

**BY-LAWS OF
THE ASSOCIATION OF BLACK PSYCHOLOGISTS, INC.
(DRAFT February 2017)**

ARTICLE I. NAME

The name of the corporation is **THE ASSOCIATION OF BLACK PSYCHOLOGISTS**, hereafter known as “**The Association**” or “**ABPsi.**”

ARTICLE II. PURPOSES OF THE ASSOCIATION

The Association has been organized to operate exclusively for charitable and educational purposes, including but not limited to:

- (1) Promoting and advancing the profession of African Psychology;
- (2) Influencing and effecting social change; and
- (3) Developing programs whereby psychologists of African descent (hereafter known as Black Psychologists) can assist in solving problems of Black communities and other ethnic groups.

To accomplish these purposes, the Board of Directors (hereafter known as “the Board”) shall exercise the following specific functions:

- (1) Establish a central organization of Black Psychologists;
- (2) Develop funding sources for working capital, staff support, and educational programs;
- (3) Seek funding for projects involving Black Psychologists, such projects to include, but not be limited to, scholarly journals, training programs, recruitment of students and faculty, and community mental health care programs; and
- (4) Work with such organizations of behavioral scientists as are able to implement the purposes of The Association.

ARTICLE III. OFFICES AND REGISTERED AGENT

Section 1.

The principal office of The Association and such other offices as it may establish shall be located at such place or places, either within or without the District of Columbia, as may be designated by the Board. The Association shall continuously maintain within the District of Columbia a registered office at such place as may be designated by the Board.

Section 2.

The Association shall continuously maintain within the District of Columbia a registered agent who shall be designated by the Board. Any change in the registered office or registered agent shall be accomplished in compliance with the District of Columbia Nonprofit Corporation Act. Such agent may be an individual resident of the District of Columbia whose business office is identical with the registered office of The Association, a District of Columbia corporation (whether for profit or not for profit), or a corporation formed outside the District of Columbia that conducts its affairs within the District of Columbia and has an office identical with the registered office of The Association.

ARTICLE IV. MEMBERSHIP

Section 1.

A member in good standing is defined as having paid the annually assessed local and national fees or fees otherwise stipulated by the Board.

Section 2. Eligibility.

Membership shall be limited to persons who hold a college or advanced degree in psychology, related behavioral science fields, or an experiential equivalent in psychology (said experience to be defined by the Board) or who are working in the field of psychology or closely related discipline, or who are students in psychology. Members agree to uphold the mission and Ethical Standards of The Association. Other criteria for membership may be established from time to time by resolution of the Board.

Section 3. Membership Categories.

- A. Professional Member-** has a major in psychology at the Master's or doctoral level and is committed to the goals and objectives of The Association.
- B. Associate Member-** has a major in one of the other behavioral science areas at the Master's or doctoral level and is committed to the goals and objectives of The Association.
- C. Adjunct Member-** has a major in psychology and/or one of the other behavioral science areas at the bachelor's level and is committed to the goals and objectives of The Association.
- D. Student Member-** is enrolled full-time or part-time at the undergraduate or graduate level majoring or minoring in psychology or a closely related discipline and is committed to the goals and objectives of The Association.
- E. Affiliate Member-** is a person not eligible for other membership categories, but committed to the goals and objectives of The Association.
- F. Supporting Member-** is open to members who wish to make a financial commitment, in an amount to be determined by the Board.
- G. Institutional Member** - is open to institutions/agencies and colleges/universities committed to the goals and objectives of The Association, sponsorship is required.
- H. Life Member-** is open to members who wish to make a financial commitment to The Association, in an amount to be determined by the Board.

Section 4. Voting.

Members shall be entitled to vote, with the exception of institutional memberships.

Section 5. Meetings.

A. Annual Meeting. There shall be an annual meeting of members at which the Board shall submit a report of the activities of The Association. A quorum for such annual meetings shall consist of one-tenth of the members of The Association registered and in attendance at the annual convention, any meeting of the general membership-at-large or forum that is hosting the annual meeting.

B. Rules for the Annual Business Meeting:

- Rule 1.** Directly after the opening ceremonies of the first business meeting, the Board shall report the number of members in good standing registered as present, and shall make a supplementary report after the opening exercises at the beginning of each day that business continues. The President may require a secret ballot or roll call during the course of the business meeting.
- Rule 2.** For admission to the business meeting, and to facilitate identification, members shall be required to present their current membership identification card issued by the Board upon registration or by the national office, or be verified as a member in

good standing by the Board.

