## Bylaws

## of the

## West Virginia Psychological Association, Incorporated

## Article I

### Name

The name of the Association shall be the West Virginia Psychological Association, Inc.

## Article II

### Purpose

Section 1. The encouragement of psychology in all its branches and;

Section 2. The promotion of research in psychology and the improvement of research methods, and

Section 3. The improvement of quality of psychological services through high standards of professional education and achievement and;

Section 4. The promotion of individual and collective responsibility and accountability for the ethical delivery of psychological services, and;

Section 5. The increase and dissemination of psychological knowledge through meetings, professional contacts, reports, papers, discussions, and publications aimed at both fellow professionals and the general public.

## Article III

### Affiliation

The Association shall maintain affiliation with the American Psychological Association for such time as the purposes, goal and objectives of the two associations shall remain congruent.

## Article IV

### **Membership**

Section 1. Categories of membership

A. There shall be the following categories of membership: Member, Associate/Government Member, Student Member, Affiliate, and Fellow. Members may elect to provide additional financial support to the Association and are recognized as Sustaining or Contributing Members.

B. The determination of a qualifying college or university or a qualifying course of study shall be reserved to the Membership Committee, subject to approval by the Board of Directors.

Section 2. Qualifications for membership

A. Members shall be psychologists licensed for independent practice in West Virginia or another state, or a Member of the American Psychological Association, or hold a doctoral degree in psychology from a regionally accredited college or university. Members have the right to vote at Association business meetings, may serve as committee chairs, and may hold office.

B. Associate/Government members shall be persons who are not licensed for independent practice of psychology in West Virginia and have completed a minimum of a master's degree in psychology from a regionally accredited graduate or professional school. Associate members shall be eligible to vote at Association business meetings, may serve as committee chairs or hold office after five consecutive years of Associate membership.

C. Affiliate members do not qualify for Member or Associate member and are not employed as psychologists, but have an interest in the profession, e.g. other human service professionals, such as social workers. Dues will be no more than 25% of the Member dues currently in effect. Affiliate members will be eligible for discounted continuing education programs and other member benefits, but will not be eligible to vote, chair a committee, or hold office.

E. A Member in good standing may be elected Fellow by the Board of Directors of the Association upon recommendation of the Nominations Committee. Nominations for Fellow status will be accepted by the Nominations Committee from the general membership for consideration each spring, closing the 31st day of May.

F. Student members shall be graduate or undergraduate students majoring in psychology in a regionally accredited college or university. Dues will be 15% of the Member dues currently in effect. Student members will be eligible for discounted continuing education programs, will be eligible to vote for the student representative to the West Virginia Psychological Association Board of Directors, and to serve as committee chairs or hold the office of student representative on the Board of Directors.

G. Sustaining and Contributing Members. The Board of Directors shall establish criteria for a Sustaining and Contributing Member program to encourage financial support of the Association. All applications for Sustaining or Contributing memberships must include a prescribed fee and must be approved by the Board of Directors.

Section 3. Application for membership

A. Application for membership shall be submitted in writing to the central office of the Association, or other designated location, or through the Association’s internet website for consideration. The application shall contain the applicant’s statement that he or she meets the qualification for a category of membership specified in Section 2 above.

B. Applicants for membership status shall agree to abide by the bylaws of the West Virginia Psychological Association and the Ethical Principles of Psychologists and Code of Conduct of the American Psychological Association. If the application is for Student Member status, one (1) faculty endorser shall be required in addition to the provisions above.

Section 4. Election to membership

A. Applicants for membership shall be reviewed and if necessary investigated by the Membership Committee. Applications judged by the Membership Committee to be proper and completed shall be submitted to the Board of Directors. Applications shall be approved by the Board of Directors at the next regularly scheduled executive committee meeting, via online vote, or at whatever time a majority of the members present may direct. A majority vote of the Board of Directors members present shall be sufficient to elect.

B. An applicant shall be considered elected to membership after notification of the vote specified in subsection (A.) above, and after paying annual dues. Dues shall be pro-rated by quarter during the calendar year.

Section 5. Membership dues

A. The amount of the annual dues for each category of membership shall be determined by the Board of Directors and approved by a majority vote of the members at any regular business meeting of the Association. Likewise, the Board of Directors may establish dues discounts to maximize membership. The amount of dues and discounts may be adjusted from time to time without amending the bylaws.

B. A late fee may be assessed by the Board of Directors for dues delinquent more than sixty (60) days following invoicing.

