

Bylaws of the Florida Psychological Association, Inc.

FLORIDA PSYCHOLOGICAL ASSOCIATION
A corporation not-for-profit existing under the laws of the State of Florida

I. MISSION

The mission of the Florida Psychological Association shall be to advance psychology as a science and profession and as a means of promoting health and human welfare; by the improvement of the qualifications and usefulness of psychologists through high standards of ethics, conduct, education, and achievement; to increase and diffuse psychological knowledge through meetings, professional contacts, reports, papers, discussions, and publications; and to advance scientific interests and inquiry; and the application of research findings to the promotion of health and the public welfare.

II. PRINCIPAL OFFICE

The principal office of the Florida Psychological Association, Inc. (hereinafter, FPA) shall be located at 408 Office Plaza, Tallahassee, Florida 32301. The address of the principal office may be changed at the discretion of the Board of Directors.

III. MEMBERSHIP

A. Regular Member Qualification. An individual can qualify as a regular member of the FPA if that person:

- 1) is licensed as a psychologist by the State of Florida; or
- 2) is a fellow of the American Psychological Association; or
- 3) holds a diplomate from the American Board of Professional Psychology.

A regular member must abide by the ethical principles set forth by the American Psychological Association; abide by the rules and regulations set forth by the Florida Board of Psychology; and support the mission of the Florida Psychological Association. A member's conduct will not be injurious to the FPA, or adversely affect its reputation, or be destructive of its purposes.

Regular members shall have all rights and privileges of the FPA including voting rights and holding elected offices in FPA and Chapters.

B. Active Duty Military Member Qualification: An active duty military member is a regular member of FPA in good standing who is called to active status in the United States Armed Forces. The member shall retain all rights and privileges of regular membership status.

C. Associate Member Qualification. An associate member shall be a person, not licensed as psychologist pursuant to Chapter 490, F.S., who holds a doctoral degree with a major in psychology from an institution of higher education fully accredited by a regional accrediting body recognized by the Council on Postsecondary Accreditation or an institution which is publicly recognized as a member in good standing with the Association of Universities and Colleges of Canada. The member must reside or work in the state of Florida on a full or part time basis. Associate members shall have all rights and privileges of the FPA except voting rights and holding elected offices in FPA or a Chapter. Associate members will automatically become regular members upon becoming licensed as a psychologist pursuant to Chapter 490, F.S., or otherwise meeting regular member qualifications as outlined in these Bylaws.

D. Student Member Qualification. There shall be a class of membership called "student member". A student member shall be a student in good standing or a graduate of a recognized graduate program of psychological study accredited by the APA or provisionally accredited, and whose students are eligible to sit for the Florida licensure exam. Student members are entitled to access to the members-only section of the website and to other benefits as determined by the Board of Directors. Student members will not receive hard-copy publications; however these documents may be viewed and downloaded from the website. Student members may, as a group, elect one voting member to the Board of Directors, but shall not otherwise have voting rights and shall not otherwise hold elective office in the FPA. Student members shall have other such rights and privileges as may be approved in policy by the Board of Directors.

E. Retired Member Qualification. There shall be a class of membership called "retired member". A retired member shall be a doctoral level psychologist 62 years of age or older who no longer holds an active license in Florida to practice psychology and had previously been a member of the FPA or another state psychological association for a minimum period of five (5) years prior to seeking retired member status. Retired members shall have all rights and privileges of the FPA.

