the Committee, the Board shall consider whether the individuals have sufficient knowledge and experience from involvement in SDPA necessary to apply and provide meaningful guidance regarding governance principles. The terms for the Governance Committee chair and

members shall be two years. The Board may reappoint the chair and members for additional terms.

E. Ethics and Standards Committee

The Ethics and Standards Committee shall provide consultation, education and peer advocacy to the members of SDPA. The Committee shall work to protect the interests of the public by enhancing professional knowledge and conduct, promoting public awareness of ethical issues related to psychologists, providing individuals having a complaint with resources and referrals to appropriate regulatory agencies, and making recommendations to the Board regarding professional and ethical issues of general relevance. The Ethics and Standards Committee shall be advisory only and shall not be authorized to act on behalf of the Board. The Committee's consultation with SDPA members shall be confidential and not disclosed to any third-parties including the Board unless required by law.

The Ethics and Standards Committee shall consist of as many members as the Board determines in its discretion. The chair and members of the Committee shall be appointed by the Board. In appointing the chair and members of the Committee, the Board shall consider whether the individuals have knowledge and experience applying ethical principles. The terms for the Ethics and Standards Committee chair and members shall be two years. The Board may reappoint the chair and members for additional terms.

F. Continuing Professional Development Committee

The Continuing Professional Development Committee shall ensure SDPA compliance with the standards and criteria for APA approved sponsors of continuing education for psychologists. The Committee shall make recommendations to the Board regarding the continuing professional development needs of SDPA members. The Continuing Professional Development Committee shall be advisory only and shall not be authorized to act on behalf of the Board.

The Continuing Professional Development Committee shall consist of as many members as the Board determines in its discretion. The chair and members of this Committee shall be appointed by the Board. In appointing the chair and members of

the Committee, the Board shall consider whether the individuals have knowledge and experience reviewing proposals for continuing education courses. The terms of the Continuing Professional Development Committee chair and members shall be two years. The Board may reappoint the chair and members for additional terms.

G. Membership Committee

The Membership Committee shall manage the recruitment and retention of members. The Committee shall review all applications to the Board for membership pursuant to Article II, Section 8. The Committee shall make recommendations to the Board regarding membership levels, qualifications and benefits. The Committee shall gather information to assist in membership recruitment. The Committee shall greet new members and mentor them regarding membership. The Membership Committee shall be advisory only and shall not be authorized to act on behalf of the Board.

The chair and members of this Committee shall be appointed by the Board. The terms of the Membership Committee chair and members shall be one year. The Board may reappoint the chair and members for additional terms.

H. Government Affairs Committee

The Government Affairs Committee shall monitor legislation that impacts the practice of psychology and mental health care and advocate in the interest of members and the community on these relevant issues. The Committee shall inform SDPA members about legislative action and the importance of involvement in legislative affairs. Where possible, the Committee shall collaborate with the California Psychological Association (CPA) to accomplish these purposes. The Government Affairs Committee shall be advisory only and shall not be authorized to act on behalf of the Board.

The chair and members of this Committee shall be appointed by the Board. The terms of the Government Affairs Committee chair and members shall be one year. The Board may reappoint the chair and members for additional terms.

I. Community Mental Health Committee

The Community Mental Health Committee shall monitor developments in the area of community mental health, establishing liaisons with community mental health agencies and organizations, and helping to facilitate the delivery of services by practicing psychologists to the underserved in the public mental health system in San Diego County. The Committee shall also provide information to the SDPA membership and public about community mental health resources. The Community Mental Health Committee shall be advisory only and shall not be authorized to act on behalf of the Board.

The chair and members of this Committee shall be appointed by the Board. The terms of the Community Mental Health Committee chair and members shall be one year. The Board may reappoint the chair and members for additional terms.

Section 2 Operating Committees

The Board may create operating committees as necessary to carry out the program activities of SDPA. The Board shall establish the purposes for the operating committees and develop Board policy related to their administration. Operating committees shall be managed by the President under the control of the Board. With the exception of the chair of the Graduate Student Committee, chairs of operating committees must be Full Members. Chairs of operating committees shall be appointed by the Board and shall serve until their resignation or removal. Any member of SDPA may serve as a member of an operating committee. The Board may, in its discretion, terminate any operating committee or assign its functions in whole or in part to other operating committees.

Section 3 Task Forces

The Board may create task forces as necessary to accomplish short-term specialized goals or projects. The Board shall establish the purposes and terms of the task forces and develop Board policy related to their administration. Task forces are managed by the Board. The chairs and members of task forces are appointed by the Board. Chairs and members of task forces serve until their resignation or removal. The Board shall review the progress of task forces annually and shall terminate any task force if it determines its purpose is accomplished or is no longer needed.

Section 4 Resignation and Removal

With the exception of Executive Officers, any chair of a committee or task force may resign by giving written notice to the President. With the exception of Executive Officers, any member of a committee or task force may resign at any time by giving written notice to the chair of that committee. With the exception of Executive Officers, any chair or member of a committee or task force may be removed from their position on the committee or task force without cause by the Board.

ARTICLE VII INDEMNIFICATION AND INSURANCE

Section 1 Indemnification

SDPA shall indemnify its Directors and Executive Officers to the maximum amount allowed by current California Corporation Law.

Section 2 Insurance

SDPA shall hold such Directors' and Officers' Insurance and General Liability Insurance as it deems necessary.

ARTICLE VIII AMENDMENTS

Section 1 Articles of Incorporation

The Articles of Incorporation may be amended or revised, subject to California Non-Profit Mutual Benefit Corporation Law, if approved by the Board and the Full Members.

Section 2 Bylaws

Bylaws may be amended or revised by the Full Members. Bylaws may be amended by the Board unless the action would materially and adversely affect the rights of Full Members as to voting; specify or change the number of Directors, their terms or methods of election; or increase the quorum for Board or Full Member meetings.

ARTICLE IX PARLIAMENTARY AUTHORITY

All Board meetings and Full Member meetings shall be governed by the current edition of Robert's Rules of Order unless otherwise prescribed by Board policy.

ARTICLE X

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws.