

**BYLAWS OF THE MONTEREY BAY PSYCHOLOGICAL ASSOCIATION**

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# **BYLAWS OF THE MONTEREY BAY PSYCHOLOGICAL ASSOCIATION**

**Revised August 2021**

## **I. NAME**

The name of this organization shall be the Monterey Bay Psychological Association (MBPA). It will function as a chapter of and comply with the Bylaws of the California Psychological Association (CPA).

## **II. MISSION**

The mission of MBPA is to advance the field of psychology and the benefits the public may derive from its work. The purposes of MBPA shall be to:

- Support our members' professional interests, promote and protect the science and practice of psychology through high standards of educational achievement, professional ethics and conduct, and the application of research findings.
- Advocate for the psychological health and welfare of residents in Monterey, Santa Cruz, and San Bonito counties.
- Provide a local forum and organizational structure to advance psychology as a science and as a profession through continuing education programs, forums for professional interaction, dissemination of educational materials, and other relevant activities.

## **III. GOVERNING BODY**

The Board of Directors shall be the governing body of MBPA and shall be referred to in these Bylaws as the "Board." Individual members of the Board shall be referred to as "Directors." The number of Directors is to be set by the Board.

## **IV. DIVERSITY STATEMENT**

In principle and in practice, MBPA will maintain an unwavering commitment to promote a climate of fairness, equality, and inclusivity within our organization, our local communities, and within the field of psychology at large. MBPA embraces diversity across gender, gender identity, race, religion, ethnicity, culture, national origin, age, sexual orientation, disability, language, and socioeconomic status and recognizes diversity as a strength in every context. MBPA will strive to inform its members about critical educational opportunities to expand knowledge and awareness of the aspects of societal systems and structures that maintain inequities within our communities and the nation at large as well as strategies that psychologists can take to eliminate these inequities and the psychological harm they cause. Beyond that, empirical findings will inform our ongoing research efforts, clinical work, legislative advocacy, and activism to pursue these goals and promote diversity and equality. MBPA also recognizes that these inequities exist within our healthcare system and is committed to efforts to expand access to vital mental health support services for vulnerable and underserved communities.

## **V. ETHICAL STANDARDS**

All members shall abide by the American Psychological Association (APA) Ethical Principles of Psychologists and Code of Conduct, applicable regulations of the Board of Psychology of California's Department of Consumer Affairs, and such additional rules as the Board may have or adopt as part of its Bylaws or policies.

## VI. MEMBERSHIP

### A. TYPES

#### 1. FULL MEMBER

Full members shall hold a doctorate in psychology or an equivalent degree from an accredited university and be licensed as a psychologist in California or have Specialty Board Certification in Psychology from the American Board of Professional Psychology. Full members shall have all the rights and privileges of membership including the right to vote and hold office.

#### 2. ASSOCIATE MEMBER

Associate members shall hold a master's or bachelor's degree in psychology or equivalent degree in a psychology-related field as well as individuals or groups with an interest in psychology such as, but not limited to, physicians, teachers, and members of other disciplines with an interest in psychology. Associate members shall have all the rights and privileges of membership except the right to vote, serve as a Board Director, or Chair a standing committee.

#### 3. STUDENT MEMBER

Student members shall be those enrolled in an undergraduate or graduate psychology program, other psychology-related programs, or pre-licensed training programs. Student members shall have all the rights and privileges of membership except the right to vote, hold office, or serve on the Board.

#### 4. RETIRED MEMBER

Retired members shall include individuals who are fully retired or who are unable to work, regardless of age. Members who joined MBPA before retiring shall retain the rights and privileges of the membership class they held prior to reclassification. Similarly, new members joining as a Retired member shall retain the rights and privileges of the membership class for which they would otherwise qualify.

### B. APPLICATIONS FOR MEMBERSHIP

Applicants for membership must submit a completed application to MBPA for membership and agree to and abide by APA's Ethical Principles of Psychologists and Code of Conduct, CPA's code of Ethical and Professional Standards, and MBPA's bylaws. Application must be for the highest level for which the applicant is qualified.