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2 F. Out-of-State Member Qualification. There shall be a class of membership called “out-of-state member”. An out-of-state
3 member shall be a doctoral level psychologist licensed to practice in another state. The out-of-state member is a psychologist
4 who meets all of the regular member qualifications but whose primary residence is outside of the State of Florida. Out-of-
5 state members shall have all rights and privileges of the FPA except voting rights and holding offices in FPA or a chapter.
6

7 G. Other Member Categories. The Board of Directors may, upon receiving favorable recommendation of the membership
8 committee, develop other membership categories. The Board of Directors shall establish dues and assessments in policy, and
9 member privileges for each category as approved. The Board of Directors may designate honorary members based on
10 criteria established in policy.
11

12 H. Manner of Admission. A person applying for membership in any category shall complete a written application in such
13 form as the Executive Committee may approve, and shall submit the application to the FPA with required non-refundable
14 dues. All applications will be reviewed by the Membership Committee. The Membership Committee shall have full and
15 immediate discretionary power of recommending all categories of members to the Board of Directors. Acceptable applicants
16 will be forwarded to the Board of Directors for approval for membership. All applicants will be notified in writing of their
17 membership status.
18

19 I. Resignation. A member may resign from the FPA upon giving written notice to the Board of Directors. Failure to pay
20 dues for more than 12 months shall constitute voluntary resignation from membership in the FPA. A member who
21 voluntarily resigns may rejoin within three (3) years of the date of resignation without having to go through another
22 application process, subject to verification of qualified membership status. The member will be assessed the prevailing
23 membership rate at the time of rejoining. A member who voluntarily resigns by failing to pay dues more than once may not
24 seek reapplication.
25

26 J. Discipline. The Executive Committee shall have the full and immediate authority to censure, suspend, or expel a member.
27 Cause for such action may include, but not be limited to, the following:

- 28 1) The member ceases to qualify for membership.
- 29 2) The member violates the Articles and Bylaws of the FPA;
- 30 3) The member violates the rules and regulations promulgated by the state licensure board governing the
31 member’s practice and profession;
- 32 4) The member violates the laws and rules relating to the practice of psychology or the *APA Ethical Principles*
33 *and Code of Conduct* which are upheld after all due process and considered of a serious nature by the Florida
34 Board of Psychology.
- 35 5) The member fails to notify the FPA of change in membership and/or licensure status.
- 36 6) The member is convicted by plea or trial, regardless of adjudication, of a crime of dishonesty, sex offense or
37 other charge which violates the principles of psychology. A plea of nolo contendere is a conviction for the
38 purposes of this section.
39

40 The Board of Directors shall establish disciplinary procedures in policy.
41

42 K Limitation. Membership in the FPA shall not be construed by any person as establishing the scientific and professional
43 competence of the member to practice psychology.
44

45 L. No Vested Interest. A member shall not have any vested right, interest, or privilege of, in or to the assets, functions,
46 affairs or franchises of the FPA, or any right, interest or privilege which may be transferable or inheritable, or which shall
47 continue if his or her membership ceases, or while he or she is not in good standing.
48

49 M. Only regular members and active duty military members and retired members who are legal Florida residents shall have
50 the right to vote, to hold elected office, and be considered for governance appointment in the FPA.
51

52 N. All members shall be treated with respect and without discrimination on the basis of race, national or ethnic origin,
53 religion, gender, or sexual orientation, age, mental or physical disability. This does not preclude the FPA from fulfilling its
54 obligation to carry out activities or programs that have as their goal the amelioration of conditions that may restrict members
55 from full participation in the FPA or its activities and programs.
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O. Any individual member or group of individual members who believe their terms of membership in the FPA, as specified in this Article have been abridged by actions taken by an element of the FPA's governance structure or any employee or employees of the FPA may seek such remedies as may be provided under procedures established by the Board of Directors.

IV. DUES

A. Annual Dues. The Board of Directors shall, in policy, establish a dues schedule for membership in the FPA. The dues schedule shall establish membership fees for all membership categories.

B. Special Assessments. The Board of Directors may determine, as deemed necessary, the amount of special assessments to be levied against the membership. Any assessments levied must be approved by a majority of eligible voting members.

C. Exemptions. The Treasurer, President, and/or the Executive Director shall have the authority to exempt any person from the payment of any portion of applicable dues or assessments, for a period of one year. The principal office shall maintain a record of any such exemptions.