C. The current annual member dues are discounted as follows.

1. Members employed in a West Virginia academic institution or academic medical institution (i.e. colleges, universities, or schools of medicine) who are not engaged in the private practice of psychology are eligible for a 50% discount from the standard annual member dues.

2. Members employed as a psychologist in a state or federal agency (e.g., Federal Bureau of Prisons, U.S. Department of Veterans Affairs) who are not engaged in the private practice of psychology are eligible for a 50% discount from the standard annual member dues.

3. Early career members who have completed their educational requirements and are within the first ten years of clinical practice are eligible for an Early Career Discount. Dues for years one, two and three of membership will be at 40% of full membership dues, years four, five and six will be at 60% of full membership dues and years seven, eight, nine and ten will be at 80% of full membership dues.

4. Members in good standing who have completed the Life Membership Application, attained sixty-five (65) years of age or older, are retired from gainful employment, and have provided significant contribution to the Association in the form of holding an office, contributing volunteer services or presenting education programs may be eligible for discounted annual dues at 25% of the standard annual member dues, pending the Life Membership Application has been approved by the Membership Committee and the Board of Directors.

5. Members who have attained sixty-five (65) years of age or older, are retired from gainful employment, and have been a member in good standing of the West Virginia Psychological Association for the previous five (5) consecutive years may be eligible for discounted dues at the rate of 50% of the standard annual member dues.

6. Compassionate dues are available to members who have been in good standing for five (5) consecutive years and are suffering a major hardship. Compassionate dues are discounted to 25% of the standard annual member dues. Decisions on acceptance or continuation of compassionate dues will be made on a case-by-case basis by the WVPA Membership Committee Chair, the WVPA Treasurer and the WVPA Executive Director to maintain the confidentiality of this situation for the member. This is a one-year reduction in dues that can be requested no more than five times in the lifetime of a membership and not more than three years consecutively. Circumstances qualifying for compassionate dues may include, but are not limited to, unemployment, a major medical condition, permanent and total disability, or certain extraordinary family responsibilities (not including pregnancy and childbirth).

Section 6. Termination of membership

A. The Board of Directors may terminate an individual’s membership from the rolls of members in good standing for unethical conduct. Unethical conduct shall be defined as any clearly demonstrated violation of any provision of the Ethical Standards of the American Psychological Association, including termination of APA membership due to unethical conduct or revocation of state license due to unethical conduct.

B. Membership may be terminated for nonpayment of annual dues or conference fees. Membership so terminated may be reinstated by payment of annual dues by June 30 of the same year or outstanding conference fees within 60 days of the conference. Once the membership lapses, the applicant shall be required to reapply under section 3(a).

## Article V

### Governance

The officers of the Association shall be the President, the President‑elect, the Past President, the Secretary, and the Treasurer. The Executive Committee consists of the above officers. The Board of Directors consists of the above officers, the Executive Director, the Representative to the American Psychological Association, two Representatives‑at‑Large of WVPA and a student representative. The Executive Director is an ex-officio member; all others are voting members.

Section 1. Duties and Responsibilities

1. The Board of Directors is responsible for the overall governance and management
of the West Virginia Psychological Association. The Executive Committee may act, as needed, between regularly scheduled meetings of the Board of Directors, with actions taken affirmed and ratified by the Board of Directors at its next scheduled meeting.

Section 2. Eligibility

A. Only those members in good standing are eligible to serve as officers.

B. No individual shall serve more than two consecutive terms in one office.

C. The Association shall hire an Executive Director who shall serve in accordance with an employment contract to be developed by the Board of Directors. The Executive Director shall be evaluated annually by the Board of Directors. The Executive Director shall not hold any elected office within the Association. The Executive Director need not fulfill any of the qualifications for Membership.

D. The Executive Director shall be responsible for the day‑to‑day operations of the Association, including, but not limited to, hiring, directing, supervising and evaluating all Association employees and paid consultants, carrying out the policies and directives of the President and Board of Directors, along with ex‑officio responsibilities with all committees of the Association, and assuming any other duties as designated by the President or Board of Directors.

Section 3. President

A. The President shall serve a term of one year. The President shall serve as presiding officer of the Association and as Chair of the Executive Committee and the Board of Directors, and shall appoint, with approval of the Board of Directors, members of the Standing Committees and Ad Hoc committees.

Section 4. President-Elect

A. The President-elect shall serve a term of one year. The President-elect shall serve as presiding officer of the Association and the Board of Directors in the absence of the President. The President-elect shall serve as Vice-Chair of the Association Management Committee and appoint members of that committee in consultation with the President.

