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**BYLAWS**  
**of**  
**The Washington Psychiatric Society**

**ARTICLE 1: NAME; PURPOSES; LEGAL IDENTITY**

**Section 1.1 NAME**

The name of this organization shall be The Washington Psychiatric Society (herein after referred to as WPS), a District Branch of the American Psychiatric Association (herein after referred to as the "Association").

**Section 1.2 PURPOSES AND OBJECTIVES**

The purposes for which WPS is organized are to study and foster the science and art of psychiatry and allied branches of learning in their scientific, therapeutic and cultural aspects and disseminate knowledge thereof to the medical profession and others interested therein and to represent psychiatry in the Washington area. In accordance with these purposes and objectives, WPS shall promote the best interests of patients and those actually or potentially making use of mental and behavioral health services; promote the common professional interests of its members; improve the treatment, rehabilitation and care of persons with mental, cognitive and behavioral disorders (including intellectual disabilities and substance-related disorders); advance the standards of all psychiatric services and facilities; promote research, professional education in psychiatry and allied fields, and the prevention of psychiatric disabilities; foster the cooperation of all who are concerned with the medical, psychological, social and legal aspects of mental health and illness; make psychiatric knowledge available to practitioners of medicine, to scientists and to the public; advocate for its members and their patients; and collaborate with and maintain relationships with other recognized psychiatric, professional, and community groups..

**Section 1.3 LEGAL IDENTITY**

WPS is organized exclusively as a nonprofit professional organization within the meaning of section 501 (c)(6) of the Internal Revenue code of 1986, as amended, and the regulations relating thereto issued by the Department of Treasury. WPS is incorporated in the District of Columbia as a District Branch of the Association. No part of the net earnings of WPS shall inure to the benefit of, or be distributable to, its members, officers, board members or other private persons, except that WPS 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. DISSOLUTION**

In the event of dissolution, all assets of WPS shall be forthwith distributed to the Association solely for scientific and educational purposes.

### Section 1.5. TERRITORIAL JURISDICTION

For the objectives stated above, the territorial jurisdiction of WPS shall be delimited by the boundaries of the District of Columbia; Alexandria City, Arlington County and Fairfax County (including all independent cities therein) in the Commonwealth of Virginia; and Montgomery County and Prince George's County in the State of Maryland.

## ARTICLE 2: MEMBERS

Section 2.1 QUALIFICATIONS: Any physician who is eligible for the categories of membership as set forth by the Association at the time of application for membership shall be eligible for membership in WPS.

### Section 2.2 CATEGORIES OF WPS MEMBERS

There shall be the following categories of voting members who qualify according to the standards and procedures of the Association as set forth in chapter 2.1 of the Association's bylaws: Resident Fellow Members; General Members; Fellows; Distinguished Fellows; Life Members; Life Fellows; and Distinguished Life Fellows.

Non-voting members shall include: Inactive members, Associate Members, Life Associate Members, Inactive Fellows; Affiliate Members and such other persons as may be designated by the Board of Directors.

Honorary members shall be individuals who have rendered some significant service in the interest of psychiatry, nominated by the Board of Directors and elected by the membership. Honorary Members shall not be eligible to vote or to hold office. Election to this status does not confer Honorary Membership in the American Psychiatric Association.

Categories of membership and qualifications thereof in WPS shall be consistent with those of the Association. All members of WPS must also be members of the Association.

### Section 2.3. ELECTION TO MEMBERSHIP

Application for all types of membership, excluding Honorary, shall be in accordance with procedures established by the Association's Board of Directors. Membership actions will become effective after initial approval by the Association with input from WPS if provided within the specified time period.

### Section 2.4 TRANSFER AND ADVANCEMENT

Procedures for transfer of membership between WPS and another District Branch and for advancement of membership to another category of membership shall be as established by the Association. In the event of such a transfer or advancement being denied, any appeal shall be conducted in accordance with procedures established by the Association.

### Section 2.5 APPLICATIONS OF FELLOWS AND NOMINATION OF DISTINGUISHED FELLOWS

Application of a General Member for Fellowship status is the responsibility of the member and the WPS Board of Directors according to its policies and procedures. The procedures for nomination

of General Members or Fellows for Distinguished Fellowship status are set by the Association. WPS is responsible for the review and final recommendation of the nominations. Election of Fellows and Distinguished Fellows is by the Board of Trustees of the Association upon recommendation of the Association's Membership Committee.

#### Section 2.6 DUES

Every Life Member, Life Fellow, Life Associate, Distinguished Life Fellow, Fellow, Distinguished Fellow, General Member, Associate Member, Resident Fellow Member, and Affiliate Member shall pay both dues and assessments as determined by WPS.