D. Payment. Dues shall be payable prior to the last day of the month due. The Board of Directors or Executive Director may approve alternate membership cycles, payment schedules and methods of payment as necessary to facilitate timely payment of dues.

E. Allocation to Chapters. A percentage of each member's dues shall be allocated by the Board of Directors to the regional chapter with which the member is affiliated. This allocation shall be used by the regional chapters as general operational funds. The percentage of the allocation shall be determined annually by the Central Office of the Florida Psychological Association.

F. Additional Funding. A chapter requiring additional funds may make a formal petition for such funds to the Board of Directors. The Board of Directors shall maintain the authority to allocate such funds if deemed appropriate.

V. MEETINGS

A. Meetings of the Membership.

1. Annual Meeting. An annual meeting of the membership shall be held during each year at such time and place as shall be determined by the Board of Directors.
2. Special Meetings. Special meetings of the membership may be called by the President or the Board of Directors, or by written request of a majority of the members, for any purpose.
3. Notice. Written notice of any annual or special meeting shall be sent to each member at least 14 days prior to the meeting. Notice of any special meeting shall state the purpose of the meeting. The notice shall be mailed to the most current address retained in the FPA's records. Any member may, in writing signed by such member, waive notice of any meeting prior to such meeting, and such waiver, when filed in the records of the Association shall be deemed equivalent to the giving of such notice to such member.
4. Voting Rights. Each regular member is entitled to one vote. The vote may be cast in person or by mail, or by proxy.
5. Quorum. The members present, entitled to vote, represented in person, or by proxy shall constitute a quorum at a meeting of the membership. A simple majority vote shall decide any question brought before the meeting, except as otherwise required by FPA bylaw.
6. Proxies. At any meeting of the membership, a member may vote by proxy notice executed in writing with signature by the member or by his or her authorized attorney in fact and filed with the Executive Director of the FPA. The proxy notice shall contain the name and address of the member, a designation as to the meeting for which the proxy is to be used, a statement why the person granting the proxy will not be available for the designated meeting and the name and address of the regular member authorized to exercise the proxy vote. Any proxy given shall be effective only for the meeting specified. Proxy shall be revocable at any time at the

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1 pleasure of the member executing it, by giving written notice of the revocation to the Executive Director of the
2 FPA. A proxy may be filed with the Executive Director at any time before the meeting is convened. Proxies
3 will not be accepted once the meeting has been called to order.
4

5 7. Mail Ballot. Any decision required to be made by the membership at a meeting may be made by the
6 membership voting through a mail ballot.
7

8 8. Presiding Officer and Minutes. At meetings of members, the President shall preside. If the President is
9 absent, then the presiding officer shall be, in order, President-Elect, Treasurer then Secretary. Minutes shall
10 be kept in a businesslike manner and available for inspection by Directors, members and their authorized
11 representatives during normal business hours at the principal office of the FPA. The FPA shall retain these
12 minutes for a period of not less than seven (7) years.
13

14 9. Parliamentary Procedure. Meetings of members shall be conducted according to Keesey’s Modern
15 Parliamentary Procedure.
16

17 **B. Meetings of the Board of Directors.**
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19 1. Regular Meetings. A regular meeting of the Board of Directors shall be held at the same place as the annual
20 meeting of the membership. Additional regular meetings shall be held at a time, place and date set by the
21 President or Board of Directors.
22

23 2. Special Meetings. Special meetings of the Board of Directors may be called by the President or a majority of the
24 Directors for any purpose. A notice stating the purpose of the special meeting shall be mailed or delivered to
25 each Director at least five days prior to such meeting.
26

27 3. Quorum. A majority of the Directors entitled to vote shall constitute a quorum. The vote of a majority of
28 Directors present and entitled to vote shall decide any matter before the Board, except as may be otherwise
29 required by law, parliamentary procedure, or these Bylaws. The President shall vote only to make or break a tie.
30

31 4. Liability. Directors shall not be liable to the members or to the FPA for any mistake of judgment and shall only
32 be liable for their own individual willful misconduct or bad faith. Directors shall have no personal liability with
33 respect to any contract made by them on behalf of the FPA.
34