Section 5. Past President

A. The Past President shall serve a term of one year immediately following the term of President. The Past President shall serve as Chair of the Association Management Committee and as Chair of the Council of Past Presidents.

Section 6. Secretary

A. The Secretary shall serve a term of three years. The Secretary shall keep minutes of all Association business meetings, and all meetings of the Board of Directors and the Executive Committee. The Secretary shall notify members of Association affairs at the direction of the President.

Section 7. Treasurer

A. The Treasurer shall serve a term of three years. The Treasurer shall maintain custody of the Association treasury, collect dues and conference fees, and disburse payments as necessary for the proper conduct of Association business.

B. The Treasurer shall maintain records on income and expenses in such forms as to permit appropriate financial planning, budgeting, and the propriety and necessity of expenses incurred by Association business. Such records shall follow the pattern adopted by the accounting profession with sufficient fidelity to permit examination of said records toward the end of verifying their accuracy.

C. The Treasurer shall prepare reports of the financial condition and sources and application of funds at least semi-annually. The fiscal year reports, upon which the Treasurer reports, shall be available to any member in good standing.

D. With the approval of the Board of Directors, the Treasurer shall deposit any funds not needed for current Association business in an interest bearing federally insured account.

E. At the time of expiration of the term of each Treasurer, all financial records of the West Virginia Psychological Association shall be submitted for audit by a Certified Public Accountant selected by the Board of Directors.

Section 8. Representative to the American Psychological Association

A. The Representative to the American Psychological Association, in accord with the American Psychological Association guidelines, shall be elected for a term of three years by members in good standing who are also members of the American Psychological Association. They shall represent WVPA at meetings of the American Psychological Association in accordance with the bylaws of the American Psychological Association. The WVPA representative to the APA Council of Representatives, consistent with APA Bylaws ‑ Article V (7), who has served for six consecutive years shall not be eligible for election or appointment for a period of one year as a Representative from any Division, State/Provincial Association or coalition.

Section 9. Representative-at-Large

A. There shall be two Representatives-at-Large. One Representative-at-Large shall be elected each year, and shall serve a term of two years. The Representatives-at-Large shall serve as conduits for sharing the concerns of the membership with the Board of Directors. One of the two Representatives-at-Large will be considered the Early Career Psychologist representative and shall take office on January 1 of each odd-numbered year, having been elected during an even-numbered year.

Section 10. Student Representative

A. The Student Representative shall serve a term of two years and will be responsible for representing the interests and opinions of student members on issues that come before the Board of Directors. The Student Representative shall be responsible for the promotion of student membership.

B. The student representative will work in coordination with the Colleges and Universities Committee and the Membership Committee to assist in the education and recruitment of students to attend each ~~of~~ WVPA conference and to present research during the annual WVPA Fall Conference poster session. The student representative should strive to recruit student members from all graduate training programs in the state of West Virginia.

Section 11. Nominations and elections of Board of Directors

A. Eligibility to vote. All members, with the exception of Affiliate Members and Associate Members with less than 5 years of member status, in good standing are eligible to vote. Student Members are only permitted to vote for the Student Representative.

B. Nomination procedure: A Call for Nominations will occur each spring in a manner which allows each member in good standing to nominate a candidate for each office scheduled for election that year.

C. The Nominating Committee, appointed by the President, chaired by the most recent Past President and consisting of at least two other past presidents and two others, will present a slate of nominees for offices scheduled for election that year.

D. A nomination form will be forwarded by mail oron the web site to members in a timely fashion to allow for nominations and endorsements to be secured by May 30 each year, allowing an opportunity for all members in good standing to submit names of candidates for offices scheduled for election that year. The individual submitting names of candidates for these offices will be responsible for providing the names of endorsing members in good standing in support of these candidates. Three percent (3%) of the membership is required to endorse candidates through this process. The actual number of endorsers required will be stated on the nomination form.

E. A third nominating opportunity will occur when nominations from the floor are entertained at the annual Spring Conference Business Meeting. Those individuals making nomination from the floor should be prepared to present to the Nominating and Election Committee the names of 3% of the membership in good standing endorsing the floor candidates.

F. Nominations and endorsements will be closed on May 30.

1. Voting Procedure: Ballots containing names of individual nominated and appropriately endorsed will be mailed or sent in an electronically secure manner to the membership by June 30 and, to be counted, must be returned to the Nominations and Elections Committee by August 1. A plurality of the voting is sufficient to elect. Officers so elected shall take office on January 1 of the year following the year in which they were elected.

