

ARTICLE VII. Board of Directors

Section 1. Number

The Board of Directors shall consist of seventeen (17) voting Directors. The Board shall be comprised of the President, President-Elect, Past-President, Presidential Advisor, Secretary, Treasurer, the Association Representative to the APA Council of Representatives, one voting and one non-voting graduate student representatives, eight (8) members elected At-Large from the Association by the voting Members of the Association, and one director position shall be held as the Diversity Director seat by the Division Chair of the Society of Multiculturalism and Diversity (SAMD). No member of the Board of Directors shall hold a concurrent position on the State Board of Psychologist Examiners. A quorum of the Board shall consist of a simple majority of the total number of voting Directors.

Section 2. Qualifications

Except for the Graduate Student Board Members, all Board of Directors shall be Full Members, Exempt Life Members, Special Circumstances Members, Contributing Life Members, or Academic Members. At least two (2) of the eight At-Large Directors shall live and work outside the Denver metropolitan area. According to the Denver Chamber of Commerce, metro communities consists of seven counties – Adams, Arapahoe, Boulder, Broomfield, Denver, Douglas and Jefferson. Cities considered to be in the Denver metro area are Arvada, Aurora, Boulder, Brighton, Broomfield, Castle Rock, Centennial, Cherry Hills Village, Denver, Englewood, Golden, Greenwood Village, Highlands Ranch, Lakewood, Littleton, Lone Tree, Louisville, Morrison, Northglenn, Parker, Thornton, Westminster & Wheat Ridge (this is not an all inclusive list). One seat is designated as a Diversity Director seat and is occupied by the division chair of the Society for the Advancement of Multiculturalism and Diversity (SAMD), an Affiliate/Division of the Colorado Psychological Association pending the voting approval of the membership of CPA and in accordance with election procedures delineated in these Bylaws. The eight (8) At-Large Members of the Board shall be elected for (3) three-year terms by the voting Members of the Association and shall be elected annually in staggered terms at the same time as the Officers of the Association.

It is the responsibility of each board member or the APA Representatives to advise the CPA Board of Directors if they have been grieved or have come under any other situation that might prevent them from executing their duties for the good of the Association. The individual shall resign their position if disciplinary action is resolved adversely to the Board member by the Board of Examiners, APA or any other applicable professional organization. If a Board member must resign due to the above reasons they may remain a CPA member.

The At-Large Graduate Student Representative (voting member) and the ex-officio Graduate Student representative (non-voting member) to the Board are appointed each year by a majority vote of a quorum of the Board.

Section 3. Re-election

At-Large Members of the Board may succeed themselves for only one (1) consecutive three-year term by re-election. Former Members of the Board will be eligible for re-election to the Board after one year out of office.

Section 4. Authority

The Board of Directors shall be the policy-setting body of the Association and shall have authority over the affairs and funds of the Association within the limitations set by the Articles of Incorporation and by these Bylaws. As appropriate, the Board shall have the authority to delegate responsibility to the Executive Committee and/or Executive Director.

Section 5. Resignation/Attendance/Replacement

Any Director may resign in writing as a Director at any time. Board members are requested to provide 30 days notice when resigning. Any Board Member who is absent from three (3) regular meetings of the Board in a given fiscal year without good and significant reasons, in the judgment of the Board, may be regarded as having terminated his/her Board Membership and shall be so notified.

In the event of unavailability, or absenteeism of the Past President, the Board may, at its discretion, ask the next most recent Past President to fill the vacancy. In the case of all other Members of the Board, the President will propose a person to fill a vacancy subject to a majority vote of a quorum of the Board. Any vacancy occurring because of death, resignation, or removal of any Director, shall be filled by the President for the unexpired term of such Director subject to a majority vote of a quorum of the Board. New Board members filling a vacancy will serve out the remainder of the term of the Board member they are replacing.

The term of office of all members of the Board of Directors terminates with their membership in the Association.

Section 6. Termination

Any Directors who are elected by the voting membership may only be removed by a majority of the votes of the voting membership. Such removal may be with or without cause. A Director elected by the Board or appointed by the President and approved by the Board may be removed by the Board, with or without cause, through a majority vote of the full Board.

Section 7. Member Attendance

Members of the Association may attend any meetings of the Board of Directors, except those specifically designated as executive sessions. Members may participate in the meeting only if specifically invited to do so by the President or his/her designee.

Section 8. Membership Petition

The Board shall give formal consideration to any petitions brought to it by ten percent (10%) of the membership. Such consideration shall be given at the next meeting of the Board following the presentation of the petition.

Section 9. Meetings

The Board shall hold regular meetings at least once per month, unless otherwise determined by the Board. Meetings of the Board may also be called at any time by the President, by a quorum of Board members, or upon written or electronic request of ten percent (10%) or more of the Members of the Association. Any person or group entitled to call a meeting of the Board may make a written or electronic request to the Secretary to call the meeting, and the Secretary shall within (5) five days give notice of the meeting, setting forth the time, place and purpose thereof, to be held within (30) thirty days after receiving the request. If the Secretary is unable to perform this function, the Executive Director or the appointed staff of the Executive Director will set the meeting and notify Board members. When a meeting of the Board is adjourned to another time or place, notice of the adjourned meeting must be given by announcement to all Board members.

Section 10. Quorum

A majority of the Directors at any meeting of the Directors shall constitute a quorum. The Directors present at any meeting with less than a quorum may adjourn the meeting.

Section 11. Voting

At all meetings of the Board, each Director shall be entitled to cast one vote on any question coming before the meeting. Unless otherwise required by applicable law, the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of a quorum of those present at any meeting of the Board shall constitute the action of the Board. A Director who is present at a meeting of the Board when an action is approved by the Board is presumed to have assented to the action unless the Director votes against the action, abstains, or is prohibited from voting on the action.

Board members may grant a limited proxy to another Board member, for purposes of casting a vote in his or her absence.

Any action which may be taken at a Board meeting may be taken without a meeting if each and every voting member of the Board in writing either:

- (a) Votes for such action; or
- (b) Votes against such action or abstains from voting; and
- (c) Waives the right to demand that action not be taken without a meeting

Action is taken under this section only if the affirmative vote for such action equals or exceeds the vote of a majority of a quorum of Board that would be necessary to take such action at a Board meeting.

No action taken pursuant to this section shall be effective unless the responses of a quorum of the Board are received by the Association. Any such writings may be received by the Association by

electronic media. A signature must be included and this requirement may be satisfied by the member writing his/her name at the end of an e-mail or other electronic media transmission. A Director's right to demand that action not be taken without a meeting shall be deemed waived if the Association receives a writing satisfying the above requirements.

Any Director who has signed a writing pursuant to this section may revoke such writing by a writing signed and dated by the Director describing the action and stating that the Director's prior vote with respect thereto is revoked, if such writing is received by the Association before the last writing necessary to effect the action is received by the Association.

Action taken pursuant to this section has the same effect as action taken at a Board meeting and may be described as such in any document. All signed written instruments necessary for any action taken pursuant to this section shall be filed with the minutes of the meeting of the Board.