

GREATER KANSAS CITY PSYCHOLOGICAL ASSOCIATION BYLAWS

These Bylaws are adopted by the Greater Kansas City Psychological Association, hereinafter “the Association,” and replace and supersede in their entirety the Bylaws of the Association adopted June 1, 1999.

ARTICLE I – OFFICES

The principal office of the Association in the State of Kansas shall be located in the City of Overland Park, County of Johnson, State of Kansas. The Association may have other offices, either within or outside of the State of Kansas as the Association Board may determine or as the affairs of the Association may require.

The Association shall maintain in the state of Kansas a registered office, and a registered agent whose office is identical with the registered office, as required by the Kansas Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the state of Kansas, and the address of the registered office may be changed as needed by the Association Board.

ARTICLE II – MEMBERS

Section 1. Classes of Members

The Association shall have two classes of members. The designation of the classes and the qualifications and rights of the members of the classes shall be as follows:

Members. Members shall be those individuals who have paid the appropriate fees and any other requirements as set forth by the Association Board and who are members in good standing of the American Psychological Association, the Kansas Psychological Association, the Missouri Psychological Association or a licensed psychologist.

Associate Members. Associate Members are those individuals who have paid requisite fees and have otherwise met the requirements set forth by the Association Board including the following:

- a. Students who are actively enrolled in a graduate program that is primarily oriented to psychology.
- b. Professionals who are associated with their professional organizations and work in association with the discipline of psychology.
- c. Persons who have completed their degree program in psychology and will be eligible for licensure in the future.
- d. Representatives of an organization or institution that has a business involved in or related to the practice of behavioral health or psychology.
- e. Past members who are retired or disabled, who have been nominated by a member and approved for emeritus status by the Association board members.

Section 2. Election of Members

Members shall be elected by the Association Board. An affirmative vote of 51% of the board members shall be required for election.

Section 3. Applications for Members

Except in the initial election of members, all applicants for membership shall file with the Administrator a written application in such form as the Association Board shall determine.

All applications for membership shall be presented promptly for consideration and investigation to the membership chair. If a membership committee has been appointed by the Association Board, that committee shall report its recommendations promptly to the Association Board. The Association Board shall consider each application and either accept or reject it. After an applicant has been rejected, the applicant may not make another application for membership within one year thereafter.

Section 4. Voting Rights

Each Member shall be entitled to one vote on each matter submitted to a vote of the members. Associate Members shall have no voting rights.

Section 5. Termination of Membership

The Association Board, by affirmative vote of a majority of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article XI of these bylaws.

Section 6. Resignation

Any member may resign by filing a written resignation with the Administrator, but resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid.

Section 7. Reinstatement

Upon written request signed by a former member and filed with the Administrator, the Association Board may, by the affirmative vote of a majority of the members of the Board, reinstate the former member to membership upon such terms as the Association Board may deem appropriate.

Section 8. Transfer of Membership

Membership in this Association is not transferable or assignable.

ARTICLE III – MEETINGS OF MEMBERS

Section 1. Annual Meeting

An annual meeting of the members shall be held each year during the month of November, at a time and place to be set by the Association Board, for the purpose of electing Executive Committee board members and for the transaction of such other business as may come before the meeting. If the election of Executive Committee board members shall not be held on the day designated here for

any annual meeting, or at any adjournment of the annual meeting, the Association Board shall cause the election to be held at a special meeting of the members as soon after as is convenient.

Section 2. Special Meetings

Special meetings of the members may be called by the President, the Association Board, or not less than 70% of the members having voting rights.

Section 3. Place of Meeting

The Association Board may designate any place, either within or outside of the State of Kansas, as the place of meeting for any annual meeting or for any special meeting called by the Association Board. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Association in the State of Kansas.

Section 4. Notice of Meetings

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail or by email to each member entitled to vote at such meeting, not less than 30 nor more than 60 days before the date of such meeting, by or at the direction of the President, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Association, with postage thereon prepaid. If emailed the notice shall be deemed delivered upon sending the notice to the members' email account listed with the Administrator of the Association.