35 5. Proxies. At any meeting of the Board of Directors, a Director, except for Officers, entitled to vote, may do so by
36 designating proxy representation to a regular member from their chapter and /or division, executed in writing
37 with signature by the Director or by his or her authorized attorney. Proxy may be filed with the Executive
38 Director at any time prior to the start of a meeting of the Board of Directors. The proxy shall contain the name
39 and address of the Director, a designation as to the meeting for which the proxy is designated, a statement why
40 the person granting the proxy will not be available for the designated meeting, and the name and address of the
41 regular member authorized to exercise the proxy vote. Any proxy given shall be effective only for the meeting
42 specified. Proxy shall be revocable at any time at the pleasure of the member executing it, by giving written
43 notice of the revocation to the Executive Director of the FPA. Proxies are expected to review Board materials
44 prior to meetings in order to make the most informed decisions on behalf of their constituents. Proxies will not
45 be accepted once a meeting has been called to order.
46

47 6. Meetings of the Board of Directors, except those specifically designated as executive sessions, shall be open to
48 members of the FPA, but they may not speak or otherwise participate in the meeting unless specifically asked
49 by the President.
50

51 7. The Board of Directors shall be authorized to adopt and publish policies and procedures for the transaction of
52 the business of the FPA, provided the same do not conflict with these Bylaws and the Certificate of
53 Incorporation.
54

55 **VI. BOARD OF DIRECTORS**
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57 A. Terminology. The Board of Directors has been previously termed the Executive Council. All references to Executive
58 Council of the FPA in prior or subsequent documents shall be deemed references to the Board of Directors of the FPA.

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2 B. Responsibility. The Board of Directors is the policymaking and regulatory body of the FPA. Except as may be limited
3 in the Articles of Incorporation or Bylaws of the FPA, the Board of Directors shall have all rights and powers granted or
4 permitted by law.

5
6 C. Membership. The Board of Directors shall consist of the Officers of the FPA, the elected representative(s) of each
7 chapter, chairs of standing boards and committees, chairs of non-standing committees, the Legislative Affairs and Public
8 Policy Board Co-Chairs, the Presidents of eligible FPA Divisions, an elected representative of the student members and the
9 representative(s) to the American Psychological Association Council of Representatives. The Board may establish criteria
10 for additional representation to the Board. All Board of Directors members shall be regular, retired, or active military duty
11 members of FPA, except the student member representative.

12
13 D. Voting Members. Voting board members consist of the Officers of the FPA; representative(s) of the Chapters and
14 Student section; one Legislative Affairs and Public Policy Board chair and the Presidents of eligible FPA Divisions. No
15 person shall be eligible to represent more than one voting entity on the Board at any time. A Director may not cast more than
16 one vote on a single issue at any time on the Board of Directors. A Director may not proxy for another Director at any time.
17 The Board may establish criteria in policy for additional voting members of the Board.

18
19 E. Compensation. The Directors, as such, shall not receive any stated salaries for their services, but, by resolution of the
20 Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of
21 the Board. Nothing herein contained shall preclude any Director from serving the FPA in any other capacity and receiving
22 compensation for such services.

23
24 F. Office and Staff. The Board of Directors shall provide for the establishment and regulation of a central or principal
25 office and such staff as is necessary and appropriate for the operation of the FPA.

26
27 G. Removal. Each Director shall remain in office until the Director's term expires, death, resignation or removal. Any
28 Director may be removed by two-thirds vote of the Board of Directors at a meeting called for that purpose. The Director
29 shall be informed in writing of the reason why the Board of Directors is seeking removal from office, the date of the meeting
30 at which time the issue will be discussed, and be afforded due process with an invitation to appear in person or provide a
31 written statement. A member of the Board of Directors may be removed for the following reasons:

- 32 1) Missing two (2) consecutive Board of Director meetings without prior approval of the Executive Committee
- 33 2) Failure to perform the duties of the office
- 34 3) Failure to abide by the FPA Bylaws or Policies
- 35 4) Failure to maintain eligible membership status

36
37 H. Vacancy. Any vacancy on the Board of Directors shall be filled for the remaining portion of the term by an eligible
38 member approved by the Executive Committee.