G. Election of Student Representative

1. Eligibility to vote. Only Student Members in good standing are eligible to vote for the student representative.

2. Nomination procedure: A Call for Nominations will occur in the spring of each odd-numbered year in a manner which allows each Student Member in good standing to nominate a candidate for student representative scheduled for election that year.

3. Voting Procedure: The election of the Student Representative will parallel the election of other WVPA officers and board members with the following exceptions: A plurality of the voting by student members in good standing is sufficient to elect; student representatives so elected shall take office on January 1 of the year following the year in which they were elected; the student must be a member of the WVPA; and the student must be enrolled in a doctoral psychology program and in good academic standing.

H. In the event of a tie for any position, a run-off election will be held within 10 days after the election has closed and votes have been counted. Members will be given two weeks to vote in the run-off election. A plurality of the voting is sufficient to break the tie. In the rare event that a tie occurs in the run-off election, the Board of Directors will decide between the tied nominees who will be appointed to the office.

Section 12. Vacancies in office

A. In the event that the President shall fail to serve his/her full term, the President-elect shall succeed to the unexpired remainder of the President’s term, and shall continue through the term for which he/she would normally have succeeded to the office of President. In the event that any other officer fails to serve his/her full term, the Board of Directors shall appoint a member in good standing to fill said vacancy until the next general election of the Association, at which time a member shall be elected to fill the unexpired remainder of that term.

## Article VI

### Committees

Section 1. General Provisions

A. The Standing Committees shall be those enumerated in this Article. Ad Hoc Committees may be established for time to time. Both Standing and Ad Hoc Committees shall be appointed by the President and serve for a designated period of time.

Section 2. Standing Committees

A. Board of Directors

1. The Board of Directors shall consist of the following members: President, President‑Elect, Past President, Secretary, Treasurer, Representative to the American Psychological Association, two Representatives‑at‑Large, the Student Representative and the Executive Director

2. The Board of Directors shall meet at each meeting of the Association, and at other such times designated by the President.

3. A quorum shall consist of six (6) members of the Board.

4. Meetings of the Board of Directors shall be open to any member in good standing.

5. The Board of Directors shall conduct the business of the Association as may be required between general meetings of the Association.

B. Committees

1. Association Management Committee: This committee shall be chaired by the immediate past-president and vice-chaired by the president-elect, with the committee chairs comprising the remainder of the committee. The committee will:

a. Solicit nominations for vacant board & committee chair positions.

b. Serve as the management body for committee functions.

c. Foster the relationship between the board and committee chairs/members.

d. Plan and implement programs and conferences.

2. Membership Committee – chaired by the membership chair and vice-chaired by an ECP member. The committee members will focus on recruitment and retention in the following areas:

a. Overall membership.

b. ECP membership.

c. Colleges/University membership

d. Public Sector membership.

e. Diverse membership.

3. Government & Professional Affairs Committee: This committee shall be chaired by the federal advocacy member and vice-chaired by the communications member. The committee will focus on matters related to government policies and practices affecting psychologists and disseminating that information to association members.

a. Federal Government Affairs.

b. State Government Affairs.

c. Rural Practice Affairs.

d. Business of Practice Affairs.

e. Communications.

4. State Assistance Committee: This committee shall be chaired by the colleague assistance chair. The committee will focus on matters related to providing assistance to members or to the public.

a. Disaster relief.

b. Colleague assistance.

C. Committee Management:

1. Chairs of the standing committees will provide biannual reports to the Executive Committee, who is ultimately responsible for committee activities. Quarterly reports will update the Executive Committee on tasks assigned to committees that will benefit the members of the association. Feedback to the chairs, vice-chairs, and committee members will also be provided by the Executive Committee (as a whole) at the spring and fall board meetings.

2. New chairs will be provided an orientation to the functions of the Board and to their roles as committee chairs. The past, current, and presidents-elect will meet with the chairs by conference call during the winter and summer board meetings and the chairs will be invited to provide their reports in-person at the spring and fall meetings.

 D. Executive Committee

1. The Executive Committee shall consist of the following members: President, President‑Elect, Past President, Secretary and Treasurer.

2. The Executive Committee shall meet between meetings of the Board of Directors, as needed, and at other such times designated by the President.