Rule 3A. A resolution offered by an individual member or Chapter shall be typed or legibly written on the then Board approved Resolution Form, signed by the originator and the sponsor, each of whom shall be in good standing for the current membership year, and shall be received by the Secretary prior to its submission before the assembly. All resolutions must be posted to the National Secretary at least 15 days prior to the Annual Business Meeting. However, a motion offered by an individual member may be made at any time during the Annual Business Meeting pursuant to the current edition of *Roberts Rules of Order Newly Revised*.

Rule 3B. All resolutions received by the Secretary shall be numbered in the order received and presented in such order at the time assigned for their consideration on the business agenda.

Rule 3C. A resolution submitted to the Secretary may be removed from consideration at any time by the Originator by notifying the Secretary in writing. Alternatively, upon introduction of said resolution to the assembly, the Originator may withdraw it from consideration before the chair calls for questions.

Rule 3D. The Originator or a Designee of a resolution shall be present in the assembly at the time his/her proffered resolution is introduced to the assembly if any question or debate concerning it arises. In the event that the Originator or Designee is not so present, the resolution shall immediately be removed from consideration and followed by the next item of business.

Rule 3E. A resolution so dispensed as in (C) or (D) above shall not retain any preference for future consideration.

Rule 4. A copy of all resolutions received and numbered by the Secretary shall be conspicuously posted inside the assembly hall near the entrance. Such notice is to be revised at the beginning of each day.

Rule 5. No member shall speak in debate more than once on the same question (motion or resolution) on the same day, or longer than two (2) minutes without permission of the assembly granted by a two-thirds vote without debate.

Rule 6. The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern the meeting in all cases to which they are reasonably applicable, and in which they are not inconsistent with the *By-Laws* of The Association and these standing rules.

C. Absentee voting. The provision shall be made for all members of The Association to vote by means of absentee ballot. Official absentee ballots shall be returned to the Secretary 30 days prior to an annual business meeting. The Secretary shall retain all absentee ballots and sign them into the business meeting. Membership status will be verified by the Secretary at least 24 hours prior to the business meeting.

D. Proxy voting. The provision shall be made for all members of The Association to vote by means of proxy ballot. Official proxy ballots shall be returned to the Secretary for membership verification at least 24 hours prior to an annual business meeting. The Secretary shall retain all proxy ballots and sign them into the business meeting. The proxy agent is then authorized to vote on any issue on the floor of the business meeting identifying the number of verified proxies at the time of each vote.

E. Special Meetings. Special Meetings of the members may be called by the President, the Secretary or a quorum of the Board, or a simple majority of the currently paid membership of any region; however, such action must be communicated to the Board 30 days in advance of said meeting.

F. Meeting Notice. Unless otherwise determined by the Board, written, published or electronic notice of all meetings of members, specifying the place, day and hour of the meeting and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten or more than 30 days before the date of the meeting, either personally or by mail, by or at the direction of the President or the Secretary or the persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail addressed to the member at his/her address as it appears on the records of The Association with postage thereon prepaid. If such notice is given personally or by telephone, the sender will keep a written record of the communication, including the date and time. If sent electronically, such notice shall be deemed delivered when the return receipt is received by the sender.

Section 6. General.

All benefits and financial obligations of membership shall be in accordance with criteria and procedures established from time to time by resolution of the Board.

Section 7. Termination of Membership.

The membership of any member may be terminated by a three-fourths (3/4) vote of the voting members of the Board of Directors present at any duly called meeting of the Board of Directors; provided that by a similar vote the Board of Directors shall first find that such membership is prejudicial to the best interests of the Association; provided further, that the member in question shall have had the opportunity after notice of at least thirty (30) days to show cause why the membership should not be terminated as provided in this section. Upon such termination, the dues paid for the current year shall be returned on a prorated basis.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers and Duties.

The Board of Directors of The Association shall be its governing body. The Board shall manage, control and direct the affairs and property of The Association. The Board shall have and may exercise all powers specified in its Articles of Incorporation and the District of Columbia Nonprofit Corporation Act necessary to carry out the purpose of The Association.

Section 2. Composition of the Board.

