



BYLAWS of the INDIANA PSYCHOLOGICAL ASSOCIATION, INC.

ARTICLE 1. NAME

Section 1. The name of this organization shall be the “Indiana Psychological Association, Inc.,” hereafter referred to as the “Association.”

ARTICLE 2. PURPOSES

Section 1. The purpose of this Association shall be to advance psychology as a science, as a profession, and as a means of promoting public welfare. To this end the Association supports and promotes high standards for psychological service, training and research; facilitates the study of psychology at all levels; promotes high standards of professional ethics; provides opportunities for the professional development of psychologists; and encourages programs or projects that benefit the public.

ARTICLE 3. AFFILIATIONS

Section 1. As an affiliate of the American Psychological Association, the Indiana Psychological Association shall establish bylaws and develop policies that are compatible with the official policies of the American Psychological Association.

Section 2. The Board of Directors of the Association shall establish, maintain, and terminate affiliations for any other type of formal cooperative relationships with other organizations that in the judgment of the Board of Directors have purposes that are compatible with the purposes and official policies of the Association.

Section 3. No component of the Association shall be empowered to establish a formal affiliation with another organization without approval of the Board of Directors of the Association.

ARTICLE 4. MEMBERSHIP

Section 1. Persons admitted to membership in the Association shall: (a) subscribe to the purposes of the Association; (b) maintain professional conduct that is consistent with the principles outlined in the American Psychological Association’s Ethical Standards of Psychologists; (c) present evidence that the academic credits qualifying him or her for membership in the Association have been earned from regionally accredited colleges, universities, or professional schools of psychology; (d) apply to the Membership Committee on application forms and according to procedures both of which have been approved by the Board of Directors; (e) be approved by the Board of Directors for admission into the Association.

Section 2. The Board of Directors of the Association shall from time to time establish classes of membership and the criteria for membership of these classes.

ARTICLE 5. DUES

Section 1. Membership dues shall be set annually by the Board of Directors.

Section 2. The Board may, if it so chooses, scale dues so as to consider such member factors as income and membership class.

Section 3. The fiscal year of this Association shall be from January 1 to December 31. Term of membership is 12 months. The Board is authorized to set the dates of the term of membership and to establish terms of any late payment penalty in an amount to be specified yearly. Members failing to pay after the due date shall be dropped from membership in the Association.

Section 4. An individual dropped because of non-payment of dues may be reinstated to his or her former membership status by paying the full annual dues for the year in which he or she rejoins the Association.

Section 5. Any member in good standing may withdraw from the Association by submitting a letter of resignation prior to January 1 of each year to the chair of the Membership Committee. An individual who has resigned in good standing may be reinstated upon request to the Membership Committee chair.

ARTICLE 6. ELECTED OFFICERS AND BOARD OF DIRECTORS

Section 1. Elected Officers. The elected Officers of the Association shall be a President, a President-elect, the Immediate Past-President, a Secretary, and a Treasurer. Other elected Board Members are the four Members-at-Large, and the Representative to the APA Council of Representatives.

- a. The President shall be the presiding Officer of the Association and chair of the Board of Directors. In consultation with the Board of Directors, the President shall appoint the chairpersons of standing committees, ad hoc committees and task forces. The President represents the Association and performs other customary duties incident to the office as authorized by the Board of Directors. The President shall be an ex-officio member of all Boards and committees of the Association.
- b. The President-elect shall perform the duties of the President in the event of absence, resignation, or incapacity of the President. The President-elect shall accept duties delegated by the President in fulfillment of the office of President.
- c. The Secretary of the Association shall keep minutes of meetings of the Board of Directors and business meetings of the general membership of the Association. The Secretary shall serve as secretary to the Board, shall maintain the Association's archives and policies, and perform such additional duties as the President may delegate.
- d. The Treasurer of the Association shall maintain oversight responsibility for the full records of the Association's financial activities including a complete accounting of dues paid by each member of the Association, disbursement of funds under the direction of the Board, maintenance of records and receipts of income and disbursements, and that an annual review of the financial records of the Association is provided to the Board of Directors. The Treasurer shall serve as chairperson of the Finance Committee.
- e. The Immediate Past-President shall serve as Chair of the Elections Committee and as Chair of the Awards Committee.