Section 5. Informal Action by Members

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by at least a majority of the members entitled to vote with respect to the subject matter of the action.

Section 6. Quorum

No quorum shall be required to conduct business at a regularly scheduled annual meeting. The members holding 50% of the votes that may be cast at any meeting shall constitute a quorum at any special meeting. If a quorum is not present at any special meeting of members, a majority of the members present may adjourn the meeting without further notice.

Section 7. Proxies

Proxy voting by members shall not be permitted.

Section 8. Voting by Mail/Electronically

Where Executive Committee board members are to be elected by members, the election may be conducted by mail, email or web based voting in a manner that the Association Board shall determine.

ARTICLE IV – ASSOCIATION BOARD

Section 1. General Powers

The affairs of the Association shall be managed by its Association Board. Board members need not be residents of the state of Kansas. Board members must be members of the Association.

Section 2. Number, Tenure and Qualifications

The number of board members shall be determined by the current President but shall consist of at least three members. These board members shall hold office until the next annual meeting of members and until his or her successor has been nominated and qualified. The number of additional Association Board members to be appointed shall be stated in the notice of the annual meeting of the members.

Section 3. Regular Meetings

A regular annual meeting of the Association Board shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Association Board may provide by resolution the time and place, either within or outside of the state of Kansas, for the holding of additional regular meetings of the Board without other notice than the resolution.

Section 4. Special Meetings

Special meetings of the Association Board may be called by or at the request of the President or any two board members. The persons authorized to call special meetings of the Board may fix any place, either within or outside of the state of Kansas, as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Association Board shall be given at least two days previously by written notice delivered personally or sent by mail, or email to each board member at the address for such board member as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If by email it shall be deemed delivered when sent.

Any board member may waive notice of any meeting. The attendance of a board member at any meeting shall constitute a waiver of notice of such meeting, except where a board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum

A majority of the Association Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the board members are present at the meeting, a majority of the board members present may adjourn the meeting without further notice.

Section 7. Manner of Acting

The act of a majority of the board members present at a meeting at which a quorum is present shall be the act of the Association Board, unless the act of a greater number is required by law or by these bylaws.

Section 8. Vacancies

The Association Board shall fill any vacancies that arise. A member selected to fill a vacancy shall complete the unexpired term of the predecessor.

Section 9. Compensation

Board members as such shall not receive any stated salaries for their services, but by resolution of the Association Board shall be issued certificates of continuing education by the current President.

Section 10. Informal Action by Board members

Any action required by law to be taken at a meeting of board members may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by a majority of the board members.

ARTICLE V – EXECUTIVE COMMITTEE OFFICERS

Section 1. Officers

The officers of the Association shall be a Past President, President, President Elect, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this article. The Association Board may elect or appoint the other officers as it shall deem desirable, to have the authority and perform the duties prescribed by the Association Board. The same person may hold two or more offices.

Section 2. Election and Term of Office

The Executive Committee officers of the Association shall be elected annually by the Association members at the regular annual meeting of the Association. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Association Board. Each officer shall hold office until his or her successor shall have been elected and shall have qualified.

Section 3. Removal

Any officer elected or appointed by the Association Board may be removed by the Association Board whenever in its judgment the best interests of the Association would be served by removal of the officer, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Association Board for the unexpired portion of the term.

Section 5. President

The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He or she shall preside at all meetings of the members and of the Association Board. He or she may sign, with any other proper officer of the Association authorized by the Association Board, any deeds, mortgages, bonds, contracts, or other instruments which the Association Board has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Association Board or by these bylaws or by statute to some other officer or agent of the Association; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Association Board.

Section 6. President Elect

In the absence of the President, or in event of the President's inability or refusal to act, the President Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President Elect shall perform such other duties as may be assigned to him or her by the President or by the Association Board.

Section 7. Past President

The Past President shall attend all meetings of the Executive Committee and serve as chair of the Nominating Committee for the year following his or her presidency.

