

Bylaws
Psychologists in Independent Practice:
A Division of the American Psychological Association

Article I

Name and Purpose

- A. The name of this learned society shall be Psychologists in Independent Practice: A Division of the American Psychological Association (Division 42).
- B. The purpose of this Division is to connect and support *psychologists*: who are engaged in our evolving profession; across specialties and settings; at all stages of their careers; and to build ethical business, practice, and leadership skills.

Article II

Membership

- A. There shall be four categories of membership in Psychologists in Independent Practice: Affiliate Member, Student Affiliate Member, Member, and Fellow.
- B. The minimum qualifications for election to the category of Affiliate Member shall be:
 - 1. Doctoral level psychologist, licensed to practice in the state in which s/he resides, and
 - 2. Demonstrated interest and active engagement in the independent practice of psychology, with training appropriate to the conduct of such activities as defined by the Council of Representatives of the APA and by statutory regulation in an applicable state or province (i.e., certification or licensure).
- C. Student affiliates may remain in this category of membership for the duration of their enrollment in a doctoral program. The minimum qualifications and limits for application to this membership category shall be:
 - 1. Current enrollment in a regionally or nationally accredited doctoral program that qualifies its graduates to be eligible for psychology licensure.
 - 2. Expressed interest in establishing a career in the independent practice of psychology.
- D. The minimum qualifications for application to the category of member shall be:
 - 1. Doctoral-level psychologist who is currently a member or fellow of the APA.
 - 2. Demonstrated interest in and either: (1) active engagement in the independent practice of psychology, or (b) current engagement in processes preparatory to the independent practice of psychology, including attainment of the applicable state, provincial, or territorial certification or licensure.

- E. The minimum qualifications for election to the category of Fellow of the Division shall be:
1. Attainment of the category of Member of Psychologists in Independent Practice.
 2. For those who are already Fellows of the APA, a) a recommendation by the Division's Fellowship Committee based upon the principles enumerated in Article II, Paragraphs D3 and D4 and b) the ratification of such recommendation by affirmative vote of the Board of Directors. For those who are to secure initial Fellowship status in APA through sponsorship by the Division, a) a recommendation by the Division's Fellows Committee based upon the principles enumerated in Article II, Paragraphs D3 and D4, b) the ratification of such recommendation by affirmative vote of the Board of Directors, c) the transmission of the Board's recommendation to the Membership Committee of APA, d) endorsement by the APA Membership Committee, and e) ratification of the recommendation for initial Fellow status by the APA Council of Representatives.
 3. In order to be recommended for the category of Fellow by the Division's Fellows Committee, a Member's application to that committee must be endorsed by at least three (3) Fellows of the American Psychological Association, at least two (2) of whom must be Fellows of the Division.
 4. Recommendations for Fellowship must be based upon the Member having made an outstanding and demonstrable contribution to the development of the independent practice of psychology as attested by the following:
 - a. Prior status as a Member of the Division for at least one (1) year.
 - b. Documentation of the ways in which the Member's activities, contributions, and/or performance have had a discernible and salutary effect on the development of the independent practice of psychology.
- F. A two-thirds (2/3) vote of the Fellows Committee shall be required to constitute a recommendation from the Committee to the Board.
- G. The Secretary shall be responsible for communicating the actions of the Board of Directors to applicants for the status of Member or Fellow in a timely fashion.
- H. Early Career Psychologist Definition. A member who is within 10 years of the year in which they received their doctorate.

Article III

Membership Rights and Privileges

- A. The rights and privileges of Affiliate Members shall be limited to attending and participating in the meetings of the Division and to receiving its publications and participating on its e-lists and other electronic forums and being appointed to and serving on committees and other work groups

of the Division as established and specified in Article VII and its Paragraphs. Affiliate Members of the Division may not vote in Division elections, nor hold an elected position in the Division.

- B. The rights and privileges of student affiliates shall include and be limited to receiving the publications of the Division; participating in the Division's e-lists and other electronic forums; attending and participating in the meetings of the Division; voting for and serving in the Board of Directors position reserved for a student representative as specified in Article VI, paragraph A; and being appointed to and serving on committees and other work groups of the Division as established and specified in Article VII and its paragraphs.
- C. The rights and privileges of members and fellows shall include receiving the publications of the Division; participating in the Division's e-lists and other electronic forums; attending and participating in the meetings of the Division; voting in Division elections and referenda; holding office on the Board of Directors; and being appointed to and serving on committees and other work groups of the Division as established and specified in articles VII and its paragraphs.