A. Board Members: The number of directors constituting the entire Board shall consist of the current President, President-Elect, Secretary, Treasurer, four Regional Representatives, General Assembly Chairperson, Historian, the Chairperson of the Publication Committee or Designee, Chairperson of the Student Circle's Central Committee, Elder Advisor, National Convention Chair, Rules Committee Chair, and Executive Director. Candidates for these positions must be professional members of the Association of Black Psychologists for at least two years. All elected members of the Board shall be voting members; appointed members and advisors are not voting members of the Board. The Directors of the Board shall serve the following terms:

Voting Members

(1) President. The tenure of the President is two years.

(2) President-Elect. The tenure of the President-Elect is two years.

(3) Treasurer. The tenure as a voting member is two years from the date of election. In case of re-election, the tenure shall extend no further than one additional two-year term.

(4) Secretary. The tenure as a voting member is two years from the date of election. In case of re-election, the tenure shall extend no further than one additional two-year term.

(5, 6, 7, 8) Regional Representatives. The four Regional Representatives shall have tenure as voting members of the Board for two years, beginning with the year of their election. In case of re-election, their tenure shall extend no further than one additional two-year term.

(9) General Assembly Chairperson. The General Assembly Chairperson as a voting member of the Board shall be two years from the date of election unless he/she is re-elected to office. In case of re-election, his/her tenure shall extend an additional two-year term.

(10) Chairperson of the Student Circle's Central Committee. The Chairperson of the Student Circle's Central Committee, as a voting member of the Board, shall be one year from the date of election.

Non-Voting Members

(11) Historian. The tenure of the Historian shall be three years from the date of appointment with one additional reappointment by the Chairperson of the Board.

(12) The Chairperson of the Publication Committee or Designee. The tenure of the Chairperson of the Publication Committee or Designee shall be three years from the date of appointment with additional appointments by the Chairperson of the Board.

(13) Elder of Elders. The tenure of the Elder of Elders shall be two years from the date of appointment with additional appointments by the Council of Elders. The tenure of the Elder of Elders will be staggered with the tenure of the President. The

appointments shall rotate among the elected Elders.

(14) Rules Committee Chair. The President will appoint the Rules Committee Chair.

(15) National Convention Committee Chair(s).

(16) Licensure, Certification and Proficiency Program (LCPP) Chair(s)

(17) Leadership Development Institute (LDI) Chair(s)

(18) Public Relations/Marketing (PRM) Chair(s)

(19) PAST-PRESIDENT'S COUNCIL Representative

(19) Executive Director.

(20) Chairperson elect of the Student Circle

(21) International Relations Representative

(22) Education & Training Committee (ETC)

The term of any Director shall also expire upon 1) his/her death, 2) his/her resignation, or 3) his/her removal in accordance with the *By-Laws*.

B. The Council of Elders. The Council of Elders shall consist of founding members and persons selected by founding members of The Association from respective regional areas. This membership will strive to achieve gender balance. The Council shall seek to establish and maintain gender and Regional balance. An Elder is one who—because of age and maturity—is recognized for wisdom, leadership, community service and promotion of growth of The Association. An Elder is at least 55 years of age, a Life Member, has a minimum of 20 years of membership and a record of leadership in The Association at the local and national levels.

The Council of Elders shall serve as advisors to the Board for the purpose of providing wisdom, guidance and overseeing the conduction of formal rituals and ceremonies (e.g. presiding over meetings, the pouring of libations, the installation of the President, etc.). The Council of Elders shall be responsible for providing clarification, interpretation or judgment regarding the traditions, beliefs, positions and ethics of The Association. In cases of disagreement or during moments of confusion, the membership should defer or look to the Council of Elders for opinion, clarification, direction and ultimately a decision. The Elders shall sit on the Board of Directors for meetings held in their respective region. The sitting Elder shall be selected by consensus among the Council of Elders (a) In the event of death of a newly appointed Elder of Elders, the Immediate Past Elder of Elders will appoint an Interim Elder of Elders to complete the term. (b) If an Elder is no longer able to function on the Council due to advanced age or permanent disability, the title Elder Emeritus can be granted. (c) Those who have served the Council as Elder of Elders, may elect to use the title of “ABPsi Former Elder of Elders” or Elder of Elder Emeritus in signature documents.

Members shall (a) acknowledge the presence of Elders at public gatherings; and (b) ask permission to proceed or to begin the meeting, discussion or event.

