

## BYLAWS OF THE OREGON PSYCHOANALYTIC CENTER

*(Revised April 2018)*

### ARTICLE I: PURPOSE

This corporation shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions).

This corporation's primary purpose is as follows: the corporation is a nonprofit educational institution. It operates the Psychoanalytic Institute [hereinafter, the Institute], a school that offers advanced psychoanalytic training to mental health specialists. The corporation applies psychoanalytic knowledge of human development and mental functioning to the design and delivery of both targeted community outreach and collaboration projects, and a variety of educational programs providing psychoanalytic training to mental health professionals.

### ARTICLE II: MEMBERS

Section 1 - Classes and Voting. There shall be one class of members of this corporation. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the bylaws of this corporation.

Section 2 - Qualifications. All members in good standing at the time of the merger of the corporation formerly known as the Oregon Psychoanalytic Foundation with this corporation and all members in good standing of this corporation are members of this corporation. The Board of Directors shall establish criteria by which additional persons may become a member of the corporation.

Section 3 - Termination of Membership. Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

Section 4 - Annual Meeting. The annual meeting of the members shall be held at a date and time set by the Board of Directors.

Section 5 - Special Meetings. Special meetings of the members shall be held at the call of the Board of Directors, or by the call of the holders of at least five percent of the voting power of the corporation by a demand signed, dated, and delivered to the corporation's Secretary. Such demand by the members shall describe the purpose for the meeting.

Section 6 - Notice of Meeting. Notice of all meetings of the members shall be given to each member at the last e-mail address of record, by e-mail, at least 7 days before the meeting, but not more than 60 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.

Section 7 - Quorum and Voting. Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members voting is the act of the members, unless these bylaws or the law provide differently.

Section 8 - Proxy Voting. A member may vote by proxy in writing signed by the member personally or by the member's attorney-in-fact. An appointment of a proxy is effective when received by the secretary or other officer or agent authorized to tabulate votes. An appointment is valid for eleven months unless a different period is expressly provided in the appointment form.

Section 9 - Action by Consent. Any action required by law to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the members.

### **ARTICLE III: BOARD OF DIRECTORS**

Section 1 - Duties. The affairs of the corporation shall be managed by the Board of Directors.

Section 2 - Number and Term. The number of board members may vary between a minimum of three and a maximum of thirty. The term of office for board members shall be two years. A board member may be reelected without limitation on the number of terms s/he may serve.

Section 3 - Appointment and Election. The Board shall be constituted as follows:

a - Appointment. The Executive Committee of the Institute shall appoint two board members. The OPI Executive Committee shall promulgate rules to determine how the appointments shall be made. In the event that the Institute changes the name of this committee in the future, all references in these bylaws to this committee shall apply to the new committee.

b - Election. The remaining members of the Board shall be elected by the members at the annual meeting of the members by a plurality of the votes cast. The Board of Directors shall recommend a slate of directors to the members pursuant to procedures adopted by the Board of Directors.

Section 4 - Removal. Any board member appointed by the Executive Committee of the Institute may be removed, with or without cause, by that Committee. Any other board member, elected by the OPC membership, may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of board members.

Section 5 - Vacancies. A vacancy created in a position appointed by the OPI Executive Committee shall be filled by that Committee. A vacancy created in a position elected by the members shall be filled by a majority vote of the board members then on the Board of Directors.

Section 6 - Quorum and Action. A quorum at a board meeting shall be a majority of the number of board members in office. If a quorum is present, action is taken by a majority vote of directors present. Where the law requires a majority vote of directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 7 - Regular Meetings. Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

Section 8 - Special Meetings. Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each board member personally or by telephone, electronic mail, or mail not less than five days prior to the special meeting.

Section 9 - Meeting by Telecommunication. Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications, as long as all Board members can hear each other.

Section 10 - No Salary. Board members shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

Section 11 - Action by Consent. Any action required by law to be taken at a meeting of the board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the board members.

#### **ARTICLE IV: COMMITTEES**

Section 1 - Committees. The Board of Directors shall create the committees set out below. The Board President will appoint the chair of each committee. Each committee chair must periodically report to the Board of Directors. Each committee shall develop policies and procedures to carry out its responsibilities. Such policies and procedures are to be approved by the Board.

a – Program Coordinating Committee: The Program Coordinating Committee shall be composed of one member of each educational program of the Center as well as other committees that are important to the coordination and functioning of the organization. The President will appoint the PCC Chairperson, who must report to the board after each PCC meeting. The function of the Program Coordinating Committee shall be to coordinate and evaluate all OPC programs.

