

Bylaws of the Colorado Psychological Association

Article I. Name

The name of the corporation shall be the Colorado Psychological Association, hereinafter referred to as “CPA” or the “Association.”

Article II. Objectives

The objectives of the Association shall be to advance Psychology as a science, as a profession and as a means of promoting human welfare in the State of Colorado. The Association shall have such powers as are generally granted by law and as are reasonably incident to the accomplishment of the aforesaid objectives including the power to take, purchase, hold and dispose of real and personal property for the purpose of the organization. The Association supports non-discrimination on the basis of age, disability, ethnicity, gender, gender identity, race, religion, or sexual orientation and is committed to carrying out this position in all of its policies and activities.

Under the Colorado Revised Nonprofit Corporation Act (the “Act”), in the event of any conflict between the Bylaws and CPA’s Articles of Incorporation, the Articles will govern.

Article III. Membership

Section 1. Classes of Membership

Classes of membership in the Association are Full Member, Academic Member, Graduate Student Member, Undergraduate Student Member, Related Professional Associate Member, Out of State Associate Member, Master’s Level Associate Member, Contributing Life Member, Special Circumstances Member and Exempt Life Member. All applications and members of the Association shall be expected to adhere to the American Psychological Association (APA) Ethical Principles of Psychologists and the APA Code of Conduct. If licensed, or registered by the Colorado Department of Regulatory Agencies (DORA), at the time of candidacy for membership, the individual must be in good standing with no grievances pending with DORA, and no active judgments related to the practice of psychology, or other restrictions on his/her ability to practice psychology in Colorado. The Membership Committee will review all applicants for the current status of DORA licensure/registration.

- (a) Full Member status shall be open to those who:
 - (1) Have evidence of receipt of the doctoral degree in Psychology from an accredited graduate school. ‘Accredited’ means any university or other institution approved by the Council on Post-Secondary Accreditation or any successor thereto. “Graduate School” means any university or other institution of higher

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- education offering a full-time graduate course of study in Psychology or its equivalent. The evidence of receipt of the doctoral degree shall be waived for those applicants otherwise licensed to practice psychology in the State of Colorado;
- (2) Meet any other criteria imposed by the Board of Directors from time to time.
- (b) Academic Member status shall be open to those who:
- (1) Have evidence of receipt of the doctoral degree in Psychology from an accredited graduate school, and work in an academic setting at least 20 hours per week.
 - (2) Meet any other criteria imposed by the Board of Directors from time to time.
- (c) Out-of-State Associate Member status shall be open to those who:
- (1) Have evidence of receipt of the doctoral degree in Psychology from an accredited graduate school, and live out of state.
 - (2) Meet any other criteria imposed by the Board of Directors from time to time.
- (d) Master's Level Associate Member status shall be open to those who:
- (1) Have evidence of receipt of a master's degree with a major concentration in Psychology or its equivalent, from an accredited graduate school. Evidence of receipt of the master's degree with a major concentration in psychology or its equivalent shall be waived for those applicants otherwise licensed to practice Psychotherapy in the State of Colorado; and
 - (2) Meet any other criteria imposed by the Board of Directors from time to time.
- (e) Related Professional Associate Member status shall be open to those from other disciplines (e.g., social work, divinity, education programs) who:
- (1) Can demonstrate attainment of the requirements of the related profession including, but not limited to receipt of the required degree(s) from accredited schools. "Accredited" means any university or other institution approved by the Council on Post-Secondary Accreditation or successor thereof;
 - (2) Provide written recommendation from one person who must be a CPA member;
 - (3) Meet any other criteria imposed by the Board of Directors from time to time.
- (f) Graduate Student Member status shall be open to those who:
- (1) Can demonstrate current enrollment as a graduate student or intern, in good standing with a concentration in psychology endorsed by a CPA or non-CPA faculty member of his or her graduate or internship program;
 - (2) Meet any other criteria imposed by the Board of Directors from time to time.