### C. MEMBERSHIP MEETINGS

The President, a majority of the full Board, or fifteen percent (15%) or more of the voting members may call a membership meeting. The Board must give members at least thirty (30) days' notice of all meetings. No business other than that set forth in the notification may be transacted. All meetings will be conducted as set forth in the MBPA Policies & Procedures Manual.

### D. DENIAL OF MEMBERSHIP

Anyone applying for membership whose license is surrendered or revoked by their professional licensing board and/or are not in good standing with their regulatory organizations or educational institutions, shall be denied membership.

## **E. SUSPENSION AND TERMINATION OF MEMBERSHIPS**

### **1. CAUSE**

#### **a. Nonpayment**

Membership may be suspended for nonpayment of fees by the end of the renewal period.

#### **b. Revocation or Surrendering of License**

Termination of membership shall be automatically proposed for a member whose license is revoked, surrendered, or loses standing in a graduate/postdoc position.

#### **c. Inimical Conduct**

Membership may be terminated for a member whose conduct is deemed inimical to the best interests as determined by the Board.

### **2. PROCEDURE**

Any suspension or termination shall be done in good faith and in a fair and reasonable manner in accordance with the following: The member shall be given at least fifteen (15) days prior written notice (email, letter) of the suspension or termination and the reasons thereof. The member shall be given an opportunity after notification to respond to the Board in writing within five (5) days before the effective date of the suspension or termination. Any action challenging a suspension or termination, including any claim alleging defective notice, must be commenced within one (1) year after the date of suspension or termination.

## **F. RESIGNATION**

A member may resign from membership at any time. Members in any class who resign from MBPA at a time when they are in good standing may be reinstated upon payment of the current year's dues.

## **VII. BOARD OF DIRECTORS**

### **A. BOARD MEMBERSHIP**

The Directors of the Board will consist of Officers, Directors serving as Standing Committee Chairs, and a Director-At-Large. Officers include the President, President-Elect, Immediate Past President, Treasurer, and Secretary. The President-Elect, Treasurer, Secretary, and Director-At-Large shall be elected by the membership in an election to be held in the Fall of each year. All Directors must be voting members of MBPA and members of CPA in good standing.

### **B. POWERS AND RESPONSIBILITIES OF DIRECTORS**

The Board is responsible for overseeing all of the organization's activities to ensure that MBPA is adhering to state and federal laws pertaining to non-profit organizations, corporate ethics, and anti-trust issues. The Board shall have the authority to adopt policies that are consistent with these Bylaws and are enforceable and binding on members. The Board shall be accountable to and communicate regularly with the membership. A Director has one vote only regardless of the number of Board positions held.

## **C. DUTIES OF DIRECTORS**

### **1. PRESIDENT**

The President shall ensure the integrity of the Board's processes and exercise general supervision over the affairs of the organization in accordance with these Bylaws, act as the organization's spokesperson, preside at all membership meetings, make recommendations for committee chairs, and serve ex-officio on all committees. Ex Officio positions are voting positions, as defined by the California Corporations Code.

### **2. PRESIDENT-ELECT**

The President-Elect shall assume the duties of the President in the current President's absence, assume the position of President if it is vacated, and co-chair the Nominations and Elections Committee with the Immediate Past President.

### **3. IMMEDIATE PAST-PRESIDENT**

The Immediate Past President shall serve as President in the absence of both the President and the President-Elect, co-chair the Nominations and Elections Committee with the President-Elect, and may chair a standing committee.

### **4. SECRETARY**

The Secretary records and prepares distribution of the Board minutes to the Directors and acts as the custodian of all MBPA records. The Secretary takes roll and determines quorum.

### **5. TREASURER**

The Treasurer serves as the custodian of all funds, consolidates prepared budgets from all committees and programs to present to the Board for approval, presents monthly financial reports at all Board meetings, and completes required CPA financial reports.

### **6. STANDING COMMITTEE CHAIRS (Also see VIII.C)**

Standing committees are longstanding committees that are represented on the Board by the committee chairs. Standing committee chairs shall be appointed as a Director with full voting rights by the President-Elect at the end of the calendar year to start a new term at the start of the following year. In case of a mid-year vacancy, the President will appoint the Chair with the approval of the Board. Committee chairs shall appoint other committee members.

