

BYLAWS OF
WESTERN PSYCHOLOGICAL ASSOCIATION, INC.
A California Nonprofit Corporation

ARTICLE I
FUNCTION AND PURPOSES

Section 1.01 Function. Western Psychological Association, Inc., (hereinafter called the “Association”) was incorporated by the Secretary of State of the State of California on July 12, 1967. The Association was formed to advance the scientific, educational and professional interests of psychologists in western Canada and the western United States, especially including Alaska, Arizona, California, Hawai’i, Nevada, Oregon and Washington.

Section 1.02 Mission. The Association originated in 1921 and continues for the purpose of stimulating the exchange of scientific and professional ideas and, in so doing, enhancing interest in the processes of research, scholarship, teaching and community service in psychology and related fields of the behavioral sciences.

ARTICLE II
OFFICES

Section 2.01 Principal Office. The principal office of the Association for the transaction of its business shall be located in California, at such place as shall be determined by the Board of Directors (hereinafter called the “Board”) from time to time.

ARTICLE III
MEMBERSHIP

Section 3.01 Members. The Association shall have voting members and non-voting members, all subject to membership fees, rules and procedures prescribed by the Board:

(a) Voting Members: Individuals who (1) by virtue of their employment, education (doctoral or masters’ degrees in psychology or closely related fields) and/or significant professional accomplishments, identify with the discipline of psychology, (2) who meet current standards for research, teaching and/or the practice of psychology **and** (3) who apply and are accepted for membership and, unless waived by the Board, have paid annual dues.

(b) Non-Voting Members: Individuals (1) who are students currently enrolled in colleges and universities accredited by one or more agencies recognized by the U.S. Secretary of Education as reliable authorities concerning the quality of education or training offered by the institutions of higher education or higher education programs they accredit or (2) who have sufficient background and interest in psychology to warrant associate memberships as approved in accordance with rules adopted by the Board. Non-voting memberships are obtained by application to the Board and payment of dues, unless waived by the Board.

The Board shall establish rules and procedures for the admission of members and for appeals in the case of membership denial. Membership shall not be denied on the basis of race, religion, gender preference, national origin, ethnic identification or disability. The Board may establish fee waivers or reductions for individuals based upon years of membership, employment and economic status.

Section 3.02 Voting and Office Rights. Each voting member in good standing shall be entitled to one vote and the privilege of holding office in the Association. Membership is not transferrable. The voting members shall elect the President-Elect, the Treasurer, and the Representative-at-Large.

Section 3.03 Meetings of Members. The regular meeting of the members shall be at the annual convention of the Association during the Spring of each year at a time and place selected by the Board. Special meetings of members may be called at any time by the Board.

Section 3.04 Notice of Meetings. Notice of all membership meetings and conventions shall be posted on the Association web site and sent by mail or email to all members at least 30 days before the meeting, stating the location, the date and time schedule and, in the case of special meetings, the purpose of the meeting and proposals to be discussed.

Section 3.05 Quorum for Meetings. A quorum for the conduct of business at an annual meeting shall be 20% of the voting members registered at the annual convention. At any special meeting, at least 50 voting members must be present or represented by proxy to constitute a quorum; provided, however, that if any proposal not substantially set forth in the meeting notice or on the Association web site is to be voted upon, one-third of the voting members must be present in person or by proxy.

Section 3.06 Voting. Voting members may vote by proxy at a meeting of members, or by emailed ballots, as determined by the Board. In the event that there are more than two candidates for any office, voting shall be by the Hare system, under which voting members shall rank order the candidates for each such office in accordance with procedures promulgated by the Board.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01 Number and Qualification of Directors. The number of directors of the Association shall be five, and shall expand to such larger number as the Board shall from time to time determine. All directors must be voting members. Five directors shall be the Past-President, the President, the President-Elect, the Treasurer and the Representative-at-Large. They shall each serve a term of three years and shall be elected directly by the voting members.

Section 4.02 Powers. Subject to the provisions of the California Nonprofit Corporation Law, and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of the Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

Section 4.03 Duties. It shall be the duty of the members of the Board to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the Association or by these Bylaws;
- (b) Appoint and remove, employ and discharge and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all agents and employees of the Association, including the engagement of an executive director or contractor to conduct administration and convention organization;
- (c) Fill vacancies on the Board until the next annual election of Board members;
- (d) Supervise all officers, agents and employees of the Association to assure that their duties are performed properly; and
- (e) Purchase appropriate insurance for the Association, including officer-director coverage.

Section 4.04 Compensation. Directors shall serve without compensation for their services, but may be reimbursed for out-of-pocket expenses incurred on behalf of the Association and incurred in the performance of services to the Association.

Section 4.05 Restriction Regarding Interested Directors. Before voting on any item before the Board, each director shall identify and disclose personal financial interest with respect to the item. For purposes of this Section, "a personal financial interest" means either:

- (a) The director currently is being directly or indirectly compensated by the person or entity that is proposed to be dealing with the Association to provide services or goods or otherwise has a financial interest through ownership or commitment that would bring financial benefit to such director, or
- (b) Any brother, sister, ancestor, descendant, spouse or domestic partner, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of such director will receive such compensation or has such financial interest in such transaction.