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- (3) Graduate student membership status shall be reviewed each year during the dues renewal period.
 - (4) When student members are no longer eligible for the Graduate Student Membership designation, having graduated with their doctoral degree, CPA will offer Full Membership at a discounted rate over the first four years immediately following graduation. This will be called “Early Career Psychologist Dues.”
- (g) Undergraduate Student Member status shall be open to those who:
- (1) Can demonstrate current enrollment as an undergraduate student in good standing with a concentration in psychology endorsed by a CPA or non-CPA faculty member of his or her undergraduate program;
 - (2) Meet any other criteria imposed by the Board of Directors from time to time.
 - (3) Undergraduate student membership status shall be reviewed each year during the dues renewal period.
- (h) Exempt Life Member status shall be open to Members, who have retired from the practice of psychology and who apply and are recommended by the Membership Committee and approved for this status by a majority of a quorum of the Board of Directors. This category of membership shall be exempt from paying annual dues.
- (i) Special Circumstance Member status may be granted at the discretion of the Board of Directors. This category of membership may be exempt from dues or pay a portion of annual dues as approved by the Board. For these individuals, the need for this membership designation will be reviewed each year during the dues renewal period and via Application for Reduced Dues/Hardship.
- (j) Contributing Life Member status shall be open to Members, who have attained the age of sixty-five (65), are actively engaged in the practice of Psychology and who apply and are recommended by the Membership Committee and approved for this status by a majority of a quorum of the Board of Directors. Annual dues may be reduced up to one-half of the prevailing Full Member rate if the Member is working half time or less.

Section 2. Rights of Membership

- (a) Full Members, Academic Members, Contributing Life Members, Special Circumstances Members, and Exempt Life Members may vote, hold office and serve in liaison positions, or on committees and task forces.
- (b) Out of State and Master’s Associate Members may vote and serve on committees and taskforces, but may not hold office or be appointed liaisons.
- (c) Undergraduate Student Members, Graduate Student Members and Related-Professional Associate Members may neither vote, hold office, nor be appointed as liaisons, but are encouraged to serve on committees and taskforces. The exception is

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the voting graduate student representative appointed to the Board, who may vote as a member of the Board, but may not vote as a voting member of the Association.

Section 3. Election to Membership

The Membership Committee is delegated authority to review and determine Membership status. At any time, the Board can rescind delegated authority from the Membership Committee and assume Membership Committee responsibilities.

After review by the Membership Committee, and the Ethics Committee if necessary, applications which are deemed to meet CPA requirements for membership will be approved by the Membership Committee. If the Membership Committee finds that an applicant does not fully meet applicable membership criteria or where it is deemed necessary for further review, the Membership Committee shall present the relevant findings to a quorum of the Board. In such cases, the Board shall have final responsibility to review and approve or deny applications for membership in the Association. The applicant may appeal the Board's decision by submitting a written request to the Board. The CPA Board of Directors has the right to grant or deny the request for review. Membership status is effective from the date of application, provided the member is approved by the Membership Committee or by the Board. The Membership Committee will notify the Board with a summary of applications reviewed, the membership status of each application (confirmed, denied, deferred to the Board), and a summary of the vote for and against each candidate, at least quarterly.

Section 4. Expulsion from Membership

Anyone holding any category of membership may be expelled from the Association for conduct, which in any way tends to injure the Association, or to adversely affect its reputation, or which is contrary to or destructive of its objectives. Charges, which could result in expulsion, shall not be considered against a member unless the precise nature of the charges are submitted in writing to the President of the Association, who shall refer such charges to the Board. Subject to coordination with any application procedures of the Ethics Committee and Membership Committee, the Executive Committee shall confidentially investigate all such charges and the Board shall have the power to determine whether any other action is appropriate. The charged Member shall have an opportunity to be heard prior to final determination pursuant to the following policies of the Association. The Board shall provide a procedure which is "fair and reasonable" and "carried out in good faith" by providing:

- (a) not less than 15 days prior written notice of the expulsion/ suspension/ termination and the reasons therefore, and
- (b) an opportunity for the member to be heard, not less than 5 days before the effective date of the expulsion/ suspension/ termination. In addition, any written notice to the member will be given by first class or certified mail.

The ultimate determination to expel any person from membership must be supported by a majority of the total number of members on the Board of Directors. The Board of Directors shall

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be guided by current published ethical standards and policies of the APA, insofar as such policies do not conflict with Colorado state law, or the Articles of Incorporation of the Association, or these Bylaws.

Section 5. Resignation of Members

Resignation of Members may be accepted only by the Board of Directors.

