

THE BYLAWS

May, 1996

(Revised July 1999; Amended February 2002, Amended December 2010)

Chapter One. Members

1. Adoption of this Constitution and Bylaws shall not change the membership status of those persons already members at the time of adoption.

2. An applicant for membership shall be a resident of North Carolina. Members who have moved out of state may, with Council approval, retain membership in NCPA.

3. In addition to North Carolina residency, requirements for membership shall be the same as those for the American Psychiatric Association at the time of application.

Chapter Two. Membership Processing

1. Applications for Membership, except Honorary Fellowship, shall be made in writing on forms approved by the entity designated within the American Psychiatric Association. Procedures regarding endorsement and submission shall be determined in collaboration with the appropriate officials of the American Psychiatric Association, following procedures established from time to time by the APA Board of Trustees. The Membership Committee shall inquire into the standing of each General Member applicant and give a report and make recommendations to the Council. Election shall be by affirmative vote of two-thirds of the Council members present and voting, a quorum being present. Member-in-Training applicants shall be considered approved when the training officer signs the application and it is received in the office of the North Carolina Psychiatric Association. A report of these applicants shall be given to the Council. Names of all applicants shall be circulated to the members.

2. Categories of membership and qualifications thereof in the District Branch shall be consistent with those of the American Psychiatric Association. Election to membership in the District Branch shall without further process confer membership of the appropriate grade in the American Psychiatric Association, except in cases of dissent by the designated entity within APA which shall be the final judge of the acceptability of all candidates for membership. The

Secretary of the NCPA shall notify the appropriate officials of the APA of such election in accordance with the Bylaws and / or rules and regulations adopted from time to time by the APA.

3. Any applicant may appeal whose application for membership in the NCPA is rejected. Appeal is to the entity of the APA designated to handle such matter and the Chairman of the NCPA Membership Committee shall furnish the appellant with the name and address of such entity, if requested.

4. Procedure for advancement in membership shall be in accordance with rules established by the APA.

5. Advancement to General Membership from the category Member-in-Training or Associate Member shall be occur automatically once training completion and licensure have been confirmed by the APA.

6. Application of General Members for Fellowship status is primarily the responsibility of the APA, and such application is submitted directly to the APA. Fellowship applicants are then presented to the Fellowship Committee and Council by the APA, and from such the Council may support Fellowship applicants for election by the APA.

7. Advancement to Life Membership or Life Fellowship shall be upon certification that the Member or Fellow's years of active membership in the APA plus age at the start of the fiscal year equal 95.

8. Honorary Fellowship and Distinguished Fellowship are conferred statuses. Honorary Fellows or Distinguished Fellows may be proposed to the Council by any voting member through the Fellowship Committee. From among such proposals the Council shall nominate Honorary Fellows or Distinguished Fellows for election by the APA.

9. Application for Inactive status shall be directed to the Membership Committee. After review, the Membership Committee shall forward its recommendations with the application to the designated entity of APA for action.

10. Procedures for transfer of membership between District Branches shall be established by the APA. When a member of the District Branch establishes practice in the jurisdictional area of another District Branch, his membership shall be transferred to the latter branch, unless he is exempted, deferred or rejected by that District Branch. An appeal from the decision of the

District Branch may be made to the entity of the APA designated to handle such matters. A member may not hold voting membership in more than one District Branch.

Chapter Three. The Executive Council

1. The primary function of the Council shall be to formulate and implement and participate with the membership in the formulation, enunciation and implementation of the policies of the NCPA.

2. The voting members of the Council shall consist of the general officers, the two immediate past presidents, the Representatives and Deputy Representatives if any, to the Assembly of District Branches of the American Psychiatric Association, the elected Member-In-Training Representative of up to four members-in-training representatives in attendance at each Council meeting, the elected representative of the North Carolina Council of Child and Adolescent Psychiatry who must be a member of the NCPA, and the elected representative of the North Carolina Psychoanalytic Society who must be a member of the NCPA, and two appointed delegates to the North Carolina Medical Society. Up to four councilors will be elected by membership, each to serve one two-year term. In addition, Chapter Presidents (or their designates) shall be members of Council. One of the appointed or elected Council members shall be an Early Career Psychiatrist. Each member will have one vote on the Council, and no member may hold more than one office within the Council. In the absence of the Secretary, the Treasurer will be clerk pro-tem.