### **7. DIRECTOR-AT-LARGE**

The Director-At-Large is elected by the voting membership to serve as members' representative on the Board. The Director-At-Large shall perform duties as the President may delegate. Any Full member is eligible for nomination with the right to vote as a Board Director.

## **D. TERMS OF BOARD POSITIONS**

### **1. COMMENCEMENT OF TERMS**

Directors' terms shall commence on January 1st of the calendar year for which they are appointed.

**2. ONE YEAR TERM OF OFFICE**

The following Directors on the Board shall serve one (1) year terms for no more than three (3) consecutive terms: President, President-Elect, Past-President.

**3. TWO YEAR TERM OF OFFICE**

The following Directors on the Board shall serve two (2) year terms for no more than three (3) consecutive terms: Secretary, Treasurer, Director-at-Large, and Standing Committee Chairs.

**4. CONSECUTIVE TERMS**

Completion of more than fifty percent (50%) of a term shall be considered a full term of service. After serving three (3) consecutive terms, a director will be eligible to serve again after an absence of one (1) year.

**E. BOARD MEETINGS****1. REGULAR MEETINGS**

Regular Board meetings shall be held a minimum of four (4) times per year, with the exact number set by the Board. Directors will be notified of the place and date for each meeting no later than one month prior to the proposed meeting date.

**2. MEETING BY CONFERENCE CALL OR OTHER ELECTRONIC MEANS**

The Board may hold meetings and conduct official business by conference call or other electronic means as long as a quorum is present.

**3. SPECIAL MEETINGS**

The Board or Board President may call special meetings. Written notice of special meetings via mail or email shall be sent not fewer than fourteen (14) days nor more than ninety (90) days prior to the meeting.

**4. ATTENDANCE REQUIREMENTS**

Directors will be expected to attend all Board meetings. Any member missing more than twenty-five percent (25%) of meetings in any one (1) year period shall be considered grounds for dismissal from the Board.

**5. QUORUM VOTING**

A "quorum" is established when sixty percent (60%) of Board Directors are present. A "majority" vote is defined as fifty-one percent (51%) of the voting members present. Directors are entitled to no more than one vote regardless of how many Board positions they hold. Proxy voting is not permitted.

**F. CONFLICTS OF INTEREST**

Any Director or committee member having a personal interest or involvement in a contract or transaction presented to the Board for approval shall make a prompt and full disclosure of such interest before the Board acts on such contract or transaction. Such disclosure shall include any relevant facts about the contract or transaction that may be adverse to MBPA's interests. The Board shall determine whether a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to

exist, the individual with the possible conflict of interest shall not vote on or participate in any discussion about such contract or transaction.

## **G. RESIGNATIONS**

A Director is expected to resign by giving written notice to the President or Board Secretary via email, text, or letter. A resignation shall take effect at the date of the receipt of such notice unless otherwise specified. The acceptance of resignation shall not be necessary to make it effective.

## **H. REMOVAL OF DIRECTORS**

A Director may be dismissed from the Board if found to be incompetent or malfeasant in their duties, violates the duties specified in the California Non-Profit Corporate Code, or misses twenty-five percent (25%) or more of Board meetings in any one (1) year period.

## **I. FILLING VACANCIES**

1. Nominees for a vacated position shall be submitted by the Nominations and Elections Committee to the Board for approval prior to preparation of the ballot. Officers so elected shall serve only until the next annual election.
2. If the office of President becomes vacant, the President-Elect shall assume the position for the remainder of the term. If the position of President-Elect is vacated, the position shall be filled by the Past-President until a membership election is held within ninety (90) days of the office being vacated.

# **VIII. COMMITTEES**

## **A. AUTHORITY TO CREATE COMMITTEES**

The Board may create and appoint long-term and short-term committees it deems necessary to conduct business. The Board shall provide an appropriate statement of the mission and specify the reporting requirements for each entity. The President shall be an ex officio member of each entity with a right to vote. The Board shall also specify the precise limitations of the authority to act on behalf of MBPA. Chairs and committee members shall not speak for MBPA or authorize expenditures without Board approval.