#### Section 2.7 INACTIVE STATUS AND DUES WAIVER

Members of any category may be placed in Inactive status by the Board of the Association, with the approval of WPS, and are excused from paying dues in both the Association and WPS. Inactive members shall not receive credit toward the number of years of active membership required for life status for those years of inactive status.

#### Section 2.8 DISMISSALS AND RESIGNATIONS

Any member of the Association and/or WPS who fails to pay all dues and assessments may forfeit his or her memberships in accordance with the Association's membership payment policies.

#### Section 2.9 MEETINGS OF MEMBERSHIP

The annual meeting of the members shall be held at such time as determined by the President. Notice shall be provided to the members not less than 30 days before the meeting, notice to indicate the date, time, place of the meeting, and any matters to be considered in addition to old business, new business, and other matters.

Failure to hold an annual meeting shall not invalidate WPS' existence or affect any otherwise valid corporate acts.

Special meetings of the members may be called by the President, or upon petition signed by at least 10 percent of the voting members. Notice of the meeting and the date, place and time for the meeting shall be given by mail or electronic means to the members not less than 30 days prior to the date of the meeting.

Any action taken by the members may be taken without a meeting provided all members entitled to vote on the matter shall consent to such action in writing or electronic form.

No notice needs to be given to any director or member who actually attends a meeting, or who executes and files a written waiver of notice of such meeting, either before or after the meeting.

#### Section 2.10 QUORUM FOR MEETINGS OF MEMBERSHIP

A quorum for a meeting of the members of WPS shall consist of three percent (3%) of voting members in good standing.

## ARTICLE 3: BOARD OF DIRECTORS

### Section 3.1 MANAGEMENT OF CORPORATION

The management and control of the business and affairs of WPS shall be vested in the Board of Directors (hereinafter, "the Board"). All powers of WPS may be exercised by or under the authority of the Board. The Board may employ such agents as it deems advisable and shall have the powers necessary for the administration of the affairs of WPS and to do all such acts and things as are not prohibited by law, the Articles of Incorporation or these bylaws. The Board shall establish policies and procedures for WPS.

### Section 3.2 EXECUTIVE DIRECTOR

The Board may hire an executive director to manage the operations of the organization. The Executive Director will serve as an ex-officio (non-voting) member of the Board. The responsibilities and terms of employment of the Executive Director shall be set forth in a contract approved by the Board. The contract shall be reviewed by the Executive Committee annually, and the Executive Committee will report to the Board.

### Section 3.3 COMPOSITION OF THE BOARD

The voting members of the Board shall consist of the President, the President-Elect, the Immediate Past-President, the Secretary, the Treasurer; two At-Large Representatives; two Early Career Representatives, two Resident Fellow Representatives; the Presidents of the Affiliated Chapters; WPS voting members of the Association's Assembly; voting members holding seats on the Association's Board of Trustees; and WPS members holding positions on the Association's Area III Council. Ex officio non-voting members shall consist of the Executive Director,

### Section 3.4 ELECTION OF THE BOARD OF DIRECTORS AND OFFICERS

The nomination process and the election of the Directors and Officers shall be conducted annually in accordance with the policies and procedures of WPS.

### Section 3.5 MEETINGS OF THE BOARD OF DIRECTORS

Meetings of the Board shall be held at least quarterly and at other times as specified by the President or called for by a petition of eight of the voting directors submitted in writing to the Secretary and President, then to be called by the President within at least 45 days.

No notice need be given to any Director who actually attends a meeting or who executes and files a waiver of written notice, either before or after the meeting, and such Director should be included for purposes of a quorum.

Actions of the Board may be taken without a meeting provided the proposed action is submitted to the Directors in written or electronic form and approved in writing by all of the voting Directors. The Secretary shall record the proposed action and the quorum of the directors. The vote may be taken in writing or electronic form.

### Section 3.6 QUORUM FOR MEETINGS OF THE BOARD OF DIRECTORS

A quorum for a meeting shall consist of one-third (1/3) of the Board.

### Section 3.7 REMOVAL OF DIRECTORS

Any member of the Board shall be subject to removal and replacement for failure to attend three or more meetings in a board year without good cause. If a member of the Board fails to attend three or more Board meetings in a board year without good cause, the Executive Committee may recommend removal under the terms described below.

The final decision to remove an officer or director shall be at the discretion of the Board.

Any elected officer or director may be removed from office by a majority vote of the Board, (with or without cause) provided the subject of his/her removal from office is stated as an agenda item at a regular or special meeting, with written notice (including email), being sent to all members of the Board at least 15 days in advance.

The Board, by majority vote, shall elect a member to complete the term of any officer or director who ceases to serve during the member's term.