3. A majority of the voting members of the Council shall constitute a quorum. The Council shall meet during the time of the Annual Meeting and at such other times as the President may decide, generally every other month. By petition, one-third of its voting members may call a special meeting of the Council. Council meetings shall be open to all members.

4. The Council shall exercise all the powers of the NCPA that are not otherwise assigned. The responsibilities of the Council shall include:

1. interpreting, with the advice and consent of the membership, the provisions of the Constitution and Bylaws;
2. presenting an annual report of the finances of the NCPA at the Business Meeting of the Annual Meeting;
3. establishing dues and assessments for the several categories of membership;
4. managing the funds of the NCPA and designating its depositories;
5. authorizing expenditures from the funds of the NCPA to implement its goals and purposes;
6. administering special funds, grants and awards;

7. review applications for Chapters within the NCPA and approve redistricting geographical areas;
 8. providing for the production of publications useful in carrying out the aim of the NCPA;
 9. appointing an Executive Director and / or such staff personnel, within the provisions of the budget, as it finds necessary to assist in carrying out the purposes and resolves of the NCPA;
 10. appointing and employing professional auditors and others to assist in carrying out the purposes and resolves of the NCPA;
 11. establishing salaries for the executive staff and determining compensation for services rendered or to be rendered by others; and
 12. preparing an Operations Manual, consistent with the Constitution and Bylaws, as a guide to the implementation and purposes and resolves of the NCPA.
13. The Council may officially discuss, deliberate, vote upon, and decide matters of NCPA interest and business via electronic means (e.g., conference calls, e-mail) as required by circumstance, subject to the following provisions:
1. These discussions shall not take the place of scheduled Council meetings but may be employed when issues arise that should be addressed in a more timely manner than otherwise allowed by the Council meeting schedule.
 2. Such discussions are to be initiated by the President or via a petition (which may itself be in electronic form) of one-third of the voting members of the Council.
 3. The President shall preside over discussion of the matter.
 4. Such discussions are each to be limited to the present topic of interest, with no other initiation of new or old business.
 5. Before such a discussion can take place, the President must ensure that there is an appropriate quorum present. Such may be achieved by polling the voting members of the Council to make sure that each is willing to attend to and give consideration to the matter under consideration.
 6. With the consent of the Council, other relevant parties may be involved in the discussion as needed to provide information to the Council, although such other parties are not allowed to vote on the matter.
 7. The Secretary shall take appropriate minutes for the discussion / debate / deliberation of the matter. The Secretary will also be responsible for recording the vote tally should the Council come to vote upon the matter. These minutes, including the result of the vote as applicable, are to be officially reviewed by the Council at the next scheduled Council meeting and maintained with the minutes of that meeting. Upon request, a printed copy of the minutes for the electronic discussion will be made available for review to any member of the NCPA. In the case of e-mail discussions, a printout of the discussion may serve in lieu of formally prepared minutes at the discretion of the Council.

Chapter Four. Officers of the NCPA

1. The President shall be the chief executive officer of the NCPA and shall carry out all orders and resolves of the Council and the membership.
2. The President shall preside at all general meetings and at all meetings of the Council. The President shall appoint the personnel of all councils, commissions and boards and may appoint the personnel of other special organizational entities. The chairpersons of committees shall be appointed with the advice and consent of the Council.
3. In emergencies, the President with the President-Elect and the Vice-President, acting jointly with any necessary consultation, shall have the authority for emergency action with regard both to policy formulation and its implementation. Any action under this authority shall be reported for review at the next regular meeting of the Council.
4. The President-Elect shall assist the President by acting as overall coordinator of all committee functions.
5. The Vice-President shall perform the duties assigned or delegated by the President.
6. The Secretary shall keep the records of the NCPA and perform all duties prescribed herein and those delegated by the Council.
7. The Treasurer or authorized agent shall receive, disburse, account for and manage all monies of the NCPA under the general direction of the Council. The Treasurer shall submit a financial statement each year to Council, and to the membership at the Annual Business Meeting. The Treasurer or the authorized agent shall be bonded in an amount to be determined by the Council at the option of the Council.
8. The Representative to the Assembly of the American Psychiatric Association or his / her Deputy shall represent the District Branch in the Assembly and / or its subgroups, at all official meetings of the Association, and report back to the District Branch.
9. The President-Elect and the newly elected officers shall take office at the close of business of the Annual Meeting of the American Psychiatric Association next following their election. They must be formally installed within thirty days prior to or subsequent to that date.