39 VII. OFFICERS

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42 A. Name. The Officers shall be a President, President-Elect, Secretary, Treasurer, and Immediate Past President. Officers
43 must be regular members, retired members, or active duty military members of the FPA, legal residents of Florida, and
44 engaged in or retired from the practice or teaching of psychology as a principal occupation.

45
46 B. Election and Term. The term of office for the President and President-Elect shall be one year. The term of office for the
47 Secretary and Treasurer shall be two years. The Secretary's term shall initially commence on even-numbered years, and the
48 Treasurer's term shall initially commence on odd-numbered years. New officers shall be installed at the last annual meeting
49 of the FPA, or at such other time as designated by the Board of Directors and the term shall commence at the beginning of
50 the calendar year. An officer shall hold office until his or her successor has been elected and duly qualified, or until
51 otherwise removed by the Board of Directors. Officers shall be elected according to election guidelines established in the
52 FPA Policy Document.

53
54 C. President. The President shall be the chief elected officer of the FPA and shall oversee all of the affairs of the FPA. The
55 President shall preside at all meetings of the members and of the Directors except as otherwise provided for in these Bylaws
56 or the Policy Document of the FPA. The President or other officer designee may sign, where required, all documents and
57 instruments on behalf of the FPA. The President shall be the immediate supervisor to the Executive Director. The President
58 serves as ex-officio member of all Boards and Committees.

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2 D. President-Elect. In the absence of the President, the President-Elect shall perform the duties of the President, and when
3 so acting, shall have all of the powers and responsibilities of the President. The President-Elect shall succeed the President
4 upon the end of the President's term. The President-Elect shall oversee chapter development and student development. The
5 President-Elect shall perform any duties designated by the Board of Directors.

6
7 E. Immediate Past President. In the absence of the President and the President-Elect, the Immediate Past President shall
8 perform the duties of the President, and when so acting, shall have all of the powers and responsibilities of the President.
9 The Immediate Past President shall serve as the elections chair and awards chair of the FPA and shall perform additional
10 duties as designated by the Board of Directors.

11
12 F. Secretary. The Secretary shall record the minutes of the meetings of the membership, Board of Directors, and Executive
13 Committee, and give notices required by the Bylaws, policies, or by Florida Statutes. The minutes shall be maintained by the
14 principal office of the FPA for a period of at least ten years. The Secretary shall otherwise ensure that an adequate archive
15 and records system is maintained for FPA affairs.

16
17 G. Treasurer. The Treasurer shall work with the Executive Director to assure that the accounting records of the FPA are
18 maintained according to standard accounting practices. The Treasurer shall chair the Finance Committee. The Treasurer
19 shall work with the Executive Director to submit a yearly budget to the Board of Directors for approval and report to the
20 Board of Directors on the financial status of the FPA. The Treasurer ~~may~~ shall review regular FPA expenditures including
21 credit card statements, bank statements, and other financial records. The Treasurer may review and recommend alternate
22 programs for investing FPA reserve funds.

23
24 H. Liability. Officers shall not be liable to the members or the FPA for any mistake of judgment and shall only be liable for
25 their own individual willful misconduct or bad faith. Officers shall have no personal liability with respect to any contract
26 made by them on behalf of the FPA.

27
28 I. Vacancy. Any vacancy in the office of Secretary or Treasurer shall be filled for the remaining portion of the term by a
29 regular member elected by the Board of Directors. In the event of a vacancy in the office of President or President-Elect, a
30 special election will be held to fill that office at a time to be determined by Executive Committee.