Article IV

Resignation from the Division

- A. A Fellow, Member, Affiliate Member, or Student Affiliate of the Division may resign from membership at any time by so notifying the Secretary in writing. No refund of dues or assessments shall be made to members who resign.
- B. Fellows, Members, Affiliate Members, or Student Affiliates who fail to pay assessments for two (2) consecutive years shall be considered to have resigned.
- C. Resigned members of the Division shall be eligible for reinstatement upon request in writing to the Secretary and upon payment of any back dues or assessments owing.

Article V

Officers

- A. The officers of the Division shall be the President, President-Elect, Past President, Secretary and Treasurer.
- B. The President shall be the Member or Fellow of the Division who has just completed the term of President-Elect. The President shall succeed to office by declaration at the close of the year after his/her election as President-Elect and shall serve for one (1) year. The President shall preside at all meetings of the Division, shall be the Chairperson of the Executive Committee and of the Board of Directors, and shall perform all usual and customary duties of a presiding officer. Should vacancies occur in the governance structure of the Division, as set forth in Article VII, or should need arise to modify any of its elements during the year of the President's incumbency, the President shall fill these according to the same principles as were followed during his/her year as President-Elect and as specified in Article V, Paragraph C. The President shall cast a vote at meetings of the Board of Directors only when that vote would make or break a tie.
- C. The President-Elect shall be a Member or Fellow of the Division, elected for a term of one (1) year. Except as otherwise specified in these Bylaws, no later than the last quarter year of service

as President-Elect, the incumbent of the position shall be responsible for proposing such appointments or amendments to the Division's governance structure, as set forth in Article VII, as shall be required by forthcoming retirements and as may also appear be desirable to effect for the immediately succeeding calendar year, the one in which the incumbent shall assume duties as President. The President-Elect's proposals for the staffing of the Division's governance to be put in place for his or her year of service as President shall require the advice and consent of the Board of Directors. During the President-Elect's term of office as President-Elect, the incumbent shall be a member of the Executive Committee and of the Board of Directors with vote and shall perform the duties that are usual and customary for a vice president. In the event that the President fails to serve his/her term for any reason whatsoever, the President-Elect shall also succeed to the unexpired remainder thereof and continue to serve through his/her own scheduled term.

- D. The Past President of the Division shall be the most recently retired President of the Division and shall serve for one (1) year. The Past President shall serve as a member of the Executive Committee and of the Board of Directors with the right to vote; and shall serve as Chair of the Nominations and Elections Committee and Chair of the Awards Committee.
- E. The Secretary shall be a Member or Fellow of the Division and shall be elected for a term of three (3) years. During the term of office, the Secretary shall be a member of the Executive Committee and of the Board of Directors with right to vote and shall be responsible for updating the Policies and Procedures Manual following each meeting of the Board of Directors and for all other usual and customary duties of a Secretary.
- F. The Treasurer shall be a Member or Fellow of the Division and shall be elected for a term of three (3) years. During the term of office, the Treasurer shall be a member of the Executive Committee and of the Board of Directors with right to vote and shall be responsible for all usual and customary duties of a treasurer.
- G. The Officers shall assume their duties on January 1 of the year following their election and shall maintain their offices until their successors are seated. During the period between their election and the assumption of their offices, the officers shall be given the title of (Name of Office)-Designate and shall be ex officio members of the Board of Directors without vote.
- H. In case of death, incapacity or resignation of any officers except the President or Past President, the vacant office shall be awarded to the defeated candidate for the position who was, at the time of the most recent past election, the runner-up for the office in question. If the runner-up declines to serve or is for any reason unavailable, the Board of Directors shall, by majority vote of those voting, elect a successor to serve until the next regular election.
- I. The means for filling a vacancy in the office of President is specified in Article V, Section C of these Bylaws. In the case of death, incapacity, or resignation of the Past President, such vacancy shall remain through the balance of the year in which it occurs. The President, with the advice and consent of the Board of Directors, shall then appoint a Chair of the Nominations and Elections Committee and the Awards Committee.