C. Vacancies. Any vacancy occurring on the Board arising from any cause, including the expiration of a Director's term, and any directorship shall be filled by the following means: **(1) President.** The President-Elect assumes the office of President. **(2) President-Elect.** Within 30 days of the President-Elect's vacancy of office, the Board acting as an *ad hoc* Election Committee shall accomplish the following: (a) decide and implement a procedure by which the currently paid membership of The Association shall nominate persons for this office, the number being no more than four; and (b) conduct an election to choose one of those persons as President-Elect, said election to be won by the person earning a simple majority of the votes cast by currently-paid members of The Association. **(3) Secretary and Treasurer.** As stated in (2) above. **(4) Regional Representatives.** Directors acting as an *ad hoc* Election Committee shall accomplish one of the following: (a) decide and implement a procedure by which the currently paid membership of The Association residing in the region shall nominate persons for this office, the number being no more than four, as stated in C (2) above; or (b) in cases of less than one year of tenure remaining, the President of The Association shall appoint a Regional Representative by agreement of the Board.

D. Removal of Officers.

Any Board Member may be removed from office for failure or refusal to act at any meeting of the Board by any one of the following: (a) affirmative vote of a majority of the currently seated members of the Board, such majority, constituting a quorum as specified in the *By-Laws*, (b) affirmative vote of a majority of paid members of the Association; in the case of removal of the national officers, said vote to be adopted as a matter of course by the Board, (c) in the case of removal of Regional Representatives, an affirmative vote of a majority of paid members of the region, said vote to be adopted by the Board as a matter of course, or (d) in the case of removal of the Chairperson of the Student Circle's Central Committee, an affirmative vote of a majority of paid student members, said vote to be adopted by the Board as a matter of course.

E. Failure or Refusal to Act.

Failure or refusal to act may be indicated by: (a) two consecutive unexcused absences from meetings of the Board of Directors, (b) violation of one or more of the ethical standards of The Association, (c) repeated failure to provide timely and accurate reports deemed necessary for the office, or (d) deliberately interfering with the effective governance of The Association. A charge of failure or refusal to act must be sustained by a 2/3 vote of the Board of Directors; and a person so-charged may appeal in writing or in person to an *ad hoc* committee formed for that purpose. Such appeals must be rendered within 30 days; and a decision must be rendered within 15 days thereafter.

F. Resignation from the Board.

A Director may resign from the Board at any time by giving notice in writing 30 days thereof to the President; the President may offer his/her resignation to the Board.

Section 3. Meetings of the Board of Directors.

A. Regular meetings of the Board shall be held quarterly. Special meetings shall be called by the President, who serves as the Chairperson of the Board at the request of one-third of the then members of the Board. The last regular meeting of the Board in each year shall constitute its annual meeting.

B. The time and place of all meetings shall be designated by the Chairperson. The meetings may be held within or outside the District of Columbia.

C. At least 30 days notice shall be given to each Director of the regular meetings of the Board. Special meetings may be held upon notice of seven days. Notice of a meeting shall specify the date, time and place of the meeting, but, except as otherwise provided in the *By-Laws*, need not specify the purpose for the meeting or the business to be conducted. Notice must be delivered either personally to each director, telephoned or sent electronically to him/her at the business or home email address. If such notice is given by mail, it shall be deemed delivered when deposited in the U.S. mail properly addressed and with postage prepaid thereon. When notice is given personally or by telephone, the sender will keep a written record of the communication, including the date and time. If sent electronically, such notice shall be deemed delivered when the return email is received by the sender.

Attendance at a regular or special meeting shall constitute a waiver of notice, except where the Director attends a meeting for the express purpose of objecting to the conduct of business on the ground that the meeting was not lawfully convened. A written statement filed with the Board by any Director either before or after a meeting is held, which recites knowledge of the date, time and place of such meeting and specifically waives notice thereof shall be considered effective to dispense with the requirement for prior written notice to such Director.

D. Meetings of the Board of Directors may be conducted via video conference or real time electronic communication.

E. One-third of the occupied voting positions of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, except that if a quorum is not present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

F. Except as otherwise provided by statute, the Articles of Incorporation, or these *By-Laws*, all matters shall be decided by a majority of the Directors present at any meeting at which a quorum exists.

G. Any action required or permitted to be taken at any meeting of the Board may be taken by oral agreement without a meeting if within seven days after such oral agreement, the text of the resolution, motion, or matter agreed upon must be sent to all members of the Board. All members of the Board must consent to such action in writing. The action must be taken within 14 days of the mailing of such text. Such consent in writing shall have the same force and effect as a unanimous vote and may be described as such in any document executed by The Association.