Such disclosure shall be noted in the minutes of the meeting or made an attachment to any written consent to action without a meeting. To the extent feasible, a director with a personal financial interest in any action item shall recuse himself or herself from the vote on such transaction, unless his or her vote is necessary for quorum purposes.

Section 4.06 Term of Office. Each director shall hold office for a term of three years, unless removed by a vote of two-thirds of the Board with cause. Terms of office shall commence on the close of the annual convention and continue until the close of the annual convention in the final year of the term. A director appointed by the Board to fill a vacancy shall serve until the end of the next annual convention. The terms of office shall be staggered to the extent feasible to provide continuity of knowledge of Association history and experience on the Board.

Section 4.07 Place of Meetings. Meetings shall be held at the principal office of the Association unless otherwise provided by the Board or at such place designated from time to time by resolution of the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so as long as all directors participating in such meeting can hear one another.

Section 4.08 Regular Meetings. Regular meetings of directors shall be held on dates specified by the Board.

Section 4.09 Special Meetings. Special meetings of the Board may be called by the President or by any three directors, and such meetings shall be held at the place designated by the person or persons calling the meeting, and, in the absence of such designation, at the principal office of the Association.

Section 4.10 Notice of Meeting. Regular meetings of the Board may be held without additional notice, if held as scheduled by the Board. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or 48 hours' notice if delivered personally or by telephone, fax or e-mail. Such notices shall be addressed to each director at his or her address as shown on the books of the Association or as last instructed by the director to the Board. Notice of the time and place of holding an adjourned meeting shall be emailed to all directors.

Section 4.11 Quorum for Meetings. A quorum shall consist of a majority of the directors then in office. The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law. In the event that the number of directors in office is less than three, the remaining directors or director may appoint additional directors to fill the vacancies.

Section 4.12 Conduct of Meetings. Meetings of the Board shall be presided over by the chairperson designated by the Board, or, if no such person has been designated or, in his or her absence, the President of the Association, or in his or her absence, by the President-Elect of the Association or, in the absence of all of those persons, by the Past-President of the Association. The Secretary of the Association shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of the Association or with provisions of law.

Section 4.13 Action by Written Consent Without Meeting. Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such an action by written consent shall have the same force and effect as the majority vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that the Bylaws of the Association and the California Corporations Code authorize the directors to so act, and such statement shall be prima facie evidence of such authority. In the event a director has a personal financial interest in the matter to be acted upon, the identification and disclosure of that interest shall be communicated to the other directors by email in advance of submitting that director's written consent, and the consents of the others shall be subject to withdrawal within 48 hours of receipt of such disclosure. During that 48-hour

period, the action is not effective unless all other directors have waived the withdrawal right in writing or by email.

Section 4.14 Non-Liability of Directors and Indemnification. The directors shall not be personally liable for the debts, liabilities or other obligations of the Association. To the extent that a person who is, or was, a director, officer, employee or other agent of the Association has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, a director, officer or agent of the Association, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by that person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by the Association, but only to the extent allowed by, and in accordance with the requirements of Section 7237 of the California Corporations Code.

Section 4.15 Council of Representatives. The Board shall maintain a Council of Representatives as an advisory body. Members of the Council shall be selected from voting members from post-secondary institutions within the western region who volunteer to provide information about the Association to faculty and students in their institutions and to make recommendations to the Board through the Representative-at-Large. The Council is not a voting body and its recommendations are not binding on the Board.

ARTICLE V

OFFICERS AND DUTIES

Section 5.01 Principal Officers. The principal officers of the Association shall be a Past-President, a President, a President-Elect, a Secretary, and a Treasurer (who shall be designated as the Chief Financial Officer) and the Representative-at-Large.

Section 5.02 Qualification, Election and Term of Office. Any individual who is a voting member may serve as an officer of the Association. The Secretary and non-principal officers may be appointed by the Board, at any time, and each such officer shall serve at the pleasure of the Board. There shall be no term limit for officers.

Section 5.03 Subordinate Officers. The Board may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

Section 5.04. Chairperson. The Board may choose one of its members to chair meetings. Otherwise the President shall preside at membership and Board meetings.

Section 5.05 Duties of President. The President shall be the chief executive officer of the Association and shall, subject to the control of the Board, have responsibility for the supervision, direction and control of the business and officers of the Association. He or she shall

be ex-officio a member of all the standing committees, shall have the general powers and duties of management usually vested in the chief executive officer of a corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board or by these Bylaws. The President shall serve in such capacity for one year, after which the President shall assume the functions of the Past-President.

Section 5.06 Duties and Term of President-Elect. In the absence or disability of the President, the President-Elect shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The President-Elect shall have other powers and perform such other duties as may be prescribed by the Board. The President-Elect shall serve in such capacity for one year commencing at the close of the annual convention.