Article VI

Board of Directors

- A. There shall be a Board of Directors of the Psychologists in Independent Practice. Its membership shall consist of the following persons:
1. The Officers of the Division as specified in Article V, Section A of these Bylaws.
 2. Representatives elected to the APA Council of Representatives as specified in Article VI, Section B of these Bylaws.
 3. Six (6) Members-at-Large, two (2) of whom shall be elected each year for three (3) year terms. In the case of death, incapacity, or resignation of any Member-at-Large, the vacant office shall be awarded to the defeated candidate who was, at the time of the most recent past election, the runner-up in the election for seats as Member-at-Large. If the runner-up declines to serve or is for any other reason unavailable, the vacant office shall be awarded to the next defeated candidate on the ballot for that office, to serve the unexpired term of office. Should that candidate decline to serve or for any other reason is unavailable, the vacant office shall be offered to each successive candidate whose name appeared on the election ballot for that office, until a defeated candidate accepts the offer. If none of the defeated candidates accepts the vacant office, the President shall appoint a successor to serve until the next regular election. The Members-at-Large shall assume office on January 1 of the year following their election or appointment. They shall represent the interests of the membership at large on the Board of Directors. They shall function in any capacity assigned by the President that does not conflict with their responsibility to the membership at large.
 4. A Representative of the Division's Early Career Psychologist members (those who are within ten (10) years of the year in which they received their doctorate), who shall be elected for a three (3) year term as ECP Member-at-Large. In the case of death, incapacity, or resignation of an ECP Member-at-Large, the vacant office shall be awarded to the defeated candidate who was, at the time of the most recent past election, the runner-up in the election for this seat. If the runner-up declines to serve or is for any other reason unavailable, the vacant office shall be awarded to the next defeated candidate on the ballot for that office, to serve the unexpired term of office. Should that candidate decline to serve or for any other reason is unavailable, the vacant office shall be offered to each successive candidate whose name appeared on the election ballot for that office, until a defeated candidate accepts the offer. If none of the defeated candidates accepts the vacant office, the president shall appoint a successor to serve until the next regular election. The ECP Member-at-Large shall assume office on January 1 of the year following his/her election or appointment and shall maintain the office until his/her successor is seated. He/she shall represent the interests of the membership at large and of ECPs particularly, on the Board of Directors. He/she shall function in any capacity assigned by the president that does not conflict with his/her responsibility to the membership at large.
 5. A representative from the Student Affiliate category of membership, who shall be elected by his/her fellow student affiliates for a two (2) year term as student affiliate Member-at-Large. In the case of death, incapacity, or resignation of a student affiliate Member-at-Large, the vacant office shall be awarded to the defeated candidate who was, at the time

of the most recent past election, the runner-up in the election for this seat. If the runner-up declines to serve or is for any other reason unavailable, the vacant office shall be awarded to the next defeated candidate on the ballot for that office, to serve the unexpired term of office. Should that candidate decline to serve or for any other reason is unavailable, the vacant office shall be offered to each successive candidate whose name appeared on the election ballot for the that office, until a defeated candidate accepts the offer. If none of the defeated candidates accepts the vacant office, the president shall appoint a successor to serve until the next regular election. The student affiliate Member-at-Large shall assume office on January 1 of the year following his/her election or appointment and shall maintain the office until his/her successor is seated. He/she shall represent the interests of the membership at large, and of student affiliates particularly, on the Board of Directors. He/she shall function in any capacity assigned by the president that does not conflict with his/her responsibility to the membership at large.

6. The Editor of the Division Bulletin serving ex officio without vote.
7. The Editor of 42online website serving ex officio without vote.

B. The Division shall elect each year that number of Representatives to APA Council necessary to fill vacancies created by the ending of the terms of incumbent Council Representatives and/or vacancies created by changes brought about by the yearly APA Apportionment Ballot. Consistent with APA Bylaws, representatives to APA Council must be Members or Fellows of the Division and are ordinarily elected for a three (3) year term. The Representatives to APA Council shall be members of the Board of Directors ex officio with vote. They shall be responsible for advising the Board of Directors about matters of business scheduled to come before APA Council and for seeking the views of the Board of Directors about such pending matters. They shall also be responsible for informing the Board of Directors of significant actions taken by APA Council.

1. In order to provide for an orderly rotation of office among the Division representatives to APA Council, in any year in which there are more than two (2) vacancies to be filled for Council seats, the Nominations and Elections committee, with the advice and consent of the Board of Directors, shall have the authority to structure that year's election in such a fashion as to declare that one or more of the vacant seats shall carry only a one (1) or a two (2) year term of office. Such shorter terms as needed to insure that roughly one-third (1/3) of the Division Representatives to APA Council shall retire each year shall be developed by the Nominations and Elections Committee. The elections ballot for Council vacancies shall be designed to fill both full and shorter terms. The candidate(s) receiving the highest number of ballots shall be awarded the full term or terms, and the lesser term or terms shall be awarded to candidates receiving lesser number of votes in the descending order of their vote totals until all seats shall be filled.
2. Representatives to APA Council shall assume office at the close of the adjourned meeting of Council held in the year following their election and shall maintain office until their successors are seated. During the period between their election and the assumption of the duties of their office, they shall be given the title of "Representative Designate" and shall be members of the Board of Directors ex officio without vote.