## **B. TYPES OF COMMITTEES**

### **1. STANDING COMMITTEES** (Also see VII.A)

Standing committees are permanent committees that are represented on the Board of Directors by the committee chairs. Standing committees serve functions that are necessary to address essential ongoing needs of the organization. Standing committee chairs hold voting privileges. Any Full member of MBPA may serve on a Standing committee. Committee chairs shall appoint all other committee members.

### **2. LONG-TERM COMMITTEES**

Long-term committees shall be created by the Board as needed to perform essential functions of the organization. Long-term committee chairs do not hold voting privileges. Committee chairs shall be appointed by the President. Committee chairs shall appoint all other committee members.

Any Full member of MBPA may serve on a long-term committee. Long-term committees may be dissolved by the Board when they are no longer deemed necessary to perform an essential function.

### **3. SHORT-TERM COMMITTEES**

Short-term committees shall be created by the Board as needed to address a specific task or objective within a specified period of time. Such entities shall be dissolved when the objective is met or at the sunset date. Short-term committee chairs shall be appointed by the President. Committee chairs shall appoint all other committee members. Any member of MBPA may serve on a short-term committee. Short-term committee chairs do not hold voting privileges. The decision to end a short-term committee is made by the President.

## **C. DESIGNATED STANDING COMMITTEES**

The following committees are designated as standing committees in order for MBPA to function effectively. They are made permanent unless dissolved by an amendment to these Bylaws.

### **1. EXECUTIVE COMMITTEE**

The Executive Committee shall consist of all Board officers to meet at the discretion of the President, as needed, to address new or complex issues prior to presenting them to the Board. The Executive Committee may make emergency decisions on behalf of the Board of Directors subject to later ratification by the majority of the full Board. The Board President and at least two (2) other Executive Committee members must be present to conduct business, whether in person, by telephone or by other communications technology. If votes of the Executive Committee are taken by email, all members of the Executive Committee must vote in order for the vote to be valid.

### **2. ETHICS COMMITTEE**

The Professional Ethics and Standards Committee shall serve as an educational resource for the membership, refer individuals with a complaint to the appropriate regulatory agency, and make recommendations to the Board regarding professional and ethical issues of general relevance to MBPA members.

### **3. FORENSICS COMMITTEE**

The Forensics Committee shall act as the MBPA liaison with CPA regarding forensic issues, be represented at forensic-related meetings organized by CPA, monitor local and state forensic issues relating to psychologists and mental health, and disseminate information regarding psychology-related forensic issues to MBPA members.

### **4. LOCAL ADVOCACY NETWORK (LAN) COMMITTEE**

The LAN Committee shall serve as a resource to the Board in monitoring local, state, and federal legislation relating to mental health, supporting grass roots legislative and advocacy agenda for CPA, and providing legislative updates to members. The LAN Committee Chair serves as MBPA's LAN representative on CPA's LAN Committee and as such, is responsible for informing MBPA members about CPA's Local Advocacy efforts and presenting MBPA members' concerns to CPA.

### **5. MEMBERSHIP COMMITTEE**

The Membership Committee is responsible for recruitment and retention of members, reviewing and processing applications for membership, maintaining records on each member's and dues



payment history, making recommendations to the MBPA Board of Directors regarding member benefits, and submitting an annual membership report to CPA.

## **6. PROGRAM AND CONTINUING EDUCATION (CE)**

The Program and Continuing Education Committee shall plan, develop, support and conduct programs and continuing education workshops on topics of interest and importance to members. The CE Committee is responsible for identifying speakers and submitting all necessary paperwork to the co-sponsoring agency.

## **7. SOCIAL JUSTICE AND DIVERSITY COMMITTEE**

The Social Justice and Diversity Committee shall focus on clinical issues relevant to the science and practice of psychology and diversity while promoting full participation irrespective of gender identity, race, religion, ethnicity, culture, national origin, age, sexual orientation, disability, language, or socioeconomic status.