### Section 3.8 EXECUTIVE COMMITTEE

The Executive Committee of the Board shall consist of the following officers: the President, the President-Elect, Secretary, Treasurer, the Chapter Presidents, and the Immediate Past-President. The Executive Director shall serve as an ex-officio non-voting member. The responsibilities of the Executive Committee shall include reviewing items for the Board's consideration and acting on behalf of the Board between meetings of the Board.

## ARTICLE 4: OFFICERS

### Section 4.2 QUALIFICATIONS AND LIMITS

A member of the Board may serve in only one Board position at a time. A Board member who holds a position on the Board based on his or her chapter position, Assembly position or Area 3 Council position cannot be nominated for an elected position on the Board until his or her position on the other body is completed. Likewise, officers may hold only one position in a term.

### Section 4.3 PRESIDENT

The President shall, in general, supervise all of the business and affairs of WPS, perform all duties incident to the office of the president of a corporation and have such other powers and perform such other duties as may be prescribed in these bylaws or by the Board from time to time. The President shall preside at the annual meeting and all meetings of the members, the Board and the Executive Committee. The President will act as chief representative of WPS. The President shall be an ex-officio member of all committees except the Nominating Committee.

### Section 4.4 PRESIDENT-ELECT

The President-Elect shall, at the request of the President, or in the President's absence or during the President's inability to act, perform the duties and exercise the functions of the President, and when so acting shall have the powers and duties of the President. The President-Elect shall have such other powers and perform such other duties as are from time to time assigned to by the Board or the President. Upon the resignation, death or incapacity of the President, the President-Elect shall become President. Upon completing the term of office, the President-Elect shall automatically

become President. The President-Elect will serve a one-year term and then assume the position of President and serve a one-year term in that position. In the absence of the President and the President-Elect, the duties of the President shall be performed by the Secretary.

#### Section 4.5 SECRETARY

The Secretary shall sign such documents as are customarily attested to by the secretary of a corporation and shall keep minutes of meetings and forward such notices as may be required pursuant to the provisions of these bylaws or by the Act. The Secretary shall ensure that the books, reports, statements and such other documents and records as may be required or necessary for the conduct of WPS's business are in order. The Secretary shall perform such other duties incident to the office of Secretary as may be assigned by the Board or otherwise set forth in these bylaws.

#### Section 4.6 TREASURER

The Treasurer shall have charge of, and be responsible for, all funds and securities of WPS and for all records pertaining to the same and shall, at the request of the President or any Director, render an account of all transactions and perform such other duties as may be assigned from time to time by the Board. The Treasurer shall, at least annually, report to the Board and the membership on the financial condition of WPS. The Treasurer shall also serve as an ex-officio member of the Finance Committee which shall oversee the process for reviewing requests for funding from the Committees and the Chapters.

#### Section 4.7 ASSUMPTION OF OFFICE AND TERM

All officers and Board members shall assume their duties on the last day of the annual meeting of the Association following their election. The President, President-Elect, Resident Fellow Member Representatives, and the Past-President shall serve for one year. The Secretary, Treasurer, Early Career Member Representatives, and At-Large Representatives, shall serve for two years.

#### Section 4.8 VACANCIES

In the event the office of President becomes vacant, the President-Elect will become President for the remainder of the term and then will begin a full term as President.

If the position of President-Elect becomes vacant, the President will request the Nominating Committee to meet within 30 days for the purpose of selecting one or more candidates for President-Elect. As soon as practical, at a regular or special meeting of the Board, a new President-Elect will be chosen. The person so chosen will serve as President-Elect for the remainder of the vacant term, when the person will become President.

In the event any other office becomes vacant before the expiration of term, the Board shall elect a member to serve for the unexpired portion of the term.

### ARTICLE 5: ASSEMBLY REPRESENTATIVES

WPS shall be represented at the meetings of the Assembly of District Branches of the American Psychiatric Association by Representatives in accordance with the Procedural Code of the Assembly. Each Representative shall be nominated by the Nominating Committee, elected by the membership and shall serve for a term of three years, except if a shorter term is required on occasion in order to have one term expire each year. Assembly representatives shall represent the interests of

WPS members on various matters before the Assembly. Representatives shall submit reports to WPS on the activities of the Assembly.

## ARTICLE 6: COMMITTEES

### Section 6.1 STANDING COMMITTEES

The following shall be standing committees of WPS: Executive Committee; Ethics; Governance; Membership; Finance which will also function as the Audit Committee; Communications; Nominating and Continuing Medical Education. At the recommendation of the President and with the approval of the Board, additional committees can be created or an existing committee dissolved.

### Section 6.2 COMMITTEE CHAIRS

The President shall serve as the chair of the Executive Committee. For all other committees, the President shall appoint the Chair who will serve for a period of one year. Chairs are eligible to serve up to three consecutive one-year terms and then must rotate off unless the Board approves an additional one-year term.

