

**BYLAWS OF
THE
AMERICAN PSYCHOLOGICAL ASSOCIATION PRACTICE ORGANIZATION**

ARTICLE I

The name of the Corporation shall be the American Psychological Association Practice Organization (APAPO).

ARTICLE II

PURPOSES

Section 1. Not For Profit. The corporation is organized under and shall operate as a District of Columbia nonprofit corporation, and shall have such powers as are now or as may hereafter be granted by the District Corporation Act, as amended.

Section 2. Purposes. The purpose of the Corporation is to promote the mutual professional interests of psychologists.

Section 3. Rules. The following rules shall conclusively bind the Corporation and all persons acting for or in behalf of it:

a. The Corporation shall not undertake activities that may adversely affect the American Psychological Association.

b. Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on a) by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

c. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute any remaining assets of the Corporation to the American Psychological Association.

ARTICLE III REGISTERED OFFICE AND

AGENT

The Corporation shall have and continuously maintain in the District of Columbia a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the District of Columbia and such other registered agents as the Board of Directors may from time to time determine.

ARTICLE IV

MEMBERS

The Corporation shall have two categories of members. One category of members, who are payers of the practice assessment, shall be known as "Practice Constituents." The second category of members, who are payers to the Education Advocacy Trust, shall be known as "Education Constituents." Practice Constituents and Education Constituents shall not have voting rights.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the corporation shall be as follows: a President, a President-elect, a Past President, a Recording Secretary, a Treasurer, and a Chief Staff Officer. The officers of the Corporation shall be the same individuals who hold the respective offices in the American Psychological Association from time to time.

Section 2. President. During the term of office, the President shall serve as presiding officer of the Corporation, and the Board of Directors. The President shall perform such other duties as are prescribed in these bylaws, as are incident to the office, or as may be properly required of the President by the Board of Directors.

Section 3. President-Elect. During the term of office, the President-elect shall serve as presiding officer of the Corporation and the Board of Directors in the absence of the President.

Section 4. Recording Secretary. During the term of office, the Recording Secretary shall serve as Secretary of the Board of Directors and shall perform such other duties as may be prescribed in these bylaws. It shall be the duty of the Recording Secretary to keep the records of all meetings of the Board of Directors; to file and hold subject to call and to direct the publication of such records, reports, and proceedings as are authorized by these bylaws or the Board of Directors at any duly constituted meeting; and to perform all other secretarial duties for the Board of Directors as are not delegated to the Chief Staff Officer. In the case of the death or incapacity of the Treasurer, the Recording Secretary is authorized to perform the duties normally assigned to the Treasurer.

Section 5. Treasurer. During the term of office, the Treasurer shall serve as senior financial officer of the Corporation and shall perform such other duties as may be prescribed in these bylaws. The Treasurer shall have authority to sign checks and drafts on behalf of the Corporation for disbursement of funds for duly authorized purposes of the Corporation as provided by bylaws or by the Board of Directors. He/she shall deliver an audited report for each fiscal year to the Board of Directors. In the case of the death or incapacity of the Recording Secretary, the Treasurer is authorized to perform the duties normally assigned to the Recording Secretary.

Section 6. Chief Staff Officer. The Chief Staff Officer's official title shall be determined by the Board of Directors. The Chief Staff officer shall be responsible for the staff, their hiring, training, performance, and termination. The Chief Staff Officer shall perform such duties as may be assigned by the Board of Directors or as may be prescribed by these bylaws. During his/her term, the Chief Staff Officer shall not hold any other office within the Corporation.

Section 7. Bonding. The officers of the Corporation shall be bonded by an amount fixed by the Board of Directors.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Composition. Tenure and Qualifications. The Board of Directors shall constitute the same individuals who serve on the Board of Directors of the American Psychological Association from time to time. Any Director who serves as a non-voting member of the Board of the American Psychological Association shall also serve as a non-voting member of the Board of the Corporation. If an individual serving on the Board of the American Psychological Association cannot, for any reason, sit on the Board of the Corporation, that individual may attend Board meetings as an observer and, if such individual is an officer of the American Psychological Association, the other members of the Board of Directors of the Corporation shall select another Individual, from among the Board members, to serve in the vacant officer position.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held at such time and place as may be designed by resolution of the Board of Directors. The Board of Directors may provide by resolution the time and place, either within or without the District of Columbia, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the District of Columbia, as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least three days previously thereto by written notice delivered personally or by facsimile.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these bylaws.

Section 8. Informal Action by Directors. Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of Directors may be taken without a meeting if a consent In writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

ARTICLE VII

COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon them by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Directors of the Corporation, and the president of the Corporation shall appoint the members thereof. Any member thereof may be removed by the Board whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 3. Committee for the Advancement of Professional Practice (CAPP). There shall be a Committee for the Advancement of Professional Practice (CAPP) whose responsibility it shall be to identify, plan and implement projects important to the protection, defense, and enhancement of professional practice and recommend to the Board of Directors the needed funding for such projects. The elected members of CAPP shall be nominated and elected by Practice Constituents, subject to nomination and election requirements set forth in Rules adopted by the Board of Directors which, among other criteria, shall provide for slates reflecting human diversity and diversity of practice settings and expertise, and provided that one member from the American Psychological Association of Graduate Student Committee (APAGS) shall be a voting member selected by APAGS.

CAPP shall consist of no less than 9 and no more than 15 elected members. In addition to the elected CAPP members and the APAGS member, CAPP will also consist of up-to-4 appointed members to be appointed by the Committee. The APAPO Treasurer shall be ex officio, nonvoting member of the Committee.

Section 4. Term of Office. Each member of a committee, other than the Committee for the Advancement of Professional Practice, shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 5. Chairperson. One member of each committee shall be appointed chairperson.

Section 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII AMENDMENTS TO

BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, provided that at least fifteen days' written notice is given of intention to alter, amend or repeal and to adopt new bylaws at such meeting, provided, that no amendment shall be effective unless approved by the Council of Representatives of the American Psychological Association.