## **D. DESIGNATED LONG-TERM COMMITTEES (NONVOTING)**

### **1. COLLEAGUE AWARENESS RESOURCES AND EDUCATION (CARE) COMMITTEE**

The CARE Committee shall provide resources that will support members in maintaining health and psychological well-being through programs of prevention, education, early identification and referral. The CARE Committee shall encourage collegial understanding and support and provide referrals for psychologists experiencing distress and/or impairment.

### **2. THE DISASTER AND MENTAL HEALTH RESPONSE COMMITTEE**

The Disaster and Mental Health Response Committee shall plan, coordinate, and implement MBPA's response to individual and community disasters both in and beyond the geographical area served by MBPA. The Disaster Response Committee shall liaise with CPA regarding disaster response issues and activities and send a representative to CPA's Disaster Response Committee Northern California meetings.

### **3. MEDIA AND TECHNOLOGY COMMITTEE**

The Median and Technology Committee shall oversee operation of the MPBA Website, creation and electronic dissemination of marketing materials, communications regarding announcements, and elections and other communications on social media (e.g., blogs, Facebook), and management of online webinars in coordination with the Program and CE Committee Chair.

## **E. DESIGNATED SHORT-TERM COMMITTEES**

### **1. NOMINATIONS AND ELECTIONS COMMITTEE**

The Nominations and Elections Committee shall be responsible for obtaining nominations and presenting a slate of candidates for Officer and Director-at-Large positions, recommend recipients for MBPA awards, and confirm the integrity of all nominations, elections, and awards. The Committee shall consist of at least three (3) members to include the Past President, President-Elect, and the Director-at-Large. The Immediate Past President shall serve as Chair. The President-Elect shall serve as Co-Chair and fulfill the duties of Chair if the Immediate Past President is unable fulfill the duties of the position.

### **2. OTHER COMMITTEES**

Other committees will be created as needed.

## **F. RESIGNATION OF COMMITTEE CHAIR AND MEMBERS**

A committee chair shall resign by giving written (email, text, letter) notice to the President. A committee member may resign at any time by giving written or spoken notice to the committee chair.

## **IX. DUES AND ASSESSMENTS**

The Board shall set dues and fees, make assessments, and set the terms of payment. Annual dues shall be payable on or before January first (1<sup>st</sup>) of each year and shall cover a twelve (12) month period. Dues will be reviewed and changes recommended annually to the Board by the Treasurer.

## **X. AMENDMENT OF BYLAWS**

### **A. TYPES OF AMENDMENTS & APPROVAL PROCESSES**

#### **1. SUBSTANTIVE AMENDMENTS**

The Board of Directors shall determine by majority vote whether proposed amendments are substantive or non-substantive. Substantive amendments include those specified in the California Nonprofit Corporation Law, including those that "materially and adversely affect the rights of members", change the authorized number of Directors, and allow for designation or selection of Directors in a method other than by election by members. Substantive amendments may be proposed by the Board or upon receiving a petition signed by not less than fifteen percent (15%) of the membership. Substantive amendments to the Bylaws must be approved by the California Psychological Association and by a majority vote of MBPA members.

#### **2. NONSUBSTANTIVE AMENDMENTS**

Non-substantive amendments to these Bylaws may be proposed and passed by the Board. Although non-substantive amendments do not require approval by the members, advance notice shall be given to members on the website or by email prior to a Board vote.

### **B. BALLOTS**

1. Ballots for voting on amendments requiring approval of MBPA's membership shall be sent by mail or electronically to all voting members. Ballots shall include a summary of arguments for and against amendments.
2. Procedures for sending ballots shall conform to the mail and electronic balloting procedures specified in the California Nonprofit Corporations Law.

## **XI. DISSOLUTION OF ORGANIZATION**

Two-thirds (2/3) of the voting members of MBPA may vote to dissolve MBPA. In the event of such dissolution, the assets of MBPA shall be distributed to a non-profit psychological organization to be approved by two-thirds (2/3) majority of the MBPA membership.