

BYLAWS

ARIZONA PSYCHIATRIC SOCIETY

CHAPTER ONE. NAME; PURPOSES; LEGAL IDENTITY

Section 1.1 Name. The name of this organization shall be the Arizona Psychiatric Society (herein after referred to as the “Society”).

Section 1.2 Purposes and Objectives. The purposes for which the Society is organized are: (a) to improve the treatment, rehabilitation, and care of persons with mental disorders (including mental retardation and substance-related disorders; (b) to promote research, professional education in psychiatry and allied fields, and the prevention of psychiatric disabilities; (c) to promote the common professional interests of its members; (d) to advance the standards of all psychiatric services and facilities; (e) to foster the cooperation of all who are concerned with the medical, psychological, social, and legal aspects of mental health and illness; (f) to make psychiatric knowledge available to practitioners of medicine, to scientists, and to the public; (g) to promote the best interests of patients and those actually or potentially making use of mental health services; (h) to advocate for its members; and (i) to function within the State of Arizona as a District Branch of the American Psychiatric Association (the “Association” or the “APA”).

Section 1.3 Legal Identity. The Society is organized exclusively as a professional organization not organized for profit, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Section 1.4 Dissolution. In the event of dissolution, all assets of this Society shall be forthwith distributed to the APA solely for scientific and educational purposes, following procedures compatible with the rules and regulations of the Internal Revenue Service governing distribution of funds of and for non-profit organizations which are in force at the time of dissolution.

Section 1.5 Territorial Jurisdiction. For the objectives stated above, the territorial jurisdiction of the Society shall be delimited by the boundaries of the State of Arizona.

CHAPTER TWO. MEMBERS

Section 2.1 Membership Requirements. Requirements for membership in the Society shall be the same as those for the Association at the time of application. Adoption of these Bylaws shall not change the membership status of members at the time of adoption.

Section 2.2 Qualifications. Any physician who is eligible for the categories of membership below shall be eligible for membership.

Section 2.3 Categories of Society membership. There shall be the following categories of members who are to qualify according to the standards and procedures of the Association as set forth in Chapter 2.1 of the APA Bylaws. They are (a) Medical Student Members; (b) Resident-Fellow Members; (c) Associate Members; (d) General Members; (e) Fellows; (f) Distinguished Fellows; (g) Honorary Fellows; (h) Life Members; (i) Life Fellows; (j) Life Associate Members; (k) Distinguished Life Fellows; (l) Inactive Members or (m) Inactive Fellows. The Associate Member category is closed to new members. Categories of membership and qualifications thereof in the Society shall be consistent with those of the Association.

Section 2.4 Voting. The right to vote shall be the same as in the APA Bylaws. Members with voting rights are Resident-Fellow Members, General Members, Fellows, Distinguished Fellows, Life Members, Life Fellows, and Distinguished Life Fellows. All other categories of membership are non-voting. Each voting member shall have one vote. Votes may not be cast by proxy.

Section 2.5 Election to Membership. Applications for membership in the Society shall be made in accordance with procedures established from time to time by the Executive Council.

Section 2.6 Transfer and Advancement. Procedures for transfer of membership between district branches of the Association and for advancement of membership shall be established by the Association. In the event of such a transfer or advancement being denied, any appeal shall be conducted in accordance with procedures to be established from time to time by the Association.

Section 2.7 Application of Fellows and Nomination of Distinguished Fellows. Application of General Members for fellowship status is primarily the responsibility of the APA. Nomination of General Members or Fellows for distinguished fellowship status is primarily the responsibility of the Society. Election of Fellows and Distinguished Fellows is by the Board of Trustees of the Association upon recommendation of the Association's Membership Committee.

Section 2.8 Dues. Every Life Member, Life Fellow, Life Associate, Distinguished Life Fellow, Fellow, Distinguished Fellow, General Member, Associate Member, and Resident-Fellow Member shall pay both dues and assessments as determined by the Society.

