



BYLAWS
of
THE INSTITUTE OF CONTEMPORARY PSYCHOTHERAPY + PSYCHOANALYSIS
Incorporated under the laws of the District of Columbia

PREAMBLE

Spirit of the Bylaws

The spirit of these bylaws is to assist in establishing an open and effective organization, which promotes the study of contemporary psychotherapy and psychoanalysis in an ambience of collegiality, democratic process, and open mindedness. Future questions which do not fall under the guidance of these bylaws shall be referred to an ad hoc committee for the writing of any new bylaws, after which they must be approved by a two-thirds majority of votes cast representing at least one half of the Institute's currently registered membership in order to take effect. Voting may be accomplished by mail, e-mail or at a scheduled meeting by a show of hands or private ballot, or a combination of these methods. Issues that require urgent action, when bylaws have not anticipated the need, shall be acted upon by a two thirds majority of the Full Board and also be referred for the timely writing of bylaws.

ARTICLE ONE

Name Location and Offices

- 1.1 Name. The name of this Corporation shall be "The Institute of Contemporary Psychotherapy + Psychoanalysis, Inc.," and will be referred to as "Institute" in this document.
- 1.2 Registered Office and Agent. The Institute shall maintain a registered office in the District of Columbia, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the District of Columbia Non-Profit Corporation Act.
- 1.3 Other Offices. The principal office and any other offices of the Institute shall be located in such place or places, within or without the District of Columbia, as the Board of Directors may determine.

ARTICLE TWO

Purposes of Governing Instruments

2.1 **Non-profit Corporation.** The Institute shall be organized and operated as a non-profit Corporation under the provisions of the District of Columbia Non-Profit Corporation Act.

2.2 **Section 501(c)(3) Only.** As provided more fully in the Institute's Articles of Incorporation, the Corporation shall be organized and operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 ("Code").

2.3 **Governing Instruments.** The Institute shall be governed by its articles of incorporation and its bylaws.

ARTICLE THREE

Categories of Membership

3.1 **General Members.** Membership is open to all persons interested in the study and application of the fields of psychotherapy and psychoanalysis.

3.2 **Members-in-Training.** This group consists of those individuals currently enrolled as trainees in one of the Institute's training programs.

3.3 **Student Members.** Student members are professionals in clinical training who have not yet received their graduate degrees and professional licenses.

ARTICLE FOUR

Governance

4.1 **Board of Directors.** The governing of the Institute and the management of its affairs shall be vested in the Board of Directors, hereinafter called the "Board." All of the powers, duties and functions of the Institute as conferred by the articles of incorporation, these bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised and performed by the Board.

(A) The Board shall advise, oversee, and manage the affairs and property of the Institute; shall determine its policies or changes therein; and shall actively pursue its objectives and supervise the disbursement of its funds. The Board may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the Institute as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an Executive Committee (as defined below). Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation and these bylaws. The fundamental purposes of the Institute, as expressed in the articles of incorporation and these bylaws, shall not be amended or changed.

(B) The Board shall not permit any part of the net earnings or capital of the Institute to inure to the benefit of any Board member or other private person or individual. The Institute, however, shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

(C) The Board may, from time to time, appoint as advisors persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Institute.

(D) The Board is authorized to employ such person or persons, including an administrator, attorneys, accountants, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the Institute, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

4.2 Membership of the Board of Directors. The Board shall consist of 16 Directors: the 8 Officers of the Institute, as defined below, the (1) Treasurer, the (1) Secretary, the (1) Chair of the Continuing Education/CME Committee, the (1) Study Group Coordinator, the (2) Co-Coordinators of Short Courses, two (2) Representatives elected by the membership, one (1) Representative elected the Members-in-Training, and the most recent Director Emerita/Emeritus.

(A) Officers and Executive Committee: The Officers of the Institute shall perform the executive functions of leadership and administration and shall comprise the Executive Committee. The Officers shall be: The Three Directors of the Institute and the three Associate Directors of Conferences, Member Relations, and Outreach and Diversity. If a position is shared, the individuals sharing the position will vote together as one. These individuals shall be members of the Board of the Institute and also shall comprise the Executive Committee. The Executive Committee shall meet as needed, often quarterly. All actions recommended by the Executive Committee will be referred to, reviewed by, and voted upon if appropriate by the full Board. If urgent action is necessary, the Executive Committee may exercise all of the powers of the Board of Directors, between meetings of the Board, as permitted by the District of Columbia Non-Profit Corporation Act.