10. The President and Vice-President are ineligible for reelection to the same office. The President shall hold office for one year. The Vice-President shall hold office for one year. The Secretary and Treasurer shall be elected in alternate years and each shall hold office for two years.

11. Vacancies.

1. If the President becomes unable to function because of absence or illness, the President-Elect shall act for the President. In the event of the resignation or death of the President, the President-Elect shall become President for the remainder of the term.

2. If the President-Elect becomes unable to function because of absence or illness, the Vice-President shall act for the President-Elect. If the position of President-Elect becomes vacant during the term, the Vice-President shall serve as President-Elect. In the event of the resignation or death of the President-Elect, The Vice-President shall serve as President-Elect and shall be installed as President at the next May meeting.

3. If the position of Representative to the Assembly becomes vacant, the Deputy Representative will assume the duties of the office until the following Annual Meeting, when a new Representative to the Assembly shall be elected.

4. If any other office becomes vacant, the Council shall select any voting member of the NCPA to fill that office until the next general election when the membership shall elect a successor to serve for the remainder of the term.

Chapter Five. The Assembly and the District Branches

1. The Assembly shall represent the individual members and act for them by means of at least one representative from each District Branch. These Representatives shall be elected by secret ballot and nomination shall be by the duly formed Nominating Committee of the District Branch; or by a petition signed by either 10 percent or 25 of the eligible voting members in the District Branch, whichever is less. The actions of the Representatives shall be subject to recall by procedures established by the Assembly.

2. District Branch Representatives and Deputy Representatives shall be elected for a three-year term and each shall be eligible for reelection to three additional terms. The terms of the District Branch Representatives shall be staggered. An elected Representative or Deputy Representative, following four three-year terms, may not immediately succeed himself in the same office. A District Branch Representative is not immediately eligible for election to Deputy Representative.

3. When appropriate, Representatives shall be instructed by Council and / or District Branch as to its wishes on various matters. Representatives shall submit reports to the District Branch on the activities of the Assembly and the Area Council.

Chapter Six. Committees, Councils, Boards and Other Organizational Entities

1. The President, with the approval of the Council, shall establish or eliminate committees, commissions, and boards as may be necessary to implement the objectives of the NCPA.

2. Ad hoc committees, when appointed, shall act through the next Annual Meeting.

3. Unless otherwise specified by the President, with the approval of the Council, members of the Constitutional Committees shall be appointed for a term of three years and may be appointed for one additional three-year term . The terms of other committees, councils, commissions , boards, and other organizational entities shall be determined by the President, with the approval of the Council. Each year the President then in office shall designate the chairperson and members of each committee, council, commission, board or other organizational entity from among the voting members. The chairpersons of councils and joint commissions shall be appointed with the advice and consent of the Council. Members and non-members of the NCPA may be designated as advisors or consultants. The President, with the consent of the Council, may replace any individual as a member of a committee, council, commission, board or other appointed organizational entity, for good and sufficient reasons.

4. No member of the NCPA or organizational unit thereof shall speak in the name of or encumber the funds of the NCPA unless such power is specifically granted by a formal action of the Council and the President.

5. The Nominating Committee shall be formed within the first sixty days of the new President's term and shall be composed of a representative from each of the designated mental health areas of the state plus a chairperson. The chairperson will be designated by the Council, and the chairperson, acting in coordination with the Council, will select the other members of the committee. Each precinct may propose at least one candidate for each office. The Nominating Committee shall nominate at least one candidate for each office and shall report its nominations to the Council no less than a month prior to the Annual Meeting for immediate dissemination to the membership. Nominations shall be received from the floor at the Annual Meeting. Nominations may be received by petition of twenty-five members within six weeks following the end of the Annual Meeting.