Section 2.9 Inactive Status and Dues Waiver. Members of any category may be placed in inactive status by the Board of the Association and excused from paying dues in both the Association and the Society. Inactive members shall not receive credit toward the number of years of active membership required for Life status for those years of inactive status. Active members may be granted waiver of dues by the Board of the Association for sufficient reason, and such members shall receive credit toward the number of years of active membership required for Life status for those years the members are in the dues waiver status.

Section 2.10 Dismissals and Resignations.

(a) Any dues-paying member of the Association and/or the Society who fails to pay all dues and assessments may forfeit his or her memberships.

(b) See also Chapter Seven, Ethics Complaints and Disciplinary Procedures.

CHAPTER THREE. EXECUTIVE COUNCIL

Section 3.1 Number. The voting members of the Executive Council shall consist of a President, a President- Elect, a Vice President, a Secretary, a Treasurer, the Assembly Representative(s), and Resident-Fellow Member Representative. These officers, together with the two immediate Past Presidents and other voting members duly elected as Councilors shall constitute the Executive Council. In addition, Chapter Presidents (or their designates) shall also become members of Council.

Section 3.2 Nomination Procedures. Only voting members shall be eligible for nomination and election to office. All officers shall be elected in the following manner:

(a) A Nominations and Elections Committee composed of at least three (3) members, no more than two from any one Chapter, shall be appointed by the Council in sufficient time to report at least one nomination for each office to the Executive Council by January 15th. The Nominating Committee's Report shall be communicated to the voting membership by February 15th.

(b) Any voting member may, on his or her own initiative, make a nomination for any office by a Petition received by the Executive Council no later than March 15th and signed by at least 10% of the voting membership.

(c) If there is no contest for any office after nominations are communicated to the voting membership and before March 15th, the President may call for an immediate vote of the membership and unanimous election of the proposed slate may be effected at the annual meeting of the Society. If there is a contest for one or more office, the Secretary will send a written ballot thereafter to all voting members, the ballot containing all nominations.

(d) If a written ballot is required, election will be affected in the following manner: all ballots received by the Nominations and Elections Committee by the specified date will be tabulated, and an announcement made at the annual meeting of the Society. The candidate for each office receiving the greatest number of votes shall be declared elected.

Section 3.3 Quorum; Action. One-third of the voting members of the Council shall constitute a quorum of the Council. Unless otherwise specified, a quorum of the active

members of the Society shall be those members voting, at any particular time. Unless otherwise provided in these Bylaws, the act of a majority of the voting members present at any meeting at which there is a quorum shall be the act of the Council.

Section 3.4 Meetings. Meetings of the Society shall be held at least annually unless otherwise determined by the Executive Council. The annual business meeting shall be held in the month of March, April, or May. Special meetings may be called by the President or upon petition signed by at least one-third of the voting membership of the Society. Members shall be notified of meetings by the Secretary not less than one week before the meeting. The procedure of the Society shall be governed by *Robert's Rules of Order* (current edition).

CHAPTER FOUR. OFFICERS

Section 4.1 Officers Designated. The officers of the Society shall include a President, a President-Elect, a Vice-President, a Secretary, a Treasurer, or a Secretary/Treasurer, Representative(s) to the APA Assembly, Resident-Fellow Member Representative, and such other officers and assistant officers as the Executive Council may from time to time determine. No two offices may be held by the same person.

Section 4.2 President. The President shall be the chief executive officer of the Society. The President shall preside at all meetings of the membership and of the Council and shall otherwise perform such duties as are customary for presiding officers.

Section 4.3 President-Elect. The President-Elect, in the absence of the President, shall perform the duties of the President. The President-Elect shall assume the office of President as of the last day of the Association annual meeting on or about one year following his/her election as President-Elect. The President-Elect shall assist the President by acting as overall coordinator of all committee functions.

Section 4.4 Vice President. The Vice President shall assist the President in fulfilling the obligations of the office as the President may decide.

Section 4.4 Secretary. The Secretary shall keep a record of the proceedings of all meetings of the Society and of the Council; keep a list of all members; issue notices of all meetings; notify officers and members of committees of their election or appointment; and certify all official records.

