

American Association of Directors of Psychiatric Residency Training, Inc.

Bylaws - Revised 3/09

Article I - Identification

- 1.1 **Name** - The name of the organization is the American Association of Directors of Psychiatric Residency Training, Inc. (Hereafter called "the Association.") It was incorporated in 1973 in the State of Connecticut.
- 1.2 **Principal Office**: The principal office of the Association shall be at 1301 Woodland Street, Lebanon, Pennsylvania. The Executive Council of the organization shall have the power to change the principal office and to establish other offices of the Association.
- 1.3 **Seal** - The seal of the Association shall be circular in form and shall contain the name of the Association and the words Corporate Seal - Connecticut.

Article II - Mission

- 2.1 **Mission** - To better meet the nation's mental healthcare needs, the mission of the American Association of Directors of Psychiatric Residency Training is to promote excellence in the education and training of future psychiatrists.

Article III - Members

- 3.1 **Powers** - The voting membership of the Association shall have the power to elect officers and honorary members and to amend these bylaws.
- 3.2 **Classes of Members** - The membership of the association shall consist of three classes of members with the following qualifications and rights.
 - 3.2 (a) **Institutional Sponsors and Their Members** - This class of membership shall consist of psychiatric hospitals and departments of psychiatry or other institutions which maintain accredited programs of psychiatric residency and psychiatric subspecialty training. Each Institutional Sponsor may have multiple psychiatrists included in its membership. These may include but are not limited to Training Directors, Associate/Assistant Training Directors of ACGME approved general and subspecialty psychiatric residency programs, as well as Chairs, Vice Chairs and Department Heads who oversee such programs. Each institutional sponsor shall have one (1) vote on each matter submitted to an association wide vote. This vote shall be exercised by an individual psychiatrist designated officially by the Institutional Sponsor as its representative for voting purposes.

- 3.2 (b) Affiliate Members - This class of membership shall consist of persons who do not qualify as institutional members of the institutional sponsors, have completed an approved residency in psychiatry, and are interested in the association and its mission. Affiliate members shall not have voting rights.
- 3.2 (c) Honorary Members - This class of membership shall consist of individuals who have rendered significant contributions to psychiatry or psychiatric residency training. Honorary members shall not have voting rights.
- 3.3 How Members Become Members
- 3.3 (a) Institutional Sponsors and Their Members
Institutions which fulfill the criteria set forth for membership shall be granted membership upon receipt of a properly completed application and the payment of dues to the Executive Office of the Association. Each accepted institution in turn shall have the right to choose individual members from that institution to represent it. One of these individual members will be officially designated as the sole voting member for that institution. This designation shall be in a manner set forth by the Executive Council of the Association.
- 3.3 (b) Affiliate members – Individuals who fulfill the criteria set forth for membership in this category shall be granted membership upon receipt of a properly completed application and the payment of dues to the Executive Office of the Association.
- 3.3 (c) Honorary Members - Nominations of Honorary Members may be made by any voting member and duly seconded by another voting member. The nomination should then be forwarded to the Secretary of the organization for discussion and voting by the Executive Council. Such individuals shall be elected by a two-thirds (2/3) vote of the Executive Council.
- 3.4 Meetings of Members
- 3.4 (a) The Annual Meeting - A meeting of the members of the Association shall be held. This meeting shall include a business meeting for the membership and other such activities that further the mission of the Association. At the end of this Annual Meeting, the newly elected officers of the Association shall take office.
- 3.4 (b) Other Meetings of the Members - Other meetings of the organization may be called as needed for the running of the Association.

- 3.4(c) Notice of Meetings - A notice of each Annual meeting and of other called meetings involving the entire membership shall be given to each member no less than 30 days before the date of the meeting. Correspondence of this notice shall come from the principal office of the Association and will be in writing to the last known mailing address as shown in the membership records of the Association or by other forms of communication such as fax or E-mail that are available to the membership.
- 3.4 (d) Quorum, Matter of Action and Adjournment - Ten (10) percent of all voting members as of the date of a meeting of members shall constitute a quorum for the Annual meeting. The vote of a majority of this quorum shall serve as the act of the members of the Association, except as otherwise provided by the bylaws. A majority of the voting members present at any meeting may adjourn the meeting.