6. Election of officers, Representatives and Deputy Representatives shall be by secret ballot by January. Election shall be by a majority of members voting. A rerun election by secret ballot shall occur between the two leading candidates in the event of no simple majority.

7. A Sites and Arrangements Committee shall select appropriate and adequate meeting places for the Annual Meeting and shall have authority over the arrangements of the Annual Meeting subject to the approval of Council.

8. The Program Committee shall have the authority over the arrangements and content of the scientific program of the Annual Meeting subject to approval of the Council.

9. The Ethics Committee shall consist of eight voting members (and the chair), at least one of whom shall be a Past President of the NCPA. The terms of the members shall be adjusted so that each year two or three seats become vacant. It shall report to the Council.

10. The Committee on Constitution and Bylaws shall attend to official questions or matters pertaining to the Constitution and / or Bylaws of the NCPA, including suggesting such amendments and revisions as may be necessary to maintain compliance with appropriate regulatory authorities and the requirements of the Association. It shall report to the membership and to the Council.

11. A Committee on Membership, consisting of three or more members, shall be appointed by the President and approved by the Council. Each member of this Committee shall serve a three year term, two members of this committee retiring each year. Terms of the first members appointed after adoption of this section shall be adjusted accordingly. The Secretary is the chairperson of this committee.

12. The Budget Committee shall consist of three or more members. The Treasurer shall be the chairperson of the Budget Committee. It shall report to the Council and to the membership. The Budget Committee shall also serve as the audit committee for the NCPA.

13. A Committee on Fellowship composed of six Distinguished Fellows shall recommend to the Council those General Members who meet the qualifications for Distinguished Fellowship established by the APA. It shall also review applications for Fellowship as provided by the APA, in order to assist the Council in providing support for the applicants.

Chapter Seven. Privileges and Responsibilities

1. All members of the NCPA shall be bound by the ethical code of the medical profession, specifically defined in the PRINCIPLES OF MEDICAL ETHICS of the American Medical Association with supplementary annotations as approved by the American Psychiatric Association.

2. The right to vote and hold office shall be the same as provided for in the Bylaws of the APA; each voting member shall have one vote.

3. Attendance at meetings of the Council, committees, boards, and all other organizational components of the NCPA shall be open to all members except for the meetings of the Committee on Ethics. All organizational components of the NCPA may go into Executive Session.

4. The voting membership may initiate a referendum, hereafter called an initiative referendum on any matter pertaining to the NCPA or change an action of the Council by the following procedure:

1. Prior to its circulation for signatures, the primary authors of the initiative referendum shall submit it to the President and President-Elect for review and advice; they shall advise the primary authors as to whether the initiative referendum is

1. consistent with the Constitution and Bylaws,
2. whether the issue in question is already under consideration.
3. The primary authors may accept or reject the advice of the President and President-Elect.

4. Thirty signatures of eligible voting members shall be required.

5. The initiative referendum with the requisite number of signatures shall be filed with the Secretary for the NCPA at least 30 days prior to the Fall Annual Meeting for consideration by the members.

6. If the primary authors are not satisfied with the action taken by the membership at the meeting, the initiative referendum shall be placed on the January mail ballot for resolution by the voting membership.

7. A statement from the primary authors setting forth the reasons for the action, and statements from the Council shall accompany the initiative referendum ballot.

8. A simple majority of the eligible voting members shall be required to approve an initiative referendum.

9. Every Fellow, Distinguished Fellow, General Member, Associate Member, and Member-in-Training shall pay both dues and assessments as determined by the Council. All

other categories of membership shall be exempt from paying dues according to the APA policy. Such dues will include amounts allocated to subscriptions for the NEWSLETTER and other publications. Active members may be granted waiver of dues by the Board of the Association for sufficient reason.

10. 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 District Branch. 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 who have been granted waiver of dues 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.

11. Any dues-paying member of the APA and the District Branch who fails to pay all dues and assessments may forfeit his memberships. Thereafter such former members may apply for membership in accordance with Chapter Two of the Bylaws.