### Section 6.3 COMMITTEE MEMBERSHIP

The President shall appoint members to serve on committees from among those who have volunteered during the Call for Volunteers process or have otherwise agreed to serve. Committee members shall serve for a period of two years. Committee members are eligible to serve for three consecutive 2-year terms and then must rotate off unless the Board approves an additional two-year term.

### Section 6.4 COMMITTEE RESPONSIBILITIES

The Chair of each Committee shall report to the Board and shall be responsible for carrying out the charge of that Committee as set forth in the WPS policies and procedures.

## ARTICLE 7: ETHICS COMPLAINTS AND DISCIPLINARY PROCEDURES

### Section 7.1 CODE OF ETHICS

All members of WPS 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 ETHICAL COMPLAINTS

Complaints charging a member of WPS with unethical behavior or practices shall be reported to the President and Chair of the Ethics Committee, investigated, processed and resolved in accordance with procedures approved by the Assembly and the Board of Trustees of the Association. The name of a member who resigns during an ethics investigation will be reported to the membership of the Association.

## ARTICLE 8: CHAPTERS

### Section 8.1 CREATION OF A CHAPTER

If at least thirty members, all residing and/or practicing in a contiguous geographical area wish to do so, they may make application to the Board of Directors to organize a Chapter of WPS. The

application will be accompanied by a proposed charter, defining the purposes of the Chapter, its geographical limits, and its officers. If the application is approved by the Board, two-thirds of the voting members present at a general meeting must approve the charter. A vote to create a chapter may also be conducted through a mail or electronic ballot.

#### Section 8.2 MEMBERSHIP IN A CHAPTER

Every member of WPS living or practicing within the geographical limits of one of three (3) WPS Chapters shall be assigned to a chapter based on their primary Association address or by personal request. No one who is not a member of WPS may be a member of a Chapter.

#### Section 8.3 CHAPTER OPERATIONS

Chapters must operate in compliance with WPS bylaws as well as the policies and procedures. No chapter or officer thereof may sign a contract of any kind as a representative of WPS or in any way act for WPS without explicit prior written approval of the President or the Board.

#### Section 8.4 CHAPTER GOVERNANCE

Each Chapter will elect its own officers, arrange its own meetings, and provide for its own expense. Each Chapter must publish its bylaws, election process and an annual calendar of meetings. A Chapter may request funding from the Board, generally in writing, to the Finance Committee for review. Requests shall then be forwarded to the Board for approval as part of the annual budget process; other requests that may arise may be approved by the President and the Treasurer. A Chapter may represent itself as a Chapter of The Washington Psychiatric Society, but may not speak in the name of the Society without prior written approval from the WPS Board of Directors.

#### Section 8.5 FAILURE TO FUNCTION

A chapter's failure to function will be defined by not holding meetings, electing officers, or providing legislative input. To facilitate the dissolution or reorganization of a chapter, WPS President may appoint a steering committee to oversee that process.

### ARTICLE 9: INDEMNIFICATION

The Board may indemnify and reimburse all persons whom it has the power to indemnify and reimburse in compliance with the Washington, D.C. Nonprofit Corporation Act, in the manner and to the fullest extent provided therein, for all expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which the person is made a party by reason of having been a director, officer, member of a special committee, or executive except with respect to matters as to which such person has been adjudged liable by virtue of negligence or misconduct in the performance of a duty. WPS may purchase and maintain insurance for this purpose. The indemnification provided for in this Article 9 shall not be deemed exclusive of any other rights to which those seeking indemnification for any reason whatever may be entitled otherwise.

### ARTICLE 10: FISCAL YEAR

The fiscal year of the corporation is the calendar year, January 1 through December 31.



## ARTICLE 11: AMENDMENTS TO THE BYLAWS

Bylaws may be adopted, amended or suspended by recommendation of the Board, and then approved by a vote of the membership. Approval of the proposed action will require a majority of returned ballots sent by mail or electronically. Notice of a proposed change must be provided to the membership by mail or electronically at least sixty (60) days in advance of the proposed actions taking effect.

## ARTICLE 12: CHANGES TO WPS POLICIES AND PROCEDURES

The Board shall establish and promulgate policies and procedures to implement these bylaws, provided no policy or procedure shall serve to modify these bylaws or the Articles of Incorporation. Changes to WPS policies and procedures, including any change in WPS dues, shall be made by resolution to the Board and require a simple majority vote of the Board for approval. Resolutions must be presented to the Board not less than (30) thirty days in advance of the Board's vote on the resolution.

## ARTICLE 13: PARLIAMENTARY AUTHORITY

The rules contained in the Standard Code of Parliamentary Procedures (latest edition) shall govern meetings of WPS in all cases to which they are applicable and in which they are not inconsistent with the bylaws and policies of WPS.