Section 2. The Board of Directors shall consist of the eleven elected board members and up to five additional members appointed by the President and approved by the Board as representatives of particular constituencies or leaders of Board initiatives. Appointed members are non-voting members of the Board and serve one-year renewable terms.

- a. The Association's Indiana representative to the American Psychological Association Council of Representatives (1) informs and advises the Board of Directors and the general membership of the Association about the agenda, policies, and actions of the American Psychological Association, (2) represents the interests and positions of the Association to the Council of

Representatives. The APA Council Representative takes direction from the IPA Board of Directors. The representative to the American Psychological Association Council shall serve for a fixed three year term, regardless of whether the Association loses the council seat during any year of term.

- b. Members-at-large include: one Member-at-Large for Science and Education, one Member-at-Large for Practice, one Member-at-Large for Governmental Affairs, one Member-at-Large for Membership, and one Member-at-Large for Continuing Education. A member-at-large shall serve for a term of two years or until her/his successor is duly qualified and seated. At least two members-at-large will be elected each year. The members-at-large (a) serve as liaisons between the membership and the Board of Directors, (b) facilitate communication and Board action on concerns within their purview and (c) provide oversight, assistance with recruitment of leadership, and supervision of the activities and committees under their purview.
 - 1) Member-at-Large, Governmental Affairs. The individual in this position serves as the liaison between the Board and the Government Affairs Committee.
 - 2) Member-at-Large, Science and Education. The individual in this position serves as the liaison between the Board and the Science and Education Committee.
 - 3) Member-at-Large, Practice. The individual in this position serves as the liaison between the Board and the Practice Committee.
 - 4) Member-at-Large, Membership. The individual in this position serves as the liaison between the Board and the Membership Committee.
 - 5) Member-at-Large for Continuing Education. The individual in this position serves as the liaison between the Board and the Continuing Education (CE) Committee.

Section 3. Board of Directors Procedures

- a. The Board of Directors is fully empowered to interpret and apply the bylaws, to develop official policies, to allocate funds, to delegate authority and responsibility, and to take any other action that is necessary for proper, efficient management of the Association.
- b. The term of the President-elect, President, and Past-president is one year in each capacity. All other Board members serve a two-year term or until their successors are duly qualified and seated. The Secretary and Treasurer shall be elected in alternate years. The Members-at-Large, Membership and Science, shall be elected in alternating years with the Members-at-Large, Practice, Governmental Affairs and Continuing Education. An individual may not serve more than two successive, elective terms in the same office on the Board of Directors.
- c. Meetings of the Board of Directors shall be held at any time at the call of the President or Secretary and must be held in the event of a written request by three elected members of the Board of Directors. A majority of the elected members of the Board of Directors, present either physically or by electronic medium, shall constitute a quorum.
- d. If for any reason the office of the President becomes vacant or the President is unable to fulfill the duties of the office and the Board of Directors declares the office of President vacant, the President-elect assumes the presidency. If for any reason an elected IPA official cannot serve a full term, the President, with the prior approval of the Board, is empowered to appoint a successor to fill the vacancy. In filling the vacancy, the Board gives first consideration to the candidate for the vacant office who received the next largest number of votes for that office in the most recent election in which the office appeared on the ballot.

- e. Any member of the Board of Directors may be removed from his/her position for cause by a two-thirds vote of the voting members of the Board of Directors.
- f. The Association's policy regarding indemnification shall be as follows:
 - 1) Each Officer or member of the Board of Directors shall be indemnified by the Association against any and all claims and liabilities to which said person has or shall become subject by reason of serving or having served as an Officer or Director, or by reason of any action alleged to have been taken, omitted, or neglected by this member as an Officer or Director. The Association shall reimburse each such person for legal expenses reasonably incurred in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of a breach of the Officer's or Director's duty to the Association, for acts or omissions not in good faith or those involving intentional misconduct or knowing violation of the law, or for a transaction from which the Officer or Director derives an improper personal benefit.
 - 2) The amount paid to any Director by way of indemnification shall not exceed the actual, reasonable, and necessary expenses incurred in connection with the matter involved.
 - 3) The right of indemnification provided shall not be exclusive of any rights to which any Officer or Director may otherwise be entitled by law.