ARTICLE IV. Finances

Section 1. Annual Dues

The amount of annual dues for Full Members, Contributing Life Members, Academic members, Out-of-State Associate Members, Master's Level Associate Members, Related Professional Associate Members, Undergraduate and Graduate Student Members shall be determined by the Board of Directors after review and evaluation for the fiscal year. Final decisions on dues changes will be voted on by a majority of a quorum of the Board.

Section 2. Special Assessments

Special assessments may be assessed only upon the recommendation of the Finance Committee and approval by simple majority of a quorum of the Board of Directors. A notice of the proposed special assessment will be distributed to Members for comment. Members will have at least thirty (30) days to comment before the Board votes on the special assessment. Any member who fails to pay any special assessment within sixty (60) days after notification of assessments may be dropped from membership at the Board's determination. Any Member who is removed as a Member for non-payment of any special assessment may, upon payment of such special assessment, submit an application for reinstatement to the Membership Committee following regular membership application procedures.

Section 3. Dues Payment

Dues statements are provided to members in December of the preceding renewal year and dues payments are requested by January 31st. Dues are assessed according to the membership categories enumerated in the application (i.e., Full, Academic, Early Career, Undergraduate and Graduate Student, Associate, and Life Contributing). Members may request Special Circumstances Membership Status and dues hardship reduction by completing the Application for Reduced Dues/Hardship form. These requests will be reviewed by the Membership Committee. The Membership Committee shall present the relevant findings to a quorum of the Board, who shall have final responsibility to approve or deny Reduced Dues/Hardship applications for membership in the Association. Members who have not paid their full dues according to membership category by March 1st are considered dues delinquent. No late fees are assessed by CPA. However, members who have not paid their dues in full by March 1st or have not made other arrangements with the Membership Committee will be dropped from the CPA

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membership rolls for the current year. Persons dropped from the membership rolls for nonpayment of dues may rejoin CPA, provided the individual meets all requirements for membership.

New members joining the organization after October 1 will be assessed their full dues according to the category they are in at the time they join the organization. They will be granted membership for the remainder of the current year and for the following year as well. When applying or renewing membership, student and ECP members will indicate their date of graduation or anticipated graduation. The ECP dues structure will apply to all members on the date they submit a completed application with payment, according to the date that their doctoral degree was granted.

Section 4. Budget Setting

The Treasurer, in coordination with the Finance Committee, shall annually submit a proposed budget to the Board for review and approval. The Treasurer shall also present the Association's fiscal status at the annual business meeting. It shall be the responsibility of committee and taskforce chairs to submit revenue and expense line items according to the timeline developed by the Treasurer.

Section 5. Financial Audit

An internal financial audit of the Association shall be carried out at least every three years under the direction of members appointed by the President. To complete the audit, the President will appoint three (3) members, at least two of whom have not served on the Finance Committee during the previous year. Audits shall be accomplished during the first quarter of a given year. Results shall be presented to the Board.

Section 6. Dissolution

The Board shall, after paying or making provision for payment of all liabilities, dispose of all the assets exclusively for the purposes of the corporation as the BOD shall determine. Any such assets not so disposed of shall be disposed of by District Court of the county of the principal office exclusively for such purposes.

ARTICLE V. Officers

Section 1. Officers

The Officers shall be a President, a President-Elect, a Past-President, a Presidential Advisor, a Secretary, a Treasurer, and an Executive Director (the Executive Director is a non-voting position). These officers comprise the Executive Committee. No person may hold more than one office at the same time. The Officers other than the Executive Director must be Full Members, Exempt Life Members, Contributing Life Members, or Academic members. Officers shall serve

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a term of one (1) year, excepting the Secretary and Treasurer. The Secretary may serve two (2) terms consecutively. The Treasurer serves a two (2) year term, and may be appointed to an additional two (2) year term. With the approval of a majority of a quorum of the Board, the President appoints the Presidential Advisor and Secretary every year, and the Treasurer every other year. With the approval of a majority of a quorum of the Board, these appointments may be made by the President-Elect in anticipation of ascending to the President during the last (2) two months of his/her President-Elect year. The Board may remove any Officer at any time, with or without cause, by a majority vote of the total Board.

Section 2. Executive Director

The Executive Director shall be appointed by the Board of Directors, and shall be employed as the Board may determine. The Executive Director's performance will be reviewed on an annual basis by the Executive Committee.