Section 8. Treasurer

If required by the Association Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the Association Board shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned to him or her by the President or by the Association Board.

Section 9. Secretary

The Secretary shall keep a permanent record of minutes of the Annual Meeting and of the Association Board meetings, see that all notices are given in accordance with the provisions of these bylaws or as required by law, conduct the elections of the Association, and such other duties as may be assigned by the President or by the Association Board.

Section 10. Administrator

The Administrator shall be the custodian of the Association records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is authorized in accordance with the provisions of these bylaws; keep a register of the mailing and/or email address of each member which shall be furnished to the Administrator by that member; and in general perform all duties incident to the office of Administrator and such other duties as may be assigned by the President or by the Association Board.

ARTICLE VI – COMMITTEES

Section 1. Committees of Board members

The Association Board, by resolution adopted by a majority of the board members in office, may designate and appoint one or more committees, each of which shall consist of two or more Board members, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Association Board in the management of the Association; provided, however, that no such committee shall have the sole authority of the Association Board in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Association; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another Association; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Association; or amending, altering or repealing any resolution of the Association Board which by its terms provides that it shall not be amended, altered or repealed by the committee. The appointment of any such committee and the delegation of authority shall not operate to relieve the Association Board of any responsibility imposed upon it by law.

Section 2. Other Committees

Other committees not having and exercising the authority of the Association Board in the management of the Association may be designated by a resolution adopted by a majority of the board members present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, members of each such committee shall be members of the Association, and the President of the Association shall appoint the members of the committees. Any member may be removed by the persons authorized to appoint such member whenever, in their judgment, the best interests of the Association shall be served by such removal.

Section 3. Term of Office

Each member of a committee shall continue as a member until the next annual meeting of the members of the Association and until his or her successor is appointed, unless the committee shall be terminated sooner, or unless the member be removed from the committee, or unless the member shall cease to qualify as a member of the committee.

Section 4. Chair

One member of each committee shall be appointed chair by the person or persons authorized to appoint the members of the committee.

Section 5. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

ARTICLE VII – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts

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

Section 2. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by the Treasurer in a manner as shall be determined by resolution of the Association Board. The Treasurer shall present, monthly, the Association's ledger, bank statements, and an itemized list of income and expenses to the Association's Board, as requested.

Section 3. Deposits

All funds of the Association shall be deposited to the credit of the Association in the banks, trust companies, or other depositories as the Association Board may select.

Section 4. Gifts

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

ARTICLE VIII – CERTIFICATION OF MEMBERSHIP

Section 1. Documentation of New Membership

The Association Board may provide documentation of new membership in the Association.

Section 2. Documentation of Current Membership

A member in good standing may request documentation of current membership.

ARTICLE IX – BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Association Board and committees having any of the authority of the Association Board, and shall keep at the registered or principal office, or secured digital storage, a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member (or member's agent or attorney) for any proper purpose at any reasonable time.

ARTICLE X – FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI – DUES

Section 1. Annual Dues

The Association Board may determine the amount of initiation fee, if any, and annual dues payable to the Association.

Section 2. Payment of Dues

Dues shall be payable in advance on the first day of January in each fiscal year. Dues of new members joining after the first six months shall be prorated at 50% of the initiation fee and dues for the remainder of the fiscal year of the Association.

Section 3. Default and Termination of Membership

When any member of any class shall be in default in the payment of dues for a period of twelve months from the beginning of the fiscal year or period for which such dues became payable, his or her membership may be terminated by the Association Board in the manner provided in Article II of these bylaws.

ARTICLE XII – SEAL

The Association Board shall provide a corporate seal, which shall be in the form of the Association's logo and name.

ARTICLE XIII – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Kansas Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Association, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice.

ARTICLE XIV – AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Board Members present at any regular meeting or at any special meeting, if at least two days written notice is given of intention to alter, amend, repeal, or adopt new bylaws at the meeting.

Date: May 17, 2018

Secretary