(1) *Director.* The Director is the principal executive officer of the Institute and shall preside at all meetings of the Board of Directors. The Director, along with the Associate Directors, is responsible for setting the tone and pace of the Institute's activities, acting as an information nodal point for the wealth of activities at the Institute, and facilitating the growth and nurturance of activities which satisfy the spirit of the bylaws. The Director may create new standing committees or replace committee chairpersons as needed.

The Director and Associate Directors shall report to the membership about the current membership, educational, and training programs of the Institute. Monthly Board meetings (from September - May) will include information about the financial status of the

Institute, organizational developments, appointments, changes, and all other related Institute activities.

(2) *Associate Director of Training.* The Associate Director of Training will coordinate all Institute training programs by promoting effective and efficient communication among the training programs, and by coordinating training activities, policies, procedures, and concerns among the program Chairs and Co-chairs. The Associate Director of Training provides coordination for the following areas: the Psychotherapy (CAPP) Program, the Psychoanalytic Program, the Couple Program, and the Fellowship Program. The Associate Director of Training also provides coordination for the Reduced Fee Referral Service, Faculty Training, and Graduation.

The Chair of Psychotherapy Training (CAPP), the Chair of Psychoanalytic Training, and the Chair of Couples Training will supervise and review the operation of his/her specific training program. The Training Program Chairs and Co-chairs may also attend Board meetings to facilitate more direct input and communication. However, only the Associate Director of Training will be a voting Board member. Training program changes in intent, duration of training, selection process and other substantive issues should be discussed with the Associate Director of Training, who, at his/her discretion, will determine whether they should be brought before the Board.

(3) *Associate Director of Conferences.* The Associate Director of Conferences provides coordination for the scheduling, development, and execution of all conferences for the Institute. The Associate Director of Conferences shall provide coordination for the conferences portion of the Continuing Education Committee. The Associate Director of Conferences has responsibility for the Speaker Conferences, Scientific Day, the Bruce Wine Conference, and the oversight of the One-Year Institutes. The Associate Director of Conferences may appoint Chairs and/or committees for specific conferences, and work closely with them on the development and execution. The Associate Director of Conferences is responsible for obtaining input from the membership regarding ideas for conferences and speakers. The Associate Director is also responsible for communication with speakers, and for being part of a team with the Associate Director of Education and CE committee members to monitor and make use of program evaluation data.

(4) *Associate Director of Education.* The Associate Director of Education provides coordination for our study groups, short courses, the CE/CME Committee, and the library.

(5) *Associate Director of Member Relations.* The Associate Director of Member Relations provides coordination for enrolling, orienting, and mentoring new members, as well as facilitation of individual newsletter interviews to introduce new members to the membership. The Associate Director of Member Relations will execute the decision to reduce membership fees as needed, and populate a Nominations and Elections Committee that will coordinate the nomination and election of candidates.

(6) *Associate Director of Administration.* The Associate Director of Administration attends to the level of resources -- financial and human -- needed for projects and responsibilities assumed by the Board, and provides leadership around resources availability. Thus the Associate Director of Administration participates in analysis of ICP+P operations, and is the liaison with the Treasurer and with the ICP+P Administrator, overseeing their operations. The Associate Director of Administration has responsibility for office systems and facility management.

(7) *Associate Director of Outreach and Publicity.* The Associate Director of Outreach and Diversity oversees the juncture between ICP+P and the external environment. This person or persons (co-associate directors are welcome) will coordinate outreach efforts to recruit members and Members-In-Training, and also coordinate the organization's commitment to anti-racism and inclusivity. This position will help to develop scholarships for Black, Indigenous, and People of Color; initiate and maintain collaborations with other institutes and training programs; and help to develop programs within ICP+P with the intention of creating a safe and welcoming environment for all.

(B) Treasurer. The Treasurer is responsible for oversight of ICP+P's finances --both helping to set ICP+P's financial goals and monitoring its actual financial position. The Treasurer utilizes the tools available (QuickBooks and Excel spreadsheets) to track and analyze the organization's finances and to recommend changes as needed to the Board. The Treasurer will chair the Finance Committee and liaise with other members of the Board on financial matters. The Treasurer and ICP+P's Administrator coordinate their efforts to produce reports as needed. The Treasurer shall perform other duties and have other authority and powers as the Board may prescribe or as the Director may from time to time delegate.