3. In case of death, incapacity, or resignation of any Representative to APA Council, the vacant office shall be awarded to the defeated candidate who was, at the time of the most recent election, the runner-up on the election for Council seats. If the runner-up declines to serve or is for any other reason unavailable, the vacant office shall be awarded to the next defeated candidate on the ballot for the office, to serve the unexpired term of office. Should that candidate decline to serve or for any other reason be unavailable, the vacant office shall be offered to each successive candidate whose name appeared on the election ballot for that office, until a defeated candidate accepts the offer. If none of the defeated candidates accepts the vacant office, the President shall appoint a successor to serve until the next regular election.
4. If the Division loses one (1) or more of its seats on APA Council as a result of that association's annual reapportionment, and if the loss cannot be offset by the ending of a term or terms of outgoing Representatives to APA Council, then the Board of Directors shall terminate the incumbency of the required number of representatives from among those elected most recently in inverse order of their having been declared elected.

D. The duties of the Board of Directors shall include:

1. Exercising general supervision and full power and authority over the affairs of the Division and the transaction of the necessary business of the Division provided only that the actions of the Board of Directors shall not conflict with the policies and Bylaws of APA, with these Bylaws, or with the recorded votes of the membership.
2. Setting policies for the conduct of its own affairs and for the affairs of the Division, provided, however, that such policies are not in conflict with the policies and Bylaws of APA, with these Bylaws, nor with the recorded votes of the membership.
3. Reporting its activities to the members and recommending matters for consideration by the members.
4. Filling such vacancies in its own membership as regulated by the terms of Article V, Section H, Article VI, Section A3, and Article VI, Section C4.
5. In accordance with these Bylaws, advising and consenting in the President-Elect's appointments of members to fill vacancies in the Division's Governance and Standing Committees and in its Continuing Committees and consenting in the establishment and staffing or in the sunseting of Continuing Committees, Task Forces, and Work Groups of the Division. (W)
6. Advising the Officers of the Division regarding the performance of their duties.
7. Advising the Representatives to APA Council as to matters concerning the relationship between the Division and the APA and about issues currently before or which may be desirable to place before APA Council.

8. Ratifying the nomination of Fellows upon recommendation of the Fellows Committee and commending those who are not already Fellows of the APA to the APA Membership Committee.
 9. Approving the preliminary budget and adopting a final budget for the Division and amending it as needed. Once a final budget for any given year has been adopted, any amendments proposed by the Board shall require a vote in conformity with Article XI, Sections E3 and E4 of these Bylaws.
 10. Recommending or approving the disbursement of funds of the Division in accordance with Article XI of these Bylaws.
 11. Advising and consenting in the President-Elect's appointments of the Editors and Assistant or Associate Editors of the Division publications and other media.
- E. The Board of Directors shall meet at least twice each year. The Annual meeting of the Board of Directors shall be held each August in conjunction with the annual meeting of the American Psychological Association. With concurrence in the proposal by a majority of the Board of Directors, the second meeting of the Board and any additional meetings may be called, and the time and place set for it by the President or by any three members of the Board of Directors.
- F. Face-to-face meetings of the Board of Directors shall be open to all members of the Division except at such times as a majority of the Board of Directors may declare an executive session for the purpose of reviewing confidential matters of personnel or of receiving or discussing legal counsel. Any member of the Division's Board of Directors may place a motion on the agenda of a meeting of the Board. The President shall preside over such meetings, and the Secretary shall act as recording secretary. A majority of the voting members of the Board of Directors shall constitute a quorum, following due notice of the meeting. Each member of the Board of Directors present at a meeting shall have one (1) vote, and no member may vote by proxy. The Board of Directors shall be authorized to adopt and to publish rules and codes for the transaction of the business of the Division in accordance with these Bylaws. Actions taken or policies adopted, amended, or rescinded by vote the Board of Directors shall only take effect following the adjournment of the Board meeting at which the determinative vote was cast.
- G. The Board of Directors shall have the authority to conduct meetings and to transact certain kinds of business via conference calls. Some matters may also be addressed by the Board of Directors via the casting of ballots by facsimile, electronic mail, or other evolving electronic forms. The Board shall by two-thirds (2/3) vote adopt or amend implementing policies for their use. Any decisions made by the Board in a format other than a face-to-face meeting shall be subject to subsequent ratification during a face-to-face meeting.
- H. There shall be an Executive Committee of the Board of Directors. The Executive Committee shall be composed of the Officers of the Division (President, President-Elect, Past President, Secretary, and Treasurer). The Executive Committee shall meet on the call of the President or of any three other officers and shall conduct such affairs of the Division between meetings of the Board of Directors as may be needed to implement decisions of the Board of Directors or to prepare issues to be presented to the Board of Directors for action. In addition, should the Executive Committee declare there to be an emergency requiring immediate action during the

interval between meetings of the Board of Directors, the Executive Committee is empowered to take such action in the name of the Board of Directors and shall then inform the Board of Directors in an expeditious manner about such an event. The Executive Committee shall be responsible for serving as a resource to and for monitoring the work of the Division's governance structure between face-to-face meetings of the Board of Directors.