3. A quorum shall consist of a majority of members of the Executive
 Committee.

 a. The Finance Committee shall consist of the following members:
 Treasurer, Executive Director and President-elect.

b. The Finance Committee shall meet as follows:

i. Prior to the Winter Board of Directors Meeting for the purpose of developing the annual budget to be presented for approval at the January meeting.

ii. Prior to the Summer Board of Directors Meeting to assess the mid-year financial status and to make necessary revisions to assure operation within the budgeted amounts, thereby avoiding the prospect of a deficit budget.

iii. If necessary, prior to the Board of Directors Meetings at the Spring and Fall Conferences for budgetary revisions should conference short-falls be anticipated.

c. Any budgetary revisions shall be presented to the Board of Directors for approval at the aforementioned regular meetings.

d. The Finance Committee shall be responsible for developing strategic plans for increasing revenue, with presentation of these plans to the Board of Directors on a regular basis.

## Article VII

### Meetings

Section 1. General provisions

A. The Association shall hold at least two meetings each year for the purpose of transacting business and furthering the purposes of the Association. Additional meetings may be held at the request of the Board of Directors.

Section 2. Notice

A. Each member in good standing shall receive at least thirty (30) days’ written notice of semi-annual meetings.

Section 3. Quorum

A. Members present at a duly announced meeting shall constitute a quorum.

Section 4. Procedural format

A. Business meeting shall follow modern parliamentary procedure as provided by Keesey.

## Article VIII

### Corporate Seal

The Corporate seal of the Association shall be:



## Article IX

### Offices

Section 1. Location

1. The Association shall maintain its office in Kanawha County, West Virginia or at
 such other place or places as the Board of Directors shall determine from time to
 time.

## Article X

### Gifts

Section 1. Gifts

A. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Association.

## Article XI

### Contracts, Loans, Checks

Section 1. Contracts

A. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Loans

A. No loan shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. The Board of Directors may encumber and mortgage stocks, bonds or other securities and other personal property in trust to secure the payment of Association obligations.

Section 3. Checks, Drafts, Etc.

A. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits

A. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Surplus property

1. The Board of Directors may from time to time sell, donate to an organization
 qualifying for tax exempt status under section 501(c)(3) of the Internal Revenue
 Code of 1986, as amended, or otherwise dispose of surplus property of the
 Association, subject to approval by the membership.

## Article XII

### Miscellaneous

Section 1. Fiscal Year

A. The fiscal year of the Association shall begin on January 1 and end on December 31 of each year.

## Article XIII

### Indemnification

Section 1. Indemnification

A. The Association shall indemnify every member or former member of the Board of Directors, Standing Committees and Ad Hoc Committees, Task forces, project groups of the Association, employees or contractors of the Association and designated Agents of the Association and shall be indemnified by the Association against costs and expenses at any time reasonable incurred action, suit or proceeding, civil or criminal, against him/her or in which he/she may be made a party by reason of his/her being or having been such member, except in relationship to matters as to which he/she shall be adjudged in such action, suit or proceeding, to be liable for gross negligence or willful misconduct in the performance of a duty to the Association. If, in judgment of the Board of Directors, a settlement of any claim, action, suit, or proceedings, so arising shall be deemed in the best interest of the Association, any such member shall be reimbursed for any amounts paid by him/her in effecting such settlement and reasonable expenses incurred in connection therewith. The forgoing right of indemnification shall be in addition to any and all other rights to which any member may be entitled as a matter of law.

## Article XIV

### Dissolution

Section 1. Dissolution

1. In the event of dissolution of the Association, after payment of all necessary
 expenses thereof, all of the remaining assets and property of the Association shall
 be distributed to the State of West Virginia, or to such charitable or educational
 organizations then qualifying for tax exempt status under section 501(c)(3) of the
 Internal Revenue code of 1986, as amended, as the Board of Directors may
 determine.

## Article XV

### Amendments to the Bylaws

Section 1. Proposal process

A. Amendments may be proposed by:

1. Sixty-six percent (66%) of the Board of Directors.

2. Ten percent (10%) of the membership via a signed petition, with rationale and significant facts, statistics, and other important illustrations, pertaining thereto.

Section 2. Approval process

A. All proposed amendments must be endorsed by a two-thirds (2/3) vote of the Board of Directors before presentation to the Membership.

B. A copy of each amendment proposal, with the explanation of why the proposal is deemed necessary and space appropriate for voting, shall be sent to each member in good standing. Thirty (30) days after the date of the mailing, the poll shall be closed and votes counted. Votes shall be certified at the next meeting of the Board of Directors. Amendments approved by two-thirds (2/3) majority of membership will go into effect according to the time schedule in the amendments or if a time is not stated, then the Board of Directors will determine the date/time.

Bylaws Revised/Amended:

June 2018

May 2015

June 2013

September 2011

October 2001

April 2000

April 1998

April 1993

April 1992