(C) Secretary. The Secretary shall attend all meetings of the Board and record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall perform other duties and have other authority as the Board may prescribe or as the Director may delegate.

(D) The Chair of the CE/CME Committee. The CE/CME chair coordinates with the Director, Associate Director of Training, the Associate Director of Conferences, the Chairs of ICP+P's training programs, the Study Group Coordinator, and the Short Course Coordinator in planning, implementing and evaluating ICP+P's CE/CME program.

The Committee's tasks shall include, but not be limited to, (a) ensuring accuracy in our publicity for educational offerings; (b) ensuring no financial conflict of interest exists for persons offering educational programming; (c) ensuring that persons offering educational programming have the requisite expertise to do so; (d) collecting evaluation data of educational programming and using this data with relevant program planning coordinators within ICP+P to improve programming; (e) providing accurate

certification of CE/CME credits earned; (f) coordinating with our accrediting organizations and providing them reports as required as well as membership fees.

(E) The Coordinator of Professional Peer Groups. The Coordinator of Professional Peer Groups directs the activities of professional peer groups and acts as a liaison between professional peer group leaders and the ICP+P members. The Coordinator of Professional Peer Groups assists in the formation of groups, and communicates notice of sign-ups and procedures to the membership. The Coordinator for Professional Peer Groups assists new members seeking a group outside the sign-up period. The bulk of the work occurs during the sign-up period, which occurs every two years. The Coordinator convenes a meeting of professional peer group leaders at the end of a two-year cycle for planning and review.

(F) The Coordinator of Short Courses. Coordinator of Short Courses has been elevated to a Board position. Short Courses provide an informal, intimate setting in which ICP+P members and others can present their ideas and work. The Coordinator of Short Courses works closely with the ICP+P Administrator to carry out the following responsibilities: 1) Recruiting presenters who are qualified to teach their chosen topic. Priority is given to recruiting ICP+P members as presenters. 2) Ensuring that presenters complete contractual agreements and write an APA-approved course description and learning objectives. 3) Obtaining approval of the course from the ICP+P Board Continuing Education Committee. 4) Ensuring that courses are widely publicized, participants are registered, full attendance is documented, evaluations are completed, and CEU certificates are sent. 5) Providing technical support if necessary. 6) Informing and co-planning with the ICP+P Board.

(G) Representatives. The three Representatives (two elected by the full membership and one by the Members-in-Training only) will assist in the planning, review and decision making process of the Board. They will serve as liaisons between the membership and the Board and the trainees and the Board, respectively, ensuring that the concerns of members and trainees are brought to the Board and that the members and trainees are informed of Board decisions. Representatives are expected to serve on committees, or as chairpersons of committees, that are formed to carry out the work of the Institute.

(H) Emeritus Service. In order to retain access to the experience and knowledge of outgoing Board members, each Board member shall remain in Emeritus status for the the first year of the next two two-year term of office, prepared to assist and advise the new Board at their request.

The outgoing Director will continue to serve for an additional year as Director Emerita/Emeritus, a voting member of the Board, and a member of the Executive Committee if requested. The Director Emerita/Emeritus will attend all Board meetings unless otherwise arranged with the Director.

4.3 Manner of Election and Terms of Office. In 2006, the Board voted to stagger elections so that substantial experience would not be lost during Board transitions. Therefore, elections will occur each year for some Board positions. Board members (with the exception of the Member-in-Training Board Representative) will continue to be elected to two-year terms. The Member-in-Training Board Representative will be elected to serve a one-year term, elected in the fall once the new training program classes have commenced.

Officers of the Board may extend their term from two years to three years; they will run for election only if opposed by a member seeking to hold that position. Otherwise, the third year extension will be automatic.

All officers, and all Board Representatives except the Members-in-Training Representative, must be elected by a majority of votes cast; provided, however, that such majority must consist of the votes of more than 50% of all members.

The Board Representative of the Members-in-Training membership category must be elected by a majority of votes; provided, however, that such majority must consist of the votes of more than 50% of all Members-in-Training.

There shall be no limitation on the number of successive terms of office for which a board member may serve.

(A) Nominations. A Nominations and Elections Committee will coordinate the nomination and election of candidates. The Director and Co-Director shall appoint this committee consisting of a Chairperson and three members who are not currently serving on the Board. The Nominations and Elections Committee will solicit open nominations from the membership. Nominations may be made by individual members (including self-nominations) or by any group of members. The Nominations and Elections Committee will interview each person nominated and determine his/her willingness to run. No one will be placed on the final election ballot for election to more than one office. Finally, the slate of willing nominees will be prepared and submitted to the full membership.