31
32 J. Eligibility. To be eligible for nomination as an FPA officer, the nominee must have held a leadership position in a
33 division, special interest group, or chapter as an officer, chapter rep to the Board of Directors, or member of a FPA chapter or
34 state-level standing board or committee for no less than one year.

35
36 K. Delegation of Duties. In case of the absence or inability of any officer to act in his place, the Board of Directors may
37 from time delegate the powers or duties of such officer to any other officer or any Director or other person whom it may
38 select.

39 VIII. EXECUTIVE DIRECTOR

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42 The Board of Directors may employ the services of an Executive Director and such other employees and agents as deemed
43 appropriate with powers, duties and compensation of such being determined by the Board. The Executive Director shall
44 report to the Executive Committee, with the President of the Board acting as direct supervisor to the Executive Director. The
45 Executive Director shall serve as the chief executive officer of the FPA and shall perform duties designated by the Board of
46 Directors, including but not limited to:

47
48 A. Managing, under general guidance of the President, the daily business affairs of the FPA and central office, and
49 administering procedures for planning, analyzing, evaluating and funding FPA activities.

50
51 B. Developing and implementing programs, and establishing active organizational and professional relationships within the
52 membership and the profession to enable the FPA to function effectively and in a manner consistent with the aims and
53 purposes of the FPA.

54 C. Serving as an ex-officio nonvoting member of the Board of Directors and Executive Committee for the purpose of
55 carrying out Board policies and objectives and providing information about FPA programs and services.

56
57 D. Serving as an ex-officio member of all the committees and boards of the FPA.
58

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E. Supervising, hiring, training, and firing all FPA staff.

IX. EXECUTIVE COMMITTEE

A. Purpose. The Executive Committee shall have all powers and authority necessary to act on an interim basis on behalf of the Board of Directors. However, when the decisions of the Executive Committee permanently change the policies of the FPA, approval by the Board of Directors is required before they can become the permanent rules of the FPA. The Executive Committee shall oversee the Executive Director.

B. Members. The Executive Committee shall consist of the Officers of the FPA, the Co-Chairs of the Legislative Affairs and Public Policy Board, and the APA Representative(s). The elected officers and the chair of the Legislative Affairs and Public Policy Board may vote. The APA Representative(s) shall serve as non-voting, ex-officio members.

X. REGIONAL CHAPTERS

A. Purpose and Function. In order to further the purposes of the FPA, and in order to foster active participation of members in the affairs of the FPA, regional chapters shall be established in accordance with geographical areas and the size of the psychological community.

- 1) Members shall be assigned to a regional chapter on the basis of their residence or business address, or by other criteria established by the Board of Directors. All members of a Chapter must be members of the FPA.
- 2) The Board of Directors may establish divisions, affiliations with other groups, or other organizational mechanisms in order to further the purposes of the FPA.

B. Creation. The following chapters have been created and are hereby recognized: 1) Bay; 2) Broward; 3) Brevard-Indian River; 4) Calusa; 5) Capital; 6) Central Florida; 7) Miami-Dade/Monroe; 8) Lower West Coast; 9) North Central Florida; 10) Northeast Florida; 11) Palm; 12) Pinellas; 13) West Florida

C. New Chapters and Annexation. The Board of Directors may recognize new chapters, annex additional counties or geographic areas to existing chapters, or decrease the number of counties or geographic areas covered by existing chapters. Recognition of new chapters with less than 4% of the membership of the FPA shall require a two-thirds vote of the Board of Directors.

D. Representation. Each chapter shall be entitled to one member on the Board of Directors, who shall serve for a three-year term. Chapter elections shall be staggered so as to elect approximately one-third of the chapter representatives each year and the Board of Directors may establish shorter terms to implement this provision.

If the chapter's total membership is more than 7.9% of the FPA's total membership, excluding student and out-of-state category members, the chapter shall be entitled to elect an additional member or members to the Board of Directors on the following basis: 1) more than 7.9% of the membership but not more than 15.38% - one additional member; 2) more than 15.38% but not more than 23.07% - two additional members; 3) more than 23.07% - three additional members. The Board of Directors shall establish procedures for determining the number of Directors to which a chapter is entitled.