Article IV - Executive Council

- 4.1 Executive Council - The activities, properties and affairs of the Association shall be managed by the Executive Council. The responsibility of the Executive Council shall include, but not be limited to, general supervision of the affairs of the Association, setting of the time and place of meetings of members, setting the structure and amount of dues, and meeting registration fees, initiation of policy and performance of other duties prescribed by these bylaws. At a business section that will be held at each Annual Meeting, the Executive Council shall render a report to the members of the activities of the Association for the preceding year.
- 4.2 Members of the Executive Council - The Executive Council shall consist of the President, President-Elect, Treasurer, Secretary, Program Chair, immediate two Past Presidents of the Association, and the Chairpersons of the Standing Committees or their equivalents. In addition, the President may appoint up to four (4) additional members of the Executive Council who will serve one - (1) year terms and may be reappointed by successive Presidents for up to two (2) additional consecutive one-(1) year terms. Each remaining member of the Executive Council shall hold office from the time of his selection or appointment as one of the office holders stated above until his successor shall have been duly elected or appointed and shall be qualified or until death, or until resignation. The immediate two Past Presidents shall serve as members of the Executive Council until the end of the second Annual Meeting following the end of their term as President. The President of the Association shall serve as Chairperson of the Executive Council.
- 4.3 Meetings of the Executive Council - The Executive Council shall represent the Association as necessary between Annual meetings and shall meet as often as it deems necessary to conduct the business of the Association.

- 4.4 Quorum, Adjournment and Manner of Acting at Meetings of the Executive Council - A majority of the number of members of the Executive Council then in office shall constitute a quorum for the transaction of business. In the absence of a quorum for any such meeting, a majority of the members of the Executive Council present may adjourn such meeting to another time and place. The act of a majority of members of the Executive Council present at any meeting at which a quorum is present shall be the act of the Executive Council. If a majority of the members of the Executive Council consent in writing or by a mode of communication deemed acceptable by the Executive Council to any action by the Executive Council, such action shall be a valid action as though it had been authorized at a meeting of the Executive Council, and shall be filed with the Secretary of the Association.
- 4.5 Salaries/Fees - Members of the Executive Council shall not receive any salaries or fees for their services.

Article V – Officers

- 5.1 Number, Qualifications and Term - The officers of the Association shall be the President, the President-Elect, the Secretary, and the Treasurer. No person except the Treasurer, shall be elected to serve more than one consecutive (1) term in the same office. Officers shall serve for a term of one (1) year, commencing at the end of each Annual Meeting of the Association. If duly nominated and elected, the treasurer may serve for up to three one year terms. The President may appoint members to assist the officers in the carrying out of their duties.
- 5.2 Nomination and Election
At the annual meeting, the immediate Past President shall appoint a Nominating Committee consisting of five (5) members. The immediate Past President shall chair the nominating committee and be counted as one of its members. Of the remaining four (4) members on the committee, no more than two (2) shall be on the Executive Council. The Nominating Committee shall meet at the annual meeting and announce its list of candidates for President-Elect, Secretary, Treasurer, and Program Chair to the membership at the business meeting held during that annual meeting. Additional nominations for candidates to such offices may be made by a petition signed by 10% of the voting members and submitted to the Chair of the Nominating Committee within 60 days of the close of the annual meeting. Within 30 days of the close of this petitioning period, the President or his/her designate will mail a ballot containing all appropriately nominated candidates for each of the above-specified offices to the voting members. Election of officers shall be by a plurality of ballots returned to the Executive Office within 30 days of the mailing date of the ballots. The results of the election shall be announced to the membership in a timely and appropriate manner.