Nominations must be received by March 15 in order to allow for the ballot to be mailed to all members by April 1. The election process will be completed by April 30 and transfer of responsibilities will occur at the May Board meeting.

(B) Removal. A Board member may be removed only in extreme circumstances following an evaluation process by a special committee, a recommendation of removal by the committee, and the concurrence by two-thirds (2/3) majority vote of the entire Board.

(C) Resignation. Any Board member may resign by providing written notice to the Board, the Director or the Secretary of the Institute. Such written notice shall contain

the effective date of the member's resignation or shall be deemed effective upon actual receipt.

(D) Vacancies. Any vacancy on the Board arising at any time and from any cause, including the authorization of an increase in the number of Board members, may be filled by an interim election. Such election will follow the established election procedure in Section 4.3(A). If urgent action is required to fill a vacancy for an unexpired term, the Board may do so by a majority vote of the members. Each member so elected shall hold office until the next scheduled election of the Board.

4.4 Committees of the Board of Directors. By resolution adopted by a majority of the Board, the Board may designate one or more committees.

4.5 Compensation. No Board member of the Institute shall receive, directly or indirectly, any salary or compensation unless authorized by the affirmative vote of all Board members.

ARTICLE FIVE

Meetings of the Board of Directors

5.1 Place of Meeting. Meetings of the Board of Directors may be held at any place within or without the District of Columbia, agreed upon by the full Board.

5.2 Regular Meeting Notice. Regular meetings of the Board of Directors occur monthly between the months of September through May of each year, at such times and at such places as the Board may agree. The time and place of each regular meeting shall be agreed upon at the first meeting of the new Board, and can be renegotiated as needed throughout the year.

5.3 Special Meetings Notices. Special meetings of the Board may be called by or at the request of the Director or by any two of the Board members in office at that time. Notice of the time, place and purpose of any special meeting of the Board shall be given by the Co-Director either personally or by telephone or by mail or by facsimile transmission or by e-mail at least seventy-two (72) hours before such meeting.

5.4 Quorum. At meetings of the Board, 60% of the voting Board members shall be necessary to constitute a quorum for the transaction of business.

5.5 Vote Required for Action. Except as otherwise provided in these bylaws, the act of a majority of the Board members present at a meeting where a quorum is present at the time shall be the act of the Board of Directors. Should the Board become deadlocked, the issue may, at the discretion of the Director, be tabled until a later time or be referred to the membership for a vote.

5.6 Action by Board of Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing or e-mail, setting forth the action so taken, is signed by all of the members of the Board. Such consent shall have the same force and effect as a unanimous vote at a

meeting duly called. The signed consent, or a signed copy or electronically dated copy, shall be placed in the minutes book.

5.7 Telephone and Similar Meetings. Board members may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

5.8 Adjournments. A meeting of the Board, whether or not a quorum is present, may be adjourned by a majority of those present.

ARTICLE SIX

Notice and Waiver

6.1 Procedure. Whenever these bylaws require notice to be given to any Board members, the notice shall be given as prescribed in Article Five.

6.2 Waiver. Whenever any notice is required to be given to any Board member by law, the articles of incorporation, or by these bylaws, a waiver in writing signed by the Board member entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

ARTICLE SEVEN

Contracts, Checks, Deposits and Funds

7.1 Contracts. The Board may authorize any officer or officers, agent or agents of the Institute, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Institute. Such authority must be in writing and may be general or confined to specific instances.

7.2 Checks Drafts Notes etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Institute shall be signed by such officer or officers, agent or agents, of the Institute and in such other manner as may be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the Director or Co-Director of the Institute.

7.3 Deposits. All funds of the Institute shall be deposited to the credit of the Institute in such banks, trust companies or other depositories as the Board may select.

7.4 Gifts. The Board, the Director or their designees, may accept on behalf of the Institute any contribution, gift or bequest for the general purposes or for any special purpose of the Institute.

ARTICLE EIGHT

Indemnification and Insurance

8.1 **Indemnification.** If any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Institute against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, by reason of the fact that such person is or was a Board member, employee, or agent of the Institute, then the Institute shall determine in the manner provided under District of Columbia law whether or not indemnification is proper under the circumstances. If it is determined that such indemnification shall be provided, such person may be indemnified to the fullest extent now or hereafter permitted by District of Columbia law.