12. Resignation or loss of membership in the APA or in the District Branch for any reason shall entail loss of membership in both.

Chapter Eight. Voting

1. A Tellers Committee shall be appointed by the President. This committee shall be responsible, with the approval of the Council, for establishing procedures for the equitable voting of the membership. It shall report to the Council.

2. All voting (including, but not limited to, the election of officers, trustees, amendments to the Constitution and Bylaws, and initiative referenda) shall be by secret ballot.

3. Amendments to the Constitution and Bylaws and initiative referenda shall be effective on the date of certification unless a later effective date is specified on the ballot.

4. The Tellers Committee shall prepare a certificate of the results and a statistical summary of each membership vote, which shall be made available to members upon request to the Secretary.

5. The results of the voting shall be reported by the Chairperson of the Tellers Committee to the Council and shall be announced to the membership.

Chapter Nine. Ethics Complaints and Disciplinary Procedures

1. Complaints charging members of the Association 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.

2. If a complaint of unethical conduct against a member is sustained, the member shall receive a sanction ranging from admonishment to expulsion. Any decision to expel a member must be approved by a two-thirds affirmative vote of all members of the APA Board present and voting.

3. The name of a member who resigns during an ethics investigation will be reported to the membership.

Chapter Ten. Annual Business Meeting

1. The membership may vote by simple majority in any matters before the Business Meeting except to reverse an action of the Council, which will require a two-thirds majority vote of the members. Thirty eligible voting members shall constitute a quorum.

2. To reverse an action of the Council, a two-thirds majority of 30 voting members present may call for an extraordinary vote and this shall require a mail ballot to be circulated and reported prior to the next meeting of the membership. In matters other than Council action, a simple majority of at least 30 voting members present may initiate the referendum process as described in Chapter Seven.

3. After a referendum is approved by a two-thirds majority of at least 30 of the voting members present, the Council shall review it to determine whether any conflict with the Constitution and Bylaws or with the legal status or established policy of the NCPA exists, and shall formulate an opinion on such conflicts before it is circularized to the members. The circulated referendum shall carry with it both the opinion of the Council as well as the opinion of those initiating the referendum.

4. The adoption of an initiated referendum shall require

1. valid ballots from at least 40 percent of the voting members, and
2. a simple majority of those voting.

Chapter Eleven. Conduct of Business

All meetings shall be governed by The Standard Code of Parliamentary Procedure by Alice Sturgis, except as otherwise specifically specified in the Constitution and Bylaws of the American Psychiatric Association.

Chapter Twelve. Recall

1. All officers and elected representatives of the NCPA shall be subject to removal from their positions by the procedure of recall. An action for recall may be initiated by a petition signed by at least 30 voting members of the NCPA or by a majority of the voting members of the Council. The petitioners shall set forth the reasons for initiating the petition and when it has been signed it shall be forwarded to the Secretary of the NCPA who, after he has certified the petition to be sufficient, will provide (in person or by registered mail) copies to the party(ies) named in the petition and to the members of the Council. A copy of the petition shall be entered in a record book kept for that purpose by the Secretary.

2. The party(ies) named in the petition shall have 30 days from receipt of same in which to resign or to file with the Secretary statements and / or other materials in response to the petition.

3. The Secretary shall have the petition and response(s), not to exceed four page faces each, reproduced. The Tellers Committee for the preceding election of officers shall act as Tellers Committee for the recall election and following procedures established by such Committee for voting by secret ballot the petition and responses shall be mailed to the voting members of the NCPA with a recall ballot, not less than 30 or more than 45 days from receipt of the petition by the party(ies) subject to recall. The recall election may be held at the same time as any other general or special election occurring within the period stated above and the materials for the recall election may be mailed with the materials for the other election.

4. The question of recalling any number of officers or representatives may be submitted at the same election. In the event of identical reasons for recall of more than one party, as stated in the petition, one ballot shall suffice for two or more parties. Different reasons for recall for two or more parties shall require a separate petition to be filed for each and there shall be an entirely separate ballot for each.