E. Affairs. Each chapter shall conduct its own daily affairs according to the Model Chapter Bylaws. Chapters shall administer the allocation of chapter funds, elect its own officers who must be regular members of the FPA, create such committees as are deemed necessary, and select award recipients. All Chapter activities not addressed by the Model Chapter Bylaws shall adhere to the Bylaws and policies of the FPA.

F. Boards and Committees. Chapters shall establish such standing boards and committees as the FPA Board of Directors may require. Chairpersons of chapter boards and committees shall serve as representatives to the corresponding FPA boards and committees.

G. Limitation. No chapter, nor any member, Officer or Director of any chapter, shall have the authority to act on behalf of or speak for the FPA, unless such authority is given in writing by the Board of Directors of the FPA, and except as may otherwise be provided in these Bylaws or by resolution of the Board of Directors.

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XI. APA REPRESENTATIVES

A. Nomination and Election. The Board shall establish procedures for the nomination of members to become representative(s) of the FPA to the American Psychological Association Council of Representatives. The nominees shall be elected by ballot distributed and counted by the American Psychological Association. A Call for Nominations will be disseminated to the Board of Directors and Chapter presidents. Nominations will be forwarded to the chair of the Elections Committee. The recommended nominees will be submitted to the Board of Directors for review prior to their submission to APA by February 15. The chair of the Elections Committee will be responsible for monitoring this process.

B. Office. The representative(s) shall hold office for such term and in accordance with criteria established by the American Psychological Association.

C. Cycle disruption. If the cycle is disrupted for any reason, a person elected by the FPA Board of Directors shall fill the term. If the Board of Directors meeting does not occur before the next meeting of the APA Council of Representatives, then the FPA Executive Committee shall appoint a person. The term shall last until the completion of the next APA election for Council Representatives, when a new representative will be elected.

D. Eligibility. Any FPA regular member in good standing who meets criteria established by the Board of Directors and APA may be nominated for APA Council representative. Sitting members of the FPA Board of Directors shall not be eligible during their term.

XII. STANDING BOARDS AND COMMITTEES

A. Names. Standing boards and committees are those necessary for the proper functioning of the FPA.

B. Standing Boards comprise a representative from each Chapter and conduct vital business. Standing boards are empowered to act to carry out a specific, major function of the FPA.
The following is established as a standing board:

1) Legislative Affairs and Public Policy Board (LAPPB)

The LAPPB is comprised of co-chairs as appointed by the President of the FPA and the Executive Committee with approval from the Board of Directors and representatives from each of the 13 FPA chapters. The LAPPB shall:

- a. Oversee the legislative agenda, administrative code, court decisions and public policy related to mental health and practitioners of psychology for FPA;
- b. Operationalize legislative advocacy activities in FPA, including but not limited to monitoring professional lobbying activity, coordinating the key psychologist network, planning legislative day and the annual LAPPB meeting, developing and maintaining the LAPPB Policy Manual, and providing other training activities to meet legislative advocacy needs of FPA.
- c. Only the LAPPB chairs, the President, and the Executive Director may speak for the FPA on matters related to legislation and public policy.
- d. Act to carry out the necessary tasks associated with the legislative and public policy interests of FPA.

C. Standing Committees conduct specific tasks as mandated by the Board of Directors that support the mission and purpose of FPA and as specified in FPA policy. A standing committee may be disbanded upon two-thirds vote of the Board of Directors. The standing committees shall include:

- 1) Professional and Public Information Committee
- 2) Education and Training Committee
- 3) Ethics Advisory Committee
- 4) Budget and Finance Committee
- 5) Membership Committee
- 6) Elections Committee
- 7) Awards Committee
- 8) Bylaws and Policy Review Committee

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1 Additional standing committees may be established as necessary by the President with approval of the Board of Directors.