Section 4. Elections.

A. Elections Committee. An Elections Committee shall conduct all regular Association and annual Student Circle elections of The Association Board.

B. Election Procedures.

- 1. The Slate.** A slate of candidates shall be generated by the Elections Committee by soliciting nominees, including self-nominations from the membership at large and from chapters. A person must receive at least two nominations in order to be a bona fide nominee. In the event that a slate is not generated by initial petitions, then the Elections Committee will solicit nominations from chapters of The Association to make a slate. Nominees must be verified as eligible.
- 2. Eligibility.** All nominees shall be members in good standing of The Association. Nominees for the position of President shall hold a doctorate in the field of psychology (Psy.D., Ph.D. and Ed.D.) and must have maintained good financial standing for a minimum of three consecutive years prior to nominee status. Eligibility for officers in the Student Circle of The Association is discussed in Article IX herein. Eligibility for sitting on the Council of Elders is discussed in Article V herein. Members with student member status shall vote for Student Circle officers.
 - 2A. Consent.** All valid nominees shall be contacted by the Elections Committee to obtain their consent to be placed on the ballot as candidates for office.
 - 2B. Candidate Statements.** All candidates for National Office must complete a candidate statement which will accompany official ballots. Candidates must strictly adhere to the instructions governing the completion of the candidate statement.
 - 2C. Campaigning.** All candidates may campaign for National Office. Candidates may obtain one set of mailing labels and e-mail addresses of the members upon request; additional sets of labels shall be made available at a cost to be determined by the Board.
- 3. Balloting.** Official Ballots (marked with The Association seal) shall be mailed to all members no less than 60 days prior to the beginning of the term of office that is up for election. Ballots shall be returned to the Chairperson of the Elections Committee. All ballots must be submitted in a double envelope with the outside envelope containing a space for validating signature. The ballot envelope shall be anonymous. Postmark deadlines shall be established by the Elections Committee and used to verify the acceptability of ballots. All ballots and postmarked envelopes shall be retained as official documents for three years after an election.
- 4. Counting and Verification.** The Chairperson, a member, and a Notary Public shall be present at the opening and counting of ballots after the balloting deadline. A document certified by a Notary Public, specifying the count for all positions on the ballot shall accompany all official documents (ballots and envelopes) of the election. The minimum percentage of votes needed to be elected to any Board of Director's position is twenty percent (20%) of the total ballots cast for that position. Upon review and validation of these documents by the Chairperson of the Board, an announcement shall be made to the membership. In the event of a tie vote, the Elections Committee shall conduct a run off election to break the tie.
- 5. Challenge to Elections.** Any challenge to a National Election shall be written and forwarded to the President within 30 days of the election announcement. Challenges shall be signed by two or more members of The Association.

The President shall review all challenges or grievances and report to the Board within 10 days of the receipt of the grievance. **The Board shall be the final authority in relation to decisions in all election challenges.**

The Board shall establish an *ad hoc* Elections Committee from the Board and a procedure will be established for a new election should any grievance be found to merit such action.

- 6. Scheduling of Elections.** In odd-numbered years, elections for President-Elect, Secretary, Eastern Regional Representative and Western Regional Representative will be held. In even-numbered years, Treasurer, Southern Regional Representative and Mid-West Regional Representative will be elected.

ARTICLE VI. SPECIFIC POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1.

The President of The Association shall be the Chairperson of the Board; the President-Elect of the Association shall be the

Chairperson-Elect of the Board; the Treasurer of The Association shall be the Treasurer of the Board; and the Secretary of The Association shall be the Secretary of the Board.

Section 2.

All of the officers of The Association shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the membership.

Section 3.

The officers of The Association shall hold office until their successors are chosen and qualified.

Section 4.

The Chairperson, the Secretary and such officers as are authorized hereunto by resolution of the Board may execute bonds, mortgages, contracts, leases, agreements and other instruments requiring a seal under the seal of the corporation, and may execute such documents where not requiring a seal; except where such documents are required by law to be otherwise signed and executed, and except where the signing and execution thereof shall be exclusively delegated to some other officer or agent of The Association.

Section 5.

The duties and powers of the officers of The Association shall be provided in these *By-laws*, or as provided pursuant to these *By-Laws* or (except to the extent they are inconsistent with these *By-Laws* or