5. The ballots used in a recall election shall submit the following propositions in the order indicated:

[] For the recall [name of officer(s)].

[] Against the recall [name of officer(s)].

6. Mail ballots shall be collected, unopened, by the Tellers Committee during the thirty-one days following date of mail out. Count of votes and notification of the party(ies) subject to recall and the Council shall take place during the week following the thirty-one days. A majority of at least forty percent of the eligible voting members voting shall be required for recall of an officer or an elected representative.

7. If a party in regard to whom a sufficient recall petition is submitted shall resign before the election, or be removed as a result thereof, the vacancy so caused shall be filled in the manner provided for in the Constitution and Bylaws for filling that vacancy in such office. But an officer removed by the voters as a result of a recall election or resigning after a sufficient petition for his recall has been submitted, shall not be reelected or reappointed to fill the vacancy caused by his own removal or resignation.

8. No recall petitions shall be filed against a party subjected to a recall election and not removed thereby until at least six months after that election.

9. If the recall of all of the officers and representatives of the NCPA shall be effected at a single recall election, they shall be continued in office for the purpose and only for the purpose of calling a special election for the election of their successors, as above provided, and of ascertaining and declaring the result thereof.

Chapter Thirteen. Chapter Formation

1. When a group of not less than five members (not more than 20 percent of whom may be Associate Members) residing in a contiguous geographical locality within the State of North Carolina desire to create a Chapter of the North Carolina Psychiatric Association, they will proceed in the following manner:

1. They will submit to the Secretary of the North Carolina Psychiatric Association a petition personally approved by signed statement of the proposed Chapter Members signifying their intention to conduct their Chapter organization and business in accordance with the Bylaws of the North Carolina Psychiatric Association; propose the designation by which the Chapter would be known and request a specific geographic jurisdiction.

2. The Council will consider the application and make a report and recommendation to the membership of the North Carolina Psychiatric Association at a regular or special meeting.

3. 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.

4. 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.

5. Following 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. Each Chapter must have its own IRS identification number. Incorporation is not necessary. The Chapter must adopt a Constitution and Bylaws, subject to approval by the North Carolina Psychiatric Association Executive Council, that are not in conflict with and are generally structured or modeled on the North Carolina Psychiatric Association Constitution and Bylaws. The President of the Chapter must be a member of the North Carolina Psychiatric Association in good standing.

6. Classification of membership and qualification for membership shall be the same as for the North Carolina Psychiatric Association. The Chapter will set its own dues structure and is responsible to collect all Chapter dues. Members of the Chapter must be members of the Association and the District Branch. Members of the North Carolina Psychiatric Association residing or practicing within the political boundaries of the State of North Carolina, but outside the territorial jurisdiction of any approved 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.

7. The officers of the Chapter will consist of a President, President-Elect, Secretary, Treasurer, and the immediate Past-President. 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 North Carolina Psychiatric Association. The President of the Chapter, or his or her designate, shall be a member of the Council of the NCPA.

8. Chapters may form such committees as desired by the officers and members. Chapters shall have equal representation on all North Carolina Psychiatric Association Committees insofar as possible, the members of which shall be chosen from nominees provided by the Chapter President.

9. All meetings of each Chapter shall be open to attendance by any member of the North Carolina Psychiatric Association but only Chapter members are eligible to vote. Subject to the discretion of the Presiding officer, psychiatrists not members of NCPA are welcome to attend Chapter meetings as guests but are not eligible to vote. Each Chapter shall have sufficient meetings to conduct necessary business and to further the goals of the Chapter and the North Carolina Psychiatric Association.

10. The North Carolina Psychiatric Association shall not be liable for any debts or legal fees incurred by any Chapter.

Chapter Fourteen. Amendments to the Bylaws

Proposed amendments to the Bylaws shall be handled in the same manner as are amendments to the Constitution except that approval by a majority of at least 40 percent of the eligible voting members shall be required for adoption.

Chapter Fifteen. Dissolution of the NCPA

In the event that the NCPA should be dissolved and cease to exist as an organization, any assets remaining will become assets of the American Psychiatric Association, to be used solely for scientific and educational purposes.