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3 D. Chairs. The chairs of standing boards and committees shall be appointed by the President and the Executive Committee
4 as vacancies occur, subject to the approval of the Board of Directors, for a term of two years. Committee terms shall be
5 structured such that one-half of the terms expire each year. The Treasurer shall be the chair of the Budget and Finance
6 Committee. The Immediate Past President shall serve as the chair of the Elections Committee and the Awards Committee.

7
8 E. Members. Except as otherwise required in these Bylaws, the members of the standing boards shall be the sum of the
9 members from the corresponding Chapter-level boards. Standing committee members shall be appointed by the chair of the
10 committee. The Elections Committee shall consist of the Immediate Past President as Chair, and the four most recent Past
11 Presidents of the FPA, who are available and willing to serve. The Executive Committee shall serve as the Budget and
12 Finance Committee. The Chair of any standing committee or Board may appoint subcommittees to carry out specific tasks or
13 activities.

14
15 F. The President may appoint ad hoc committees comprised of Board members or others as necessary to conduct FPA
16 business.

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18 G. Other Organizational Structures. The Board of Directors may create other organizational structures such as Divisions and
19 Special Interest Groups as deemed necessary to enhance the goals of the FPA.

20
21 H. Records. All standing boards and committees shall keep current records of committee activity and submit a full report to
22 the membership at the annual meeting. Interim reports should be submitted to the President and Board of Directors
23 whenever deemed necessary by the Board.

XIII. NOMINATIONS AND ELECTIONS

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27 A. The Election Committee shall issue annually a call by mail to all eligible voting members of the FPA for nominations
28 for the open offices. Thirty days after mailing the nomination ballots, the Election Committee shall close nominations and
29 shall make a preferential count of nominees. The Election Committee shall then prepare for the final election ballot a slate
30 including the names of persons who received at least 10 nominating votes.

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32 B. The Election Committee shall mail to all voting members of the FPA the final ballot, which shall include nominees for
33 all open offices.

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35 C. Thirty days (30) after mailing a final ballot, the Election Committee shall close the election.

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37 D. The Board of Directors shall establish other elections procedures in policy.

XIV. AMENDMENTS TO BYLAWS

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41 A. Proposals. Suggested amendments to the Bylaws shall be proposed by the Board of Directors or by petition to the Board
42 of Directors from at least 5% of the membership. Any suggested amendment shall be submitted to the membership for vote.
43 However, if the Board of Directors is opposed to all or part of an amendment suggested by member petition, the Board of
44 Directors may so state in any mail ballot or otherwise.

45
46 B. Procedures. Suggested amendments shall be mailed to the members of the FPA at least 30 days prior to any meeting or
47 mailing of any ballot determining the suggested amendment. The suggested amendment must, at the option of the Board of
48 Directors, either be voted by a majority of the membership in attendance at a meeting of the membership, or by a majority of
49 those voting in a mail ballot.

XV. AMENDMENTS TO THE ARTICLES OF INCORPORATION

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53 A. Proposals. Amendments to the Articles of Incorporation shall be suggested either by the Board of Directors or by
54 petition to the Board of Directors by at least 15% of the membership. Any amendment suggested by petition shall be
55 submitted to the membership for vote. However, if the Board of Directors is opposed to all or part of the suggested
56 amendment, the Board of Directors may so state in any mail ballot.

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1 B. Procedure. Proposed amendments shall be mailed to the members of the FPA at least 30 days prior to any meeting or
2 mail ballot determining the proposed amendment. The proposed amendment may, at the option of the Board of Directors,
3 either be determined at a meeting of the membership, or by a two-thirds vote of those voting in a mail ballot.
4

5 **XVI. INDEMNIFICATION**

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7 The FPA shall purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against
8 them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.
9

10 These Bylaws of the Florida Psychological Association, a non-profit corporation existing under the laws of the State of
11 Florida were adopted by the membership via mail ballot on November 7, 2006.