ARTICLE 7. APPOINTED POSITIONS

Section 1. With the approval of the Board of Directors, the President shall as needed appoint, or confirm the reappointment of, Committee Chairs, APA Liaisons, and leaders of task forces to accomplish Board defined initiatives.

ARTICLE 8. COMMITTEES

Section 1. There shall be three types of committees:

- a. Standing Committees designated in the by-laws of the Association
- b. Ad Hoc Committees appointed by the President for the duration of his/her term to address issues of emerging or continuing concerns of the Association
- c. Task Forces appointed to address a specific task or project

Section 2. The President, with the approval of the Board of Directors, appoints all committee chairpersons. Each chairperson is responsible for the functioning of his or her committee as outlined below or as defined by the charge for the committee from the Board of Directors. Each committee chairperson informs and advises the President and Board of Directors about the business of the committee, and performs or delegates the performance of the duties as mandated in these bylaws, defined by the policies of the Association, assigned by the Board of Directors or the President. Members-at-Large serve as ex-officio members of the committees functioning under their purview.

Section 3. All committees are responsible to the Board of Directors and maintain communication with their designated liaisons to the Board. Following appointment by the President, the chairperson of each committee selects the membership of the committee and reports their names to the President, Executive Director or Association Management Service. Each committee develops a written statement of its objectives and priorities for the coming year and submits this report to the President.

Section 4. Committees and Their Charges.

- a. The Executive Committee. The Executive Committee consists of the Elected Officers of the Association: the President, the President-elect, the immediate Past President, Secretary and Treasurer. It handles urgent matters that cannot be delayed until the next regularly scheduled meeting of the Board of Directors and any other matters delegated to it by the Board of Directors. Any action taken by this committee shall be reported to the full Board at its next meeting. The Executive Committee cannot modify action taken by the Board of Directors at a previous meeting of the Board. The Executive Committee also coordinates long-term planning for the organization in conjunction with supervision and evaluation of the Association's Executive Director or Association Management Service. The Executive Committee presents to the Board a yearly evaluation of the Executive Director or Association Management Service for final approval. To facilitate communication between the Executive Committee and the Association's members, and with prior approval of the Board of Directors, other Board Members may be designated to meet with the Executive Committee as non-voting participants.
- b. Election Committee. The Election Committee consists of three members: the immediate Past President, who serves as chair, and at least two other members appointed by the President, with the approval of the Board of Directors. The two appointed members shall not be members of the Board of Directors. The term for members of the Election Committee is one year. An Election Committee member may not serve more than two successive terms. The responsibilities and procedures of the Election Committee are described in Article 9 of these bylaws.

ARTICLE 9. NOMINATIONS AND ELECTIONS

Section 1. The Election Committee is responsible for developing nominees for the offices of President-elect, Secretary, Treasurer, Indiana representative of the Association to the American Psychological Association Council of Representatives, and Members-at-Large of the Board of Directors.

Section 2. The Election Committee solicits input broadly from membership to identify candidates for elective office.

Section 3. The Election Committee presents a slate of candidates for open positions, consisting of at least one nominee for each position to be filled. The selection of the slate of candidates will be determined in accordance with the official policy adopted by the IPA Board of Directors.

Section 4. The Elections Committee delivers an election ballot to the Executive Director who mails the ballot and a self-addressed return envelope with the word "Election Ballot" on it to the voting members of the Association between six weeks and eight weeks prior to the annual fall meeting. Each ballot must be validated by the voter in a manner approved by the Board of Directors. Voting will be closed four weeks prior to the first day of the annual fall meeting. If a member of the Election Committee accepts nomination for an elective office, he or she shall not participate in the distribution, receipt, or counting of ballots.