Section 4.5 Treasurer. The Treasurer or agents authorized by the Council to act for the Treasurer shall have charge of all funds and collect all dues; pay all expenses of the Society by and with the consent and approval of the membership; make an annual report to the Society on the official transactions of income and expenditures of the Society at a specified meeting; and sign all checks of the Society. The Treasurer shall submit a proposed budget for the upcoming year to the Executive Council prior to its final meeting of the year.

Section 4.6 Representative to Assembly. There shall be elected Representatives to the Assembly of the American Psychiatric Association, serving alternating two-year terms. Such Representatives to the Assembly of the APA shall represent the Society in

the Assembly and/or its subgroups, at all official meetings of the Association, and report back to the Society. Should the membership in the Society increase to a number that will allow for additional Assembly representation, those additional Assembly Representatives shall be elected and shall serve in alternating two-year terms.

Section 4.7 Resident-Fellow Member Representative. The Resident-Fellow Member Representative shall be a voting member of the Executive Council and shall represent the interests of the residents to the Executive Council and shall perform all duties as the President may decide.

Section 4.8 Assumption of Office. All officers shall assume their respective offices at the close of business on the last day of the Annual Meeting of the Association, and with the exception of the Representative to the Assembly, shall continue in office for one year, or until their successors are duly elected and assume office. The Representative to the Assembly shall continue in office for two years, or until his/her successor is duly elected and assumes office.

Section 4.9 Recall. An action for recall of an officer or any member of the Executive Council of the Society may be initiated by a petition signed by 10% of the voting members of the Society or by a majority of the voting members of the Council. The petitioners shall set forth the reasons for initiating the petition and this shall be forwarded to the Secretary with a copy to the officer in question. A written ballot shall then be sent to the general voting membership of the Society to be returned no later than 15 days upon its issuance. Recall shall be effected if two-thirds of the voting membership so indicates.

Section 4.9 Vacancies. Vacancies among the officers shall be filled as follows:

(a) President. If the office of President becomes vacant, the President-Elect will become Acting President for the remainder of the year and then will begin his/her term as President.

(b) President-Elect. If the position of President-Elect becomes vacant, the President will request the Nominations and Election Committee to meet at an early date for the purpose of selecting one or more candidates for President-Elect. As soon as practical, at a regular or special meeting, a new President-Elect will be chosen. The person so chosen will serve as President-Elect until the end of the year, when he/she will become President.

(c) Representative to the Assembly. If the position of Representative to the Assembly becomes vacant, the Council will appoint an interim Representative to assume the duties of the office until the following Annual Meeting, when a new Representative to the Assembly shall be elected.

(d) Other Vacancies. In the event any other office becomes vacant before expiration of a term, the Council shall elect a member to serve for the remainder of the term.

CHAPTER FIVE. REPRESENTATIVES

The Society shall be represented at the meetings of the Assembly of District Branches of the American Psychiatric Association and the Area Council by elected Representatives, serving alternating two-year terms. When appropriate, such Representatives shall be instructed by Council and/or Society as to its wishes on various matters. Representatives shall submit reports to the Society on the activities of the Assembly and the Area Council. The Society shall be represented at the Arizona Medical Association House of Delegates by the number of delegates as are allowed by the Bylaws of the Arizona Medical Association as in effect. The ArMA Delegate(s) shall be current members of the Society and shall serve at the discretion of the President.

CHAPTER SIX. COMMITTEES AND OTHER ORGANIZATIONAL ENTITIES

There shall be the following standing committees: Membership, Education, Government Relations, Ethics, Public Affairs, and Nominating, and such other Committees as the Executive Council shall approve. The functions and procedures of such standing committees shall be established from time to time by the Council. The Council, upon recommendation of the President, shall establish or eliminate such other committees and organizational entities as may be necessary to implement the objectives of the Society. The Council, upon recommendation of the President, shall designate the chair and members of each standing committee and each other committee or organizational entity from among the voting members.