Section 3. Compensation

Officers, other than the Executive Director, shall not receive any compensation for serving as Officers.

ARTICLE VI. Duties of Officers

Section 1. President

The President ascends to this position from the role of President-Elect. The President shall preside at all Association meetings, meetings of the Board of Directors, and at the meetings of the Executive committee, and shall have those powers, which are usually and customarily exercised and performed by the President. The President shall be responsible for the general supervision, direction, and management of the affairs of the Association. The President shall be an Ex-Officio Member of all committees and task forces, and a voting Member of the Board of Directors. All deeds, mortgage bonds, checks, contracts, and other instruments pertaining to the business and affairs of the Association shall be signed on behalf of the Association by the President, his/her designee, or other persons designated by the Board.

Section 2. President-Elect

The President-Elect shall perform the duties of the President in his/her temporary absence or disability and shall be a voting member of the Board of Directors. The execution of any instrument by the President-Elect on behalf of the Association shall have the same force and effect as if it were executed on behalf of the Association by the President, during any time when the President-Elect has assumed the duties of the President due to the President's temporary absence or disability. The President-Elect shall be the Chair of the Policies & Procedures Committee.

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Section 3. Past-President

The Past-President shall be the person who served as President during the most recent election year. The Past-President shall have those powers and perform those duties which are usually and customarily exercised and performed by the Past-President and such other powers and duties as are assigned to the Past-President by the board and/or the President. The Past-President shall be the Chair of the Nominating Committee. The Past-President shall be the Chair of the Political Action Committee.

Section 4. Secretary

The Secretary shall keep accurate minutes of the proceedings of the meetings and of the Board and of any committees of the Board. The Secretary shall collect summaries of all CPA committee and taskforce meetings, and shall provide these summaries to the Board; shall ensure that all notices are duly given in accordance with the provisions of these Bylaws; shall be custodian of the records of the Association and shall perform such additional duties as are incident to such office.

Section 5. Treasurer

The Treasurer shall be responsible for the funds of the Association; and shall receive and disburse all funds as authorized by the Board of Directors, keeping an accurate account thereof. The Treasurer shall maintain accurate records of the financial transactions and status of the Association, and shall make reports to the Board of Directors, and shall from time to time make such other reports as the Board may require. The Treasurer will help develop the annual budget by the end of January. The Treasurer shall be the Chair of the Finance Committee.

Section 6. Presidential Advisor

The Presidential Advisor shall be responsible for attending to and completing various assignments as delegated by the President.

Section 7. Executive Director

The Executive Director shall be the chief administrative officer of the Association and shall perform assignments and maintain a work schedule as determined by the Association's President acting in concert with the Board of Directors. Responsibilities will be documented in the contract with the Executive Director and/or management company. The Association Executive Director shall be an Ex-Officio Member of the Board of Directors, Executive Committee and all other Association committees and taskforces, but shall

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not vote. The position of the Association Executive Director is filled by a majority vote of the entire Board of Directors.

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

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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

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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.

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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.

ARTICLE VIII.

Committees, Taskforces, and Liaisons

Section 1. Authority

The Board may act by and through such committees, taskforces, and liaisons, including Board committees (Executive Committee) and operations committees (standing committees), taskforces, and liaisons. Each such committee, taskforce, and liaison shall have such duties and responsibilities as shall be granted from time to time by the Board. Each such committee and task force shall at all times be subject to the control and direction of the Board. Members of Board committees must be Directors.

Section 2. Executive Committee

The Executive Committee shall consist of the President, the President-Elect, the Past President, the Presidential Advisor, the Secretary, Treasurer, and Executive Director. The Executive

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Committee will assist the President in the administrative functions of the Association not requiring Board decisions. The Executive Committee meets as determined by the President or President-Elect in the President's absence. The Executive Committee shall appoint the general counsel of the Association, subject to the approval of a majority of a quorum of the Board.

- (a) The Executive Committee shall make a report to the members present at the annual business meeting. The action of the Executive Committee shall not conflict with the Articles of Incorporation, recorded votes of the Board of Directors, these Bylaws, or the Act.
- (b) The chair of the Executive Committee shall be, in order of precedence, the President, Past-President, and President-Elect.