- I. Actions of the Board of Directors shall be offered for the review of the membership at the Annual Membership meetings of the Division and shall be made available through one or more of the Division's communication media.
- J. Any member of the Board of Directors may be removed from office and from his/her seat on the Board before the expiration of the term by an affirmative two-thirds (2/3) vote of all members of the Board of Directors upon the call of the roll and the recording of their subsequent votes at a face-to-face meeting of the Board of Directors. Such removal may be effected, however, only on one of the following grounds.
 - 1. A finding of unethical conduct by the Ethics Committee of the American Psychological Association and the exhausting of any appeals there from.
 - 2. Conviction of a felony and the exhausting of any appeals there from.
 - 3. Dereliction in the performance of the duties of office.
 - 4. Conflict of interest when a dual relationship may adversely affect objectivity while serving on the Board of Directors.

Article VII

Other Governance Bodies of the Division

- A. The work of the Division's Board of Directors shall be supported and augmented by a structure of various bodies and persons that shall report to it and advise it. Except as otherwise specified in these Bylaws, the terms of incoming members of any of the Division's designated structures and of its Liaisons shall commence on January 1 of each calendar year and end on the specified December 31. In composing its governance bodies, the President-Elect and the Board of Directors shall actualize the Division's commitment to honoring diversity and shall seek a proper balance between preserving the services of governance members with a distinguished history of effort for the Division and opening appointments to promising newer Division members. As specified in Article III, Paragraph B, for the purposes of the present Article, Student Affiliates shall be included as "members."

Among the Division's governance bodies and persons shall be:

- 1. Governance and Standing Committees shall include those bodies required for the carrying out of essential Division services or deemed critical for the pursuit of the purposes of the Division. Except as otherwise specified in these Bylaws, 1.) the Chair of each shall be appointed by the President-Elect in conformity with Article V, Paragraph C; 2.) the members of Governance and Standing Committees shall be Members or Fellows of the Division and unless otherwise specified in these Bylaws shall serve staggered terms of three (3) years each with one-third (1/3)

of the composition of the Governance or Standing Committees retiring each year; and 3.) to the extent feasible, the membership of the Governance or Standing Committees shall represent a range of interests in independent practice characteristic of the membership of the Division. Nominations and self-nominations for service as a member of any Governance or Standing Committee shall annually be sought from the membership at large and from the membership of the Board of Directors. Each Governance or Standing Committee shall review the names so elicited and present to the President-Elect names of more than one proposed Governance or Standing Committee member for each vacancy being created by the ending of present terms. Retiring Governance and Standing Committee members shall be eligible to succeed themselves for a second term, but after six consecutive years of service, there must be a break of at least one (1) year in such service before they become eligible for reappointment. Appointments and reappointments shall be made by the President-Elect upon recommendation of the particular Governance or Standing Committee and with the advice and consent of the Board of Directors.

The Division's Governance and Standing Committees shall be:

A. Awards Committee: The Committee shall be composed of the immediate Past President (ex officio) as Chair and two (2) other members to be appointed by the Past President, with the advice and consent of the Board of Directors. They shall all serve for a single year. The Committee shall recommend awards of such a nature as to be consistent with the goals and purposes of the Division and shall nominate appropriate awardees to the Board of Directors. The approval of awards and of awardees by the Board of Directors shall require an affirmative vote of two-thirds (2/3) of the Board members present and voting.

B. Fellows Committee: The Committee shall be composed of three (3) Fellows of the Division serving by seniority as Past Chair, the current Chair, and Associate Chair. The Associate Chair shall become Chair in the subsequent year. The incumbents shall serve from September through August each year in order to discharge the Committee's responsibilities for relating to the processes and procedures of the APA Membership Committee. The Committee shall 1) educate the membership about requirements for Fellowship, 2) solicit nominations from members properly qualified for such recognition, 3) review nominations received for the award of the status of Fellow in the APA through Division 42 as the sponsoring Division, and 4) shall make recommendations to the Board of Directors on each applicant based on criteria developed by the Membership Committee of APA and by the Division itself. If a nominee is already a Fellow of APA, then an endorsement by the Division's Board of Directors is sufficient to confer the status of Fellow of the Division. If a nominee is not already a Fellow of APA, then the Board of Director's endorsement shall be forwarded to the APA Membership Committee with a recommendation that initial Fellow status in APA be conferred.