Section 5. The candidate for each office receiving a majority of the votes is elected. The IPA central office receives ballots, verifies their eligibility, tabulates results and then turns over this information to the Elections Chairperson. The chairperson announces the results of the mail ballot at the business meeting of the annual fall meeting, and then he or she turns over all mail ballots received by the Election Committee to the IPA Secretary who files these ballots for thirty days. The Secretary keeps a record of all election results as a part of the permanent record of the Association.

Section 6. The terms of office of newly elected individuals begin the following January 1, unless the beginning of a term of office is specified differently by the policies of the Association.

Section 7. If a special election is needed, the President of the Association shall specify the offices to be filled and asks the Board of Directors to authorize the Election Committee to conduct a special election. The chairperson of the Election Committee outlines the special procedures to be followed in conducting

the election. The Board of Directors approves the special procedures if it determines they are appropriate and that they agree in principle with Article 9 of the bylaws.

Section 8. Voting Membership. All Regular Members and Life Members are voting members for all elections conducted by IPA. Affiliates are ineligible to vote. Regular members and Life Members of IPA who are also members or fellows of the American Psychological Association are eligible to vote in the election for the APA Council Representative, which is conducted by APA.

Section 9. Changes in Elected Terms. Changes in elected terms of office will be made only upon modification of the bylaws. Any changes to elected positions take effect immediately upon ratification of the bylaws change.

Section 10. Electronic Voting. Any provision in the IPA Bylaws stating, directly or by implication, that voting shall occur by means of an in-person vote or a paper ballot may be modified to permit electronic voting. The method and means of electronic voting shall be as established from time to time by the IPA Executive Committee.

ARTICLE 10. MEETINGS AND QUORUM

Section 1. The Association shall hold at least one meeting annually. The Board of Directors determines the dates and places for the meetings. The President-elect announces the date and place of the annual fall meeting well in advance and not later than the time at which the election ballots are to be distributed to the membership.

Section 2. Special meetings of the Association may be arranged for and called by the Board of Directors from time to time. A special meeting of the Association must be called if a written request by one-tenth of the voting members is presented to the President and to the Secretary. The President and Secretary shall notify the membership of the Association of any meeting at least thirty days in advance.

Section 3. A quorum at a meeting of the Association consists of those members present.

Section 4. Any question of parliamentary procedure that is not clarified by relevant state law, the Articles of Incorporation, these bylaws, or the policies of the Association shall be resolved in a manner consistent with the current parliamentary reference in use by the American Psychological Association.

ARTICLE 11. STAFF

The management of the Association shall be conducted by either an Association Management Service or by an Executive Director. This entity manages the daily operations of the Association, coordinates activities of the Board, its various committees, and the membership-at-large, and supervises all paid IPA staff. The Association Management Service or Executive Director is directly responsible to the Executive Committee. The IPA Board of Directors is responsible for all decisions concerning the conditions of employment, professional activities, and evaluation of the Association Management Service or Executive Director.

ARTICLE 12. AMENDMENTS

Section 1. Amendments to these bylaws may originate in the Board of Directors or may be proposed by 10% of the voting members of the Association. The text of the proposed amendment must be presented to the Secretary of the Association, bearing the signatures of the proposers, and accompanied by a brief statement of the purpose of the proposed amendment.

Section 2. Amendments shall be voted on by mail ballot or by secure electronic media. The Secretary shall cause the text of the amendment and the ballot to be sent to each member of the Association. Balloting shall close 30 to 60 days after the mailing. Amendments approved by a two-thirds majority of

those voting shall be adopted. The Board may decide whether pro and con statements shall accompany the text of the amendment.

Section 3. No proposed amendment to these bylaws shall be considered if approval of the amendment would put these bylaws into conflict with the Articles of Incorporation or Articles of Acceptance of this Association.

ARTICLE 13. ENACTMENT

Section 1. These bylaws shall become effective following their approval by the membership of the Association.

Revisions submitted to membership by electronic ballot September 2016.

Revisions approved December 9, 2016.