- 5.3 President - The President shall be that person elected the previous year as President-Elect. The President shall be the Chief Executive Officer of the Association. The President shall preside at each meeting of the members of the Association and at each meeting of the Executive Council. The President shall see that all orders and resolutions of the Executive Council and of standing committees and other committees of the Association are carried into effect. In general, the President shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to the office by these bylaws or by the Executive Council. The President shall have the power to appoint specific members of the Executive Council to serve as the Steering Committee to offer advice and assist in his or her duties. This committee may be composed of the secretary, the treasurer, the program chair the Immediate Past-President and the President-Elect. The Executive Council shall be made aware of the existence of such a committee and its membership. The Executive Council shall have the power to ask the President at any time for an accounting of the actions of the Steering Committee. The President may delegate administration of some of these duties to other principal office staff of the Association, in which case the President shall be responsible to monitor and audit the activities of those delegated to.
- 5.4 President-Elect - The President-Elect shall function for the President if the President is unable to carry out his or her duties. The President-Elect shall be delegated other duties by the President or the Executive Council.
- 5.5 Treasurer - The Treasurer shall have charge and custody of and be responsible for all the funds and assets of the Association; the Treasurer shall keep full and accurate accounts of assets, liabilities, receipts, and disbursements and other transactions of the Association in books belonging to the Association in the name of and to the credit of the Association in such banks or other depositories as may be designated by the Executive Council. At the Annual Meeting, the Treasurer shall present a balance sheet showing the Association's financial condition for the prior fiscal year (defined as July 1-June 30 of the prior year). This report shall include a statement of receipts and disbursements. The balance sheet and statement shall be deposited at the principal office of the Association and be kept for at least 10 years from such date. The Treasurer shall disburse the funds of the Association as may be ordered by the Executive Council or President, taking proper vouchers for such disbursements, and shall render to the President, the members of the Executive Council and the Finance Committee, whenever they may require it, a statement of all the transactions as Treasurer and an account of the financial condition of the office of Treasurer and such other duties as may from time to time be assigned to the Treasurer by the Executive Council or by the President. The Treasurer serves as Chair of the Finance Committee, that shall include the President, President-Elect, immediate Past President, Secretary, and the Program Chair. This Finance Committee will assist the Treasurer in his duties and help monitor the Finances of the Association.
- 5.6 Secretary - The Secretary shall act as Secretary of and keep the minutes of all decision making meetings of the Executive Council and its officers. The Secretary shall communicate these actions to the membership. The Secretary shall, in general, perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by the Executive Council or by the President. The Secretary may delegate the above duties and activities to staff at the principal office of the Association, in which case the Secretary shall be responsible to monitor and audit the activities of those delegated to.

- 5.7 Vacancies - Except as otherwise provided in these bylaws, in case the office of the President, President-Elect, Treasurer, Secretary or other officer, agent or employee of the Association becomes vacant due to death or resignation, the vacancy may be filled for the unexpired term by action of the Executive Council. Vacancies of the chairpersons of standing committees shall be fixed by appointments by the President.
- 5.8 Resignations - Any officer, agent or employee appointed by the Association may resign his or her office at any time by giving written notice of the resignation to the President or Executive Council of the Association. Such resignation shall take effect at the time specified therein, or if no time is specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

Article VI - Standing Committees

The Executive Council shall create standing committees as needed for the running of the Association. A standing committee is defined as one determined to be needed on an ongoing basis to address issues of importance to the Association. These standing committees will be chaired by a member of the organization appointed by the President to serve for up to three (3) years . All standing committees shall have a specific charge kept on file at the office of the Association and will be re-assessed as to their necessity and effectiveness at least every five years by the Executive Council. Other rules and regulations governing the operation of standing committees shall be created by said committee.

Article VII - Task Forces

- 7.1. Appointment and Authority - In addition to the standing committees described in Article VI, the Executive Council may create such Task Forces as are deemed necessary to carry on the work of the Association. These Task Forces shall be given a specific charge that shall be kept on file at the Office of the Association. Task Forces will exist for a designated period of time that shall be no more than two (2) years and will be disbanded after this designated period unless renewed for another specific time frame of no more than one year at a time by the President or the Executive Council. The chairs of such Task Forces will be appointed by the President and shall not, by virtue of their status, be members of the Executive Council.

Article VIII - Amending the Bylaws

- 8.1 Amendments - These bylaws may be amended at any time by proposal of any voting member that is, duly seconded by another voting member at the Annual Meeting of the Association and approved by a majority of the members eligible to vote by mail ballot, or by a mode of communication deemed acceptable by the Executive Council.