C. Finance Committee: The Committee shall be composed of five (5) members and the Treasurer who shall serve ex officio and without vote. The chair of the Finance Committee shall serve a term of two years. The Committee shall 1.) oversee the fiscal practices and planning of the Division, 2.) monitor its financial records, 3.) assist the Treasurer in the preparation of the preliminary and final annual budgets to be submitted to the Board of Directors, and 4.) advise the Board about the Division's financial affairs, 5.) recommend the adoption of such fiscal policies to the Board of Directors as it deems proper, 6.) recommend to the Board of Directors, as appropriate, fiscal procedures for all Division governance bodies and/or for individuals acting on behalf of the Division, and 7.) oversee the Division's investment fund.

D. Membership Committee: The Committee shall consist of six (6) members. The Committee, with the advice and consent of the Board of Directors, shall design and implement programs for new member recruitment and for the retention of current members. It shall also engage in such other member-related projects as may be referred to it by the Board of Directors.

E. Nominations and Elections Committee: The Committee shall consist of the Past President ex officio as Chair and two (2) other members of the Division, all serving for a single year. The Past President shall nominate the additional two members of the Committee, and they shall be appointed by the President with the advice and consent of the Board of Directors. The Committee shall be responsible for implementing the principles governing nominations and elections as set forth in these Bylaws and any policies adopted by the Board of Directors that are relevant to the election of Officers, Representatives to APA Council, and the Members At Large of the Board.

F. Program Committee: The Committee shall be composed of three (3) members serving in order of seniority as Past Chair, the current Chair, and Associate Chair. The Associate Chair shall become Chair in the subsequent year. The Committee shall solicit, evaluate, and select professional, public interest, and scientific programs to be presented as part of the Division's annual meeting offerings at the APA convention.

G. Publications & Communications Committee: The Committee shall be composed of six (6) members. The chair of the Publications and Communications Committee shall serve a term of two years. An additional number of persons representing the array of Division's media efforts may be appointed by the President-Elect with the advice and consent of the Board to serve on the Committee ex officio and without vote. The Committee shall oversee the publications of the Division and all other media sponsored by and identified with the Division. It shall 1.) recommend publication and other media policy to the Division Board of Directors, 2.) serve in an advisory capacity to those vested with responsibility for the Division's print and other media undertakings, and 3.) recommend to the Board of Directors such new media undertakings as in its best wisdom seem desirable.

H. Committee on Diversity Concerns: The Committee shall be composed of six members. The co-chairs shall be the Diversity Representative to the APA Council of Representatives and the Diversity Member at Large.

2. Continuing Committees are governance bodies that are created for an indefinite term and are intended to be an ongoing part of the Division's governance structure. The Board of Directors, upon a two-thirds (2/3) affirmative vote of Directors present and voting at any regular or special meeting of the Board, may create or abolish such Continuing Committees of the Division as it deems proper and necessary for the wise conduct of the Division's affairs. Once created, a Continuing Committee shall continue to discharge its mission until such time as it may be abolished by the Board.

3. Interdivisional Work Groups are governance bodies that are composed of representatives not only from Division 42 but from at least one other cooperating APA Division as well. Interdivisional Work Groups report to the Boards of all of their sponsoring Divisions. They are created for an indefinite term and are intended to be an ongoing part of the Division's

governance structure. The Board of Directors, upon a two-thirds (2/3) affirmative vote of Directors present and voting at any regular or special meeting of the Board, may agree to participate in or end its participation in any Interdivisional Work Group. Once created, an Interdivisional Work Group shall continue to discharge its mission until such time as the Board may vote to end the Division's participation.

4. Ad hoc Task Forces are intended to be temporary bodies, and their creation must be accompanied by the adoption by the Board of a specified timetable for the completion of the bodies' mission and their then being automatically sunset unless extended for an additional specified period of time by an affirmative vote of the Board. The Board of Directors, upon recommendation of the President-Elect and upon an affirmative vote of a simple majority of the Directors present and voting at any regular or special meeting of the Board, may create such ad hoc Task Forces of the Division as it deems proper and necessary for the wise conduct of the Division's affairs.