Section 3. Taskforces

Taskforces are created to work on short-term issues and agendas. Taskforces typically last one year or less. Taskforces may be authorized by the Board. Each taskforce will have a defined goal and a specific time to accomplish the task. If taskforces continue for longer than one year, a majority of a quorum of the Board shall determine if the taskforce should be transformed into a standing committee.

Section 4. Liaisons

Liaisons have a defined goal which includes coordination with other state or national organizations for the good of the Association.

Section 5. Liaisons, Committee and Taskforce Chairs

Liaisons and Chairs of all standing committees and taskforces shall be appointed each year by the President, subject to approval by the Board of Directors by a majority vote of a quorum. With the approval of a majority of a quorum of the Board, these appointments may also be made by the President-Elect in anticipation of ascending to the President during the last (2) two months of his/her President-Elect year. Liaisons and Chairs of committees and taskforces serve at the pleasure of the President and Board and can be relieved of their position by the simple majority vote of a quorum of the Board. Liaisons and Chairs can be re-appointed by the incoming President up to a term limit of three (3) consecutive years. If there is a compelling reason, the Board may vote by a majority of a quorum of the Board to extend a Liaison or Chair's term of service past three consecutive years. Term limited Liaisons or Chairs may serve again as Liaison or Chair of the same committee or liaison position after an interval of two (2) years. Liaisons or Chairs who are term limited for one committee or position may still serve in another liaison position or as Chair of another committee without waiting for an interval of two years. Term limited chairs may still immediately be members of the committee or taskforce which they chaired.

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It is the responsibility of each liaison or committee or taskforce chair to advise the Board 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 duties of Liaisons and Chairs shall be those specified and delegated by the President and Board. Duties shall be accomplished by the timelines set forth by the Board unless there is a compelling reason for such timelines not to be met which are accepted by the Board. Liaisons and Chairs shall apprise the Board of their CPA related activities at least three times per year in person or in writing. Liaisons and Chairs shall also update relevant policies and procedures on an annual basis subject to majority approval of a quorum of the Board. Policies and Procedures are subject to the Bylaws, Articles of CPA, and the Act. The President shall review the entire list of Liaisons, standing Committees and Taskforces each year and shall recommend to the Board such changes in their number, character and organization as may seem desirable. Any changes will be made by majority approval of a quorum of the Board.

Section 6. Current Standing Committees, Taskforces, and Liaisons

The standing committees of the Association shall be:

- (a) Communications
- (b) Community Service
- (c) Early Career Psychologist
- (d) Ethics
- (e) Finance
- (f) Integrated Care
- (g) Legislative
- (h) Membership
- (i) Nominations
- (j) Policy & Procedures
- (k) Political Action Committee (PAC)
- (l) Program

The Taskforces of the Association shall be:

- (a) Continuing Education
- (b) Forensics

The Liaison positions of the Association shall be:

- (a) APA Council Representative

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- (b) APA Diversity Representative
- (c) APA Rural Representative
- (d) Disaster Response Network (DRN)
- (e) Early Career Psychologist Network (ECPN)
- (f) Federal Advocacy Coordinator (FAC)
- (g) Peer Assistance Liaison (PAL)
- (h) Psychology in the Workplace Network (PWN)
- (i) Public Education Campaign Coordinator (PEC)

Section 7. Committee and Taskforce Meetings

Meetings of each committee or taskforce of the Association may be held at such time and place as are announced at a previous meeting thereof. Meetings of any committee or taskforce may also be called at any time by the Chair or by the President, on at least five (5) days notice by mail, electronic media, or telephone, to each member of the committee. At all meetings of a committee or taskforce, each member thereof shall be entitled to cast one vote on any questions coming before such meetings. The vote will be by simple majority of the committee or taskforce.

Section 8. Liaison, Committee and Taskforce Coordination

The President may assemble the liaisons, committee and taskforce chairs, or their designees in order to coordinate activities. The assembled liaisons, committee and taskforce chairs shall not have the voting or policy-making power afforded only to the Board, but may produce actions subject to the approval of the Board. The President must apprise the Board of all actions of the assembled liaisons, committee and task force chairs.

Section 9. Special Procedures for Selection of Ethics Committee Members

The Ethics Committee is responsible for creating policies and procedures for committee operations including the filling of membership positions. These policies and procedures will be subject to the approval of a majority of a quorum of the Board. Following these policies and procedures, nominees shall be presented to the Board for final selection.