Section 5.07 Duties and Term of Past-President. The Past-President shall be an advisor to the President and shall have such other duties as the Board shall determine. He or she shall serve for a term of one year commencing on his or her completion of the term as President.

Section 5.08 Duties of Secretary. The Secretary shall:

- (a) Certify and keep at the principal office of the Association the original, or a copy of these Bylaws as amended or otherwise altered to date.
- (b) Keep at the principal office of the Association or at such other place as the Board may determine, a book of minutes of all meetings of the members and of minutes and actions by written consent of the Board, and, if applicable, meetings of committees, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present and represented at the Board and committee meetings, and the proceedings thereof.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records and of the seal of the Association and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Association under its seal is required.
- (e) Exhibit at all reasonable times to any director of this Association, or to his or her agent or attorney, on request therefor, these Bylaws and the minutes of the proceedings of the directors.
- (f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned to him or her from time to time by the Board.

Section 5.09 Duties of Treasurer. Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Association, and cause to be deposited all such funds in the name of the Association in such banks, trust companies or other depositories as shall be selected by the Board.
- (b) Receive, and give receipt for, monies due and payable to the Association from any source whatsoever.
- (c) Disburse, or cause to be disbursed, the funds of the Association as may be directed by the Board, taking proper vouchers for such disbursements.

- (d) Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (e) Exhibit at all reasonable times the books of account and financial records to any director of the Association, or to his or her agent or attorney, on request therefor.
- (f) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Association.
- (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

Section 5.10. Duties of the Representative-at-Large. The Representative-at-Large shall recruit members for the Council of Representatives, shall maintain an accurate list of members of the Council, shall serve as a liaison between the Board and the Council and shall have such other duties as the Board shall determine.

Section 5.11. Compensation of Officers. The principal officers shall not be compensated for their duties.

ARTICLE VI COMMITTEES

Section 6.01 Committees. The Board may create or recognize committees and task forces as it may from time to time deem appropriate by resolution of the Board. Such committees and task forces may include persons who are not members of the Board. The President shall select the chairs of such committees and task forces. The additional committees and task forces shall act only in an advisory capacity to the Board and shall be clearly titled as "advisory" committees. Should the Board deem it appropriate, it may convene meetings with the chairs of such committees with the Board for planning purposes and may establish rules and policies for such meetings.

ARTICLE VII EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 7.01 Execution of Instruments. The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Association 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. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable momentarily for any purpose or in any amount.

Section 7.02 Checks and Notes. Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders

for the payment of money and other evidence of indebtedness of the Association shall be signed by the Treasurer or the President of the Association.

Section 7.03 Deposits. All funds of the Association shall be deposited as soon as reasonably possible, to the credit of the Association in such banks, trust companies or other depositories as the Board may select.

ARTICLE VIII CORPORATE RECORDS, REPORTS AND SEAL

Section 8.01 Maintenance of Corporate Records. The Association shall keep at its principal office in the State of California:

- (a) Minutes of all meetings and actions by written consent of the members, directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present at Board and committee meetings and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and
- (c) A copy of the Association's Articles of Incorporation and these Bylaws as amended to date, which shall be open to inspection by any director at all reasonable times during office hours and shall be posted on the Association's website.

Section 8.02 Corporate Seal. The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Association or by the Secretary. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 8.03 Directors' Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Association.

Section 8.04 Right to Copy and Make Extracts. Any inspection under the provisions of this Article may be made in person or by agent or attorney, and the right to inspection includes the right to copy and make extracts.

Section 8.05 Annual Report. The Board shall cause an annual report to be posted on the Internet web site of the Association not later than 120 days after the close of the Association's fiscal year with access available to all members, which report shall contain the following information in summary form:

- (a) The assets and liabilities, including trust funds, of the Association as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the fiscal year; and

(d) The expenses or disbursements of the Association, for both general and restricted purposes, during the fiscal year.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Association that such statements were prepared without audit from the books and records of the Association and are accurate to the best of such officer's knowledge. A detailed version of the annual report shall be prepared and distributed to the Board.

ARTICLE IX FISCAL YEAR

Section 9.01 Fiscal Year Of The Association. The fiscal year of the Association shall begin on July 1 and end on the next June 30.

ARTICLE X AMENDMENT OF BYLAWS

Section 10.01 Amendment. Subject to any provision of law applicable to the amendment of Bylaws of nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by the Board, except for the provisions of Sections 1.02, 3.01(A), 3.02, 3.04, 3.05, 3.06, 4.04, 5.11 and this Section 10.01, which may only be altered, amended or repealed by a majority of votes cast by voting members at an annual meeting of members or by mail or email ballot after notice duly given in accordance with Section 3.04 of these Bylaws.

ARTICLE XI PROHIBITION AGAINST SHARING ASSOCIATION PROFITS AND ASSETS

Section 11.01 Prohibition Against Sharing Association Profits and Assets. No director, officer, employee or other person connected with the Association, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association; provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Association in effecting any of its corporate purposes if such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board. On dissolution or winding up of the affairs of the Association, whether voluntarily or involuntarily, the assets of the Association, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of the Association and not otherwise.