5. Interdivisional Task Forces are governance bodies that are composed of representatives not only from Division 42 but from at least one other cooperating APA Division as well. They are intended to be temporary bodies, and their creation must be accompanied by the adoption by the Board of a specified timetable for the completion of the bodies' mission and their then being automatically sunset unless extended for an additional specified period of time by an affirmative vote of the Board. The Board of Directors, upon recommendation of the President-Elect and upon a two-thirds (2/3) affirmative vote of Directors present and voting at any regular or special meeting of the Board, may create such ad hoc Interdivisional Task Forces of the Division as it deems proper and necessary for the wise conduct of the Division's affairs. Interdivisional Task Forces report to the Boards of all of their sponsoring Divisions. Since the participation by Division 42 in any Interdivisional Task Force is intended to be temporary, an agreement to participate must be accompanied by the adoption by the Board of a specified timetable for the completion of the body's mission and participation then being ended. Any decision to extend the term of participation shall itself require a two-thirds (2/3) affirmative vote of Directors present and voting at any regular or special meeting of the Board.

6. Liaison relations designed to further the aims and purposes of the Division within the APA and the attendant appointment of a Liaison from the Division to various APA governance bodies may be established on recommendation of the President-Elect with the advice and consent of the Board of Directors. Such Division Liaisons shall be appointed for renewable one (1) year terms, shall represent the perspectives of the Division before the governance bodies to which they are assigned, and shall keep the Board of Directors apprised of relevant developments evolving in those bodies.

B. The Board of Directors shall conduct a review of its priorities, the elements of its extant governance structure, and the relationship of its structure to its intended functions no less often than every five (5) years. As part of said review, the Board may require that each element of the governance structure in existence during the year of the scheduled review provide the Board with a recommendation that it be terminated or with a petition and rationales for its continuation.

Article VIII

Voting

A. Except where otherwise stated in these Bylaws, voting shall be conformed to the following rules: decisions of the membership on referenda shall be by majority vote of those returning mailed ballots; decisions of the Board of Directors on matters properly placed on an agenda for Board action shall be by majority affirmative vote of those present and voting; and decisions on all matters agreed to by all other governance bodies of the Division and reported to the Board of Directors shall be by majority affirmative vote of those present and voting.

Article IX

Nominations and Elections

- A. The Board of Directors shall have the authority to adopt policies and procedures for the conduct of the Division's nominations and elections so long as the Board's actions are in conformity with these Bylaws and with the elections policies and procedures of the APA.
- B. In the case of a protest lodged by a member or members with the Board of Directors about the conduct or outcomes of an election, the Board of Directors, at its discretion, may direct the Nominations and Elections Committee to act as a hearing body and to make a recommendation, after said hearing, to the Board of Directors about a response the Board might make to the person or persons raising the protest. Such recommendation of the Committee on Nominations and Elections shall be limited to a recommendation to confirm the protested election or a recommendation that the Board direct a new election to be held. In the making of its recommendation, the Committee shall provide the Board of Directors with its rationale. In formulating a final disposition of the protested election, a vote by the Board of Directors on the Committee's recommendation shall be conclusive.
- C. Should the protest lodged contain allegations of irregularities in the conduct of the election brought about by the actions of the Committee on Nominations and Elections itself, then the President, with the advice and consent of the Board of Directors, shall appoint a special ad hoc Committee on the disputed election to discharge the functions of the Committee on Nominations and Elections noted above.
- D. Any person serving as a member of the Board of Directors who, during the term of his/her incumbency, is elected to some other position on the Board, must, upon his/her election, vacate the prior position.

Article X

Meetings

- A. The Division shall hold an annual scientific and professional meeting at the time and place of the annual meeting of the APA for the presentation of scientific papers and for the discussion of professional matters in the fields of the Division's interests. The Division shall coordinate its program with and shall participate in the program of the APA.
- B. The Division may in any given year and at the discretion of the Board of Directors also hold other scientific and professional meetings for the presentation of scientific papers and for the discussion of professional matters in the fields of the Division's interests.

- C. There shall be an Annual Membership Meeting held in conjunction with and in the locality of the annual meeting of the APA. At the discretion of the Board of Directors, in any given year there may also be additional Membership Meetings. The purpose of these Membership Meetings shall be to provide a review by the membership of prior Board of Directors' actions and an opportunity for a personal exchange of information about matters of mutual concern between the membership of the Division and its Board of Directors. Any member of the Division shall have the right to place a matter on the agenda of any Membership Meeting by directing the matter to the Secretary at least forty-eight (48) hours before the scheduled meeting time.
- D. Notice of all scientific, professional, and membership meetings of the Division shall be published and sent to the membership.