8.2 **Indemnification Not Exclusive of Other Rights.** The indemnification provided in Section 8.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or any agreement, vote of disinterested Board members, or otherwise as to action taken in an official capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a Board member, employee, or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

8.3 **Insurance.** To the extent permitted by District of Columbia law, the Institute may purchase and maintain insurance on behalf of any person who is or was a Board member, employee, or agent of the Institute.

ARTICLE NINE

Conflict of Interest and Compensation Policy

9.1 **Prevention of Conflicts of Interest.** Any Board member or employee of the Institute who has a direct or indirect financial interest in a transaction or arrangement which might benefit the private interest of such Board member or employee of the Institute ("Interested Person") shall disclose the existence of such financial interest and all material facts related thereto to the Board of Directors considering the proposed transaction or arrangement. A person has a financial interest if the person has, directly or indirectly, through business, investment or family, any of the following: a) an ownership or investment interest in any entity with which the Institute has a transaction or arrangement; b) a compensation arrangement with the Institute or with any entity or individual with which the Institute has a transaction or arrangement; or c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Institute is negotiating a transaction or arrangement. Following disclosure of the financial interest and all material facts related thereto to the Board, and any discussion with the Interested Person, the Interested Person shall leave the board meeting while the Board discusses and votes on whether a conflict of interest exists. If the Board determines that a

conflict of interest exists, it shall follow procedures addressing such conflict of interest pursuant to a written Conflict of Interest and Compensation Policy adopted to avoid "excess benefit transactions" subject to intermediate sanctions and excise taxes under Section 4958 of the Internal Revenue Code of 1986, as amended.

9.2 Compensation Policy. No Interested Person shall vote on any matter relating to his or her compensation, irrespective of whether said compensation is received directly or indirectly, from the Institute. The Institute shall endeavor to ensure that all compensation arrangements affecting Interested Persons are objectively fair, ordinary and reasonable.

ARTICLE TEN

Miscellaneous

10.1 Books and Records. The Institute shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors.

10.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in a standard, circular form for District of Columbia corporations or in such other form as the Board may from time to time determine.

10.3 Fiscal Year. The Board is authorized to fix the fiscal year of the Institute and to change the same as it deems appropriate. The Institute operates on a fiscal year from July 1 to June 30 each year.

10.4 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

10.5 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (A) The remainder of these bylaws shall be considered valid and operative.
- (B) Effect shall be given to the intent manifested by the portion held invalid

or inoperative.

10.6 Headings. The headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written materials.

10.7 Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation.

10.8 Scholarship Policy. ICP+P will abide by its scholarship policy.

ARTICLE ELEVEN

Amendments

1 1 .1 Power to Amend Articles of Incorporation and Bylaws. The Board shall have the power to recommend to the membership amendments to the articles of incorporation and the power to recommend alterations, amendments or repeal of these bylaws or adoption of new bylaws, subject, however, to all limitations imposed by the articles of incorporation.

1 12 Conditions. Action by the Board with respect to amending the articles of incorporation or the bylaws shall be taken by a two-thirds (2/3) majority vote of all of the voting Board members. At such time as the bylaws should need to be altered, amended or repealed, such changes would be proposed to the full membership and a vote would be called. Two-thirds (2/3) of fifty percent (50%) of the membership is needed to approve new bylaws for them to take effect.

ARTICLE TWELVE

Tax-Exempt Status and Public Support Status

12.1 Tax-Exempt Status. The affairs of the Institute at all times shall be conducted in such a manner as to assure its status as an organization defined in Internal Revenue Code Section 501 (c)(3) which is qualified for exemption from tax pursuant to Section 501 (c)(3) of the Internal Revenue Code.

12.2 Public Support Status. The Institute at all times shall be conducted in such manner as to assure its status as a publicly supported organization defined in Internal Revenue Code Sections 509(a)(1), 509(a)(2) or 509(a)(3).

ARTICLE THIRTEEN

Dissolution

13.1 Dissolution. Upon dissolution of the Institute, any assets remaining after paying or making provision for the payment of all the liabilities of the Institute shall be disposed of in accordance with the laws of the District of Columbia and Section 501 (c)(3) of the Internal Revenue Code.

CERTIFICATION

I HEREBY CERTIFY that the bylaws for ICP+P, attached hereto, are the current rules of operation.

Date: _____

By: _____

Secretary