CHAPTER SEVEN. ETHICS COMPLAINTS AND DISCIPLINARY PROCEDURES

Section 7.1 Code of Ethics. All members of the Society shall be bound by the ethical code of the medical profession, specifically defined in the *Principles of Medical Ethics* of the American Medical Association and in the Association's *Principles of Medical Ethics With Annotations Especially Applicable to Psychiatry*.

Section 7.2 Ethics Complaints. Complaints charging members of the Society with unethical behavior or practices shall be investigated, processed, and resolved in accordance with procedures approved by the Assembly and the Board of Trustees of the Association. The name of a member who resigns during an ethics investigation will be reported to the membership.

CHAPTER EIGHT. CHAPTERS

Section 8.1. When a group of not less than ten members residing in a contiguous geographical locality within the State of Arizona desire to create a Chapter of the Arizona Psychiatric Society, they will proceed in the following manner:

(a) They will submit to the Secretary of the Arizona Psychiatric Society a petition personally approved by signed statement of the proposed Charter Members

signifying their intention to conduct their chapter organization and business in accordance with the Bylaws of the Arizona Psychiatric Society and proposing the designation by which it would be known and requesting a specific geographic jurisdiction.

(b) The Council will consider the application and make a report and recommendation to the membership of the Society at a regular or special meeting within one year of the application.

(c) If approved by a majority vote of the members present and voting, the Chapter will be created, subject to the provisions of Section 2 of this Article.

At the time when Chapters are first formed, a smaller group may petition for Chapter status and be approved by the Council on grounds of distance from the center of other Chapter groups.

Section 8.2. Following the approval of the first Chapter, the rest of the state may thereafter be organized into one or more Chapters in accordance with the procedure above.

Section 8.3. Classification of membership and qualification for membership shall be the same as for the Society and the APA. Application for membership in the Society from within the territorial jurisdiction of a Chapter shall be made in accordance with procedures established from time to time by the APA Board of Trustees through its Membership Committee. Members of Chapters and members of the Society must be members of the Association.

Members in the Arizona Psychiatric Society residing or practicing within the political boundaries of the State of Arizona, but outside the territorial jurisdiction of any approved Society Chapter, may choose the Chapter to which they wish to belong until such time as a new Chapter may be formed to include their place of residence or practice.

Section 8.4. The Officers of the Chapter will consist of a President, President-Elect, Secretary, Treasurer, and three Councilors, one of whom shall be, after the first year, the immediate Past-President. The President of the Chapter, or his or her designate, shall be a member of the Council of the Arizona Psychiatric Society. Chapter Officers shall be elected at an annual meeting to take place prior to the Annual Meeting of the American Psychiatric Association, and will assume their new responsibilities each year at the close of business of that Annual Meeting in the same manner as the officers of the Society.

Section 8.5. Chapters may form such committees as desired by the officers and the members. Chapters shall have equal representation on all Society committees insofar as possible, the members of which shall be chosen by the Society President or Council from nominees including those submitted by the Chapter President.

Section 8.6. All meetings of each Chapter shall be open to attendance by any member of the Society. Each Chapter shall have sufficient meetings to conduct necessary business and to further the goals of the Chapter and the Society.

CHAPTER NINE. AMENDMENTS OF THE BYLAWS

Amendments to the Bylaws may be initiated by a majority vote of members present at a business meeting of the Society, a quorum being present. The Council will, at its next regular meeting, make a recommendation about the proposed amendment. Council may also originate amendments by three-fourths vote of its members. The Secretary will then send a written ballot to all members, including the full text of the proposed amendment, the recommendation about it made by the Council, and stating the date on which the written ballots are to be counted. The amendment will become effective, if approved by a majority of the written ballots returned by the specified tabulation date. An amendment may alternatively be approved by a two-thirds vote of the members at a regular meeting.

CERTIFICATE

I, Saira Kalia, MD, Secretary of the Arizona Psychiatric Society, the Arizona district branch of the American Psychiatric Association, certify that the foregoing is a true copy of the current Bylaws of the Society as amended on April 27, 2019.

By _____
Saira Kalia, MD
Secretary, Arizona Psychiatric Society