The OPI Executive Committee shall have educational independence and the authority to approve all educational policy within the Institute. The OPI EC shall exercise all authority delegated by this section without the approval of the Board of Directors, except as provided below in this subsection.

OPC policies and procedures shall follow the educational standards of the American Psychoanalytic Association with respect to training programs. If any individual believes that he or she has been adversely affected by the failure of OPC to follow its policies or procedures, that individual shall follow the appeals procedure established by the Ethics Committee of OPC. After exhausting those remedies, the individual shall have the right to appeal to the Board of Directors. Such appeal must be filed within 30 days after the exhaustion of the Ethics Committee’s remedies. The sole issue for determination by the Board shall be whether the Committee followed its policies and procedures. The decision of the Board shall be final and shall not be reviewable by any court.

b - Community Outreach Committee The Community Outreach Committee shall manage programs of outreach to the general public which do not involve clinical relationships or the formal training of clinical professionals. The Outreach Chair is not required to be on the Board. The chair will be appointed by the President.

c - Finance Committee The Finance Committee shall manage the fiduciary and budgetary aspects of the Center including the treasury and accounting. The Chair of this committee will be appointed by the President and must be a member of the Board of Directors.

e - Ethics Committee The Ethics Committee Chair will be appointed by the President and will be required to report to the Board of Directors on a regular basis. The Ethics Committee shall concern itself with matters relating to education and training in the ethical principles and standards of practice of psychoanalytic therapy. The activities of the Ethics Committee are designed to improve the quality of services provided by active members and shall constitute “peer review” as defined in ORS 41.675. To the fullest extent allowed by ORS 41.675, and state and federal law the written and oral communications of this Committee, and made to this Committee, shall remain privileged and strictly confidential and shall not be admissible in any judicial, administrative, arbitration or mediation proceeding. This privilege and confidentiality shall encompass all stages of the Committee’s work in any given case, including but not limited to initial contact through final resolution. All information concerning members shall be privileged and confidential, except when disclose of such information is compelled by law.

Section 2 - OPC Executive Committee The OPC Executive Committee shall be composed of the President, Immediate Past President, Vice President, Secretary and Treasurer of the corporation; the Director of the Institute, and the Chair of the Program Coordinating Committee. Other members, such as the Ethics Chair, may be asked by the Executive Committee to participate in OPC EC discussions as nonvoting participants. In the absence of the Chair of a Committee, or during the Chair's disability or inability to act, the chair will appoint another representative of the committee to act as a member of the Executive Committee. The Executive Committee shall have the power to make on-going Board-level decisions between Board meetings.

Section 3 - Other Committees The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

Section 4 - Quorum and Action A quorum at a Committee meeting exercising Board functions shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Board members present.

Section 5 - Limitations on the Powers of Committees No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, bylaws, or any resolution by the Board of Directors.

## **ARTICLE V: OFFICERS**

Section 1 – Titles The officers of this corporation shall be the President, Vice President, Secretary, and Treasurer. The officers must be members of the Board of Directors.

Section 2 - Election The Board of Directors shall elect the officers to serve two year terms. An officer may be reelected without limitation on the number of terms s/he may serve.

Section 3 - Vacancy A vacancy of any office shall be filled as soon as possible following the vacancy.

Section 4 - Other Officer The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5 – President The President shall be the chief executive officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 6 - Vice President The Vice President shall perform the duties of the President in the absence of the President or during the President's disability or inability to act.

Section 7 - Secretary The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; (b) provision for notice of all meetings of the Board of Directors; and (c) any other duties as may be prescribed by the Board of Directors.

Section 8 – Treasurer The Treasurer shall have the overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors; and (e) any other duties as may be prescribed by the Board of Directors.

**ARTICLE VI: AMENDMENTS TO BYLAWS**

These bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by a majority vote of directors then in office. Prior to the adoption of the amendment, each Board member shall be given at least five days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment. Any amendment to the provisions of these bylaws pertaining to the appointment, removal, or filling of vacancy of Board members by the Extended Clinical Education Committee of the Institute in Article III, §§3, 4, or 5, or to the Clinical Education Committee in Article IV, §§1.a. or 2 must be approved in writing by a majority of the Extended Clinical Education Committee.

**ARTICLE VII: CORPORATE INDEMNITY**

This corporation will indemnify its officers and directors to the fullest extent allowed by current or future Oregon law.

DATE ADOPTED: April 2, 2018

I certify that these bylaws are a true copy of the bylaws of this corporation.

SIGNATURE BY CORPORATE OFFICER:

\_\_\_\_\_  
Sarah Schrott, LCSW, President

DATE: \_\_\_\_\_