Article XI

Finances

- A. Membership dues are those amounts established each year for each member and paid to the Division by the APA out of the member's annual dues paid to APA.
- B. The charges of any additional or special membership assessments beyond those specified in Article XI, Section A of these Bylaws shall be determined by two-thirds (2/3) vote of those present and voting at any duly convened meeting of the Board of Directors.
- C. An assessment shall remain in force each subsequent year unless changed by the Board of Directors; a request for such a change may be initiated by any member of the Board of Directors.
- D. On the occasion of its meeting in conjunction with the annual convention of the APA, the Board of Directors, on recommendation of the Finance Committee and Treasurer, shall adopt an annual preliminary budget of anticipated income and expenditures for the fiscal year commencing the next January 1. A copy of said budget shall be made available to any interested party at the Annual Membership Meeting and shall be disseminated to the entire membership through the Division's communication media. In advance of the first meeting of the Board for the fiscal year described in the preliminary budget, the Division's Finance Committee, in consultation with the Treasurer, shall conduct a review of both the income and expenses in that budget and make recommendations about any adjustments it deems prudent following this review. The Board of Directors will consider the recommendations and will then vote to adopt a final budget prior to the close of its first meeting of the budget year.
- E. Disbursement of funds of the Division shall be made as follows:
 - 1. The Board of Directors shall authorize disbursement within the amounts of the approved budget for any and all purposes not inconsistent with the policies or Bylaws of the Division or with the policies or Bylaws of the APA.
 - 2. The Treasurer, with the concurrence of the President, is authorized to reallocate unexpended funds from one category of the approved budget to another, provided only that total approved expenses for the year are not exceeded.

3. Once a final budget has been approved in accordance with Article XI, Section D of these Bylaws, disbursements of any amounts for items not contained in the approved budget but for a purpose harmonious with the aims of the Division may be authorized by a vote of the Board of Directors present and voting, provided only that such expenditures will not require an increase in the approved total expenses during the fiscal year in which they shall be made.
 4. Should the Board of Directors desire to undertake programs during the calendar year the cost of which would result in the need to increase the approved expense budget, then the Board, upon a two-thirds (2/3) vote of those present and voting, may approve such programs and modify the total amount of the approved expense budget.
- F. The fiscal year of the Division shall commence on January 1 and end on December 31 of each calendar year.
- G. The Treasurer is authorized to sign checks on behalf of the Division or to direct the disbursement of funds duly approved under the provision of Article XI, Section E of these Bylaws. This authority may be extended by the Executive Committee of the Division to another officer.
- H. All contracts and financial documents other than checks that may be necessary for the implementation of programs approved by the Board of Director shall be executed by both the President and the Treasurer.

Article XII

Referenda

- A. A referendum on any matter not inconsistent with these Bylaws or with the Bylaws of the APA may be forwarded to the Board of Directors by a petition signed by not less than three percent (3%) or three hundred (300) voting members of the Division, whichever is greater.
- B. The Board of Directors shall delegate to the Secretary the responsibility for certifying that the referendum petition is proper and that its signatures are valid.
- C. Upon certification by the Secretary, the Board of Directors shall direct the holding of a mail ballot on the matter within ninety (90) days of the receipt of the petition. Such ballot shall be mailed to the last known post office address of each Fellow and Member along with statements which specify the arguments for and against the proposed referendum. The polls shall close, and ballots shall be counted forty-five (45) days after mailing, and the voting period shall then be considered ended.

Article XIII

Amendments

- A. An amendment to these Bylaws may be proposed by a majority of the Board of Directors or by a petition of three percent (3%) or three hundred (300) voting members of the Division, whichever is greater, presented to the Board of Directors.

- B. After an amendment has been reviewed by the Board, it shall be submitted to the membership for approval. The tally of the Board vote shall be reported to the membership, and if and only if at least three members of the Board of Directors request them, the required ballot shall be accompanied by statements that specify the arguments for and against the proposed amendment. The polls shall close, and ballots shall be counted forty-five (45) days after mailing, and the voting period shall then be considered ended. An affirmative vote of two-thirds (2/3) of the voting members who have returned their ballots shall be required to ratify the proposed amendment which shall then go into effect.

Article XIV
Dissolution

- A. Psychologists in Independent Practice: A Division of the American Psychological Association (Division 42) may be dissolved in accordance with the principals specified in the Bylaws of the APA. In addition, the Division may be dissolved, upon recommendation of the Board of Directors, by a two-thirds (2/3) vote of those Division members voting to ratify such a recommendation by a mail ballot. In the case of the dissolution of the Division, any assets remaining in the Division’s Treasury shall become the property of the APA.

Article XV
Bylaws Implementation

- A. Procedures for implementing these Bylaws and such other policies that have been and shall be from time to time adopted by the Board of Directors are contained in the Division’s Policies and Procedures Manual. All extant Division policies and procedures not set forth in these Bylaws are therein contained-

Last ratified: June 2020
January 2017
May 2015
August 2010
March 2008
December 2007
December 2006
May 2005
October 2003
February 28, 2003
December 1, 1999
December 1, 1998