ARTICLE IX. Election Procedures

Section 1. Responsibility

All election procedures are the responsibility of the Nominating Committee with the approval of the Board.

Section 2. Ballot Count

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The election is based on the number of votes the candidate receives. The individual with the most votes wins the position. When more than one position is available (e.g., Board of Directors positions), the individual with the most votes wins the first position, followed by the individual with the second most votes, and this process continues until all positions are filled.

Section 3. Name Order

Candidate names and their candidate statements shall be listed on the ballot according to random lot assignment.

Section 4. Validation

A signature validating system such that the signature does not appear on the nomination or election ballots will be used.

Section 5. Nominations Ballot

The Nominating Committee shall make available to each Member a membership roster of those eligible to become Directors and Officers and a nomination ballot no later than eight weeks before the general election.

Section 6. Nomination

The Nominating Committee will be responsible for creating the nomination policies and procedures subject to the approval of the Board. All nominations will be obtained no later than five (5) weeks before the general election. New members may run for office if, by the time the election slate is distributed to membership, they have been elected to membership per the standard application process in Article III, Section 3.

Those individuals running for the Non-Metro position must live and work outside of 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).

Section 7. Election Procedure

The Executive Director, Secretary or Designee will count the nomination ballots. Members of the Nominating Committee will contact those individuals who have received the most nominations to ascertain their willingness to run for office. All nominees must have accepted nomination in writing, including electronic means, to have their names placed on the ballot. Individuals running for positions will follow nominating policies and procedures regarding

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providing personal statements or answers to standardized questions which will be provided to membership.

- (a) The Nominating Committee shall place on the election ballot the names of up to two (2) individuals who received the most nominations for President-Elect, and up to five (5) individuals, who received the most nominations for the positions of Directors, and who have provided acceptance of such nomination in writing. No person shall seek more than one elective office in any election year.
- (b) The election ballots and candidate statements shall be mailed together to the voting membership in sufficient time to permit the election to be concluded. The Nominating Committee will recommend a timeline for the elections which will be submitted for approval by a majority of a quorum of the Board.

Section 8. Election Tally

The Executive Director and Secretary will count the ballots. The Association will keep the ballots on file for three (3) years. The results will be announced to membership within one month of the election results.

Section 9. Ties

In case of ties, the Members shall decide the issues by a mail ballot system per the policies and procedures created by the Nominating Committee and approved by a majority of a quorum of the Board.

Section 10. Election of Graduate Student Representative(s)

There are two graduate student representatives to the Board of Directors, one voting and one non-voting. The Board of Directors appoints the graduate student representatives for two-year terms on the same schedule as the general CPA elections. Each year the non-voting member is appointed and starts a two-year term beginning July 1st. In the second year of term, this graduate student representative becomes a voting Board member.

The graduate student representatives to the Board must be graduate student members in good standing. The current graduate student Board members will announce vacancies on the Board for graduate students. All interested graduate students must complete the Graduate Board Member Application. If interested graduate students are not a CPA member they must apply to become a member to be considered. The names of interested graduate student members will be forwarded to the Nominating Committee who will present the candidates to the Board.

The person appointed to the non-voting position may participate in meetings of the Board of Directors but may not vote at Board meetings. Both the non-voting and voting graduate student representatives may serve on CPA committees and taskforces.

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Section 11. Terms of Office of Board of Directors

Each of the nine Directors, the Association Representative to the APA Council of Representatives, and other APA liaisons shall be elected to serve for a term of three years. The nine Directors shall be divided into three classes as nearly equal in number as possible, so that the terms of the office of approximately one-third of the nine At-Large Directors shall expire each year. The two at-large Directors who must be from outside the Denver metropolitan area shall be elected in different years. A Director shall hold office for the term for which he, or she, was elected or appointed and through the end of June, or until the Director's death, resignation or removal.

Section 12. Vacancy in the Presidency

In case of vacancy occurring in the Presidency during the year, the President-Elect will assume the duties of the President.

ARTICLE X. Fiscal Year

Section 1.

The fiscal year of the Association shall be from January 1 through December 31. The election year of the Association shall be from July 1 through June 30.

ARTICLE XI. Meetings of the Association

Section 1.

Meetings will be scheduled throughout the year by the Board of Directors including at least one business meeting annually which members will be invited to attend. A quorum of members at the business meeting will consist of ten percent of membership, with the majority vote of a quorum constituting the act of the members. The Act will govern other provisions.

ARTICLE XII. Rules of Order

Section 1.

Keeseey's Modern Parliamentary Procedure, by Ray E. Keeseey, shall cover proceedings of the Association not otherwise specified in the Articles of Incorporation and Bylaws and it shall be the duty of the Executive Director to have it available at all meetings.

ARTICLE XIII.

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Affiliated Association Divisions

Section 1. Creation of a Division

Members may organize themselves into divisions which reflect major areas of professional and scientific interest within the Association. A division shall be established by a petition of fifteen (15) or more Colorado psychologists subject to the majority approval of a quorum of the Board. Divisions may be established within the Association provided that: (a) they represent active and functionally unitary interests of a group of Members, (b) their proposed objectives fall within the scope of the Association, (c) the establishment of any new group is not inimical to the welfare of any division already established, and (d) a majority of a quorum of the Board approves the new division. Affiliate divisions may choose a name provided they append to it a phrase: “An affiliate of The Colorado Psychological Association.”

Section 2. Division Membership

Any member of the Association may apply for membership in one or more divisions under the rules of eligibility and election established by the division. A division may propose qualifications for membership subject to the approval by a quorum of the Board.

Section 3. Dissolution of a Division

On recommendation of a majority of a quorum of the Board of Directors, a division may be dissolved by the Association when: (a) the number of members of the division falls below fifteen (15) for a period of twelve (12) months or more, and/or (b) the division votes to recommend dissolution. The division membership will be given full opportunity to state the reasons that the division should continue to exist.

Section 4. Oversight of Divisions

The Board has final oversight over all division matters. Each division shall draw up and maintain its policies and procedures. Each division may elect such officers, appoint such committees, and adopt such regulations for the conduct of its business, as it may desire, as long as its structure and functioning are not in conflict with Association policy. Each division shall annually file, with the Secretary of the Association, a copy of its policies and procedures, regulations, structure, and membership.

Section 5. Division Officers

A division shall have officers as it may desire. Officers of the division must be CPA members in good standing. The division shall determine other qualifications for its officers and the method of their election.

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It is the responsibility of each division officer to advise the Board 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.

Section 6. Division Funds

A division may collect and administer funds for its own use, but may delegate with approval of the Board of Directors of the Association such administrative functions to the Treasurer of the Association. The division will report to the Association its financial operations annually. Upon dissolution of a group, its funds shall be turned over to the Treasurer of the Association within thirty (30) days of such action.

Section 7. Current Divisions

The current division of the Association shall be the Society for the Advancement of Multiculturalism and Diversity (SAMd).

ARTICLE XIV. Adoption of Bylaws and Amendments

Section 1. Record Keeping

Upon initial adoption of these amendments to the Bylaws by the Board, the Secretary shall date and certify a copy of the Bylaws, which is to be maintained in the official records of the Association. A copy of the Bylaws will be distributed to all Board members, as well as committee and task force chairs. The Bylaws shall also be made available to all other members as requested and posted on the CPA website.

Section 2. Amendments and Repeal

Proposals for amendments to the Bylaws may be initiated by the Board of Directors or presented in writing by five percent of the voting members of the Association to the Board. The Board shall report upon the status of any such proposals to the membership of the Association on a periodic basis.

These Bylaws may hereafter be amended, or repealed only upon the affirmative vote of a majority of the full Board of Directors.

ARTICLE XV. Indemnification of Officers and Directors

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Section 1.

All Directors and Officers, including Division Officers, shall be indemnified by the Association for all costs and expenses (including reasonable attorneys' fees incurred in connection with any claims however characterized at law or in equity) asserted against him / her related to his / her official conduct of Association business, to the fullest extent permitted by Colorado law.

Notwithstanding the foregoing, insofar as the Association may obtain officers and directors or other insurance to cover such costs, nothing herein contained shall have the effect of limiting the availability of any such insurance proceeds pursuant to any policy limitation on contractually assured liability or otherwise.

Approved by the Board 6/16/06

Revised 10/20/06

Revised 2/16/07

Revised 5/18/07

Revised 11/18/07

Revised 11/29/10

Revised 1/30/11

Revised 7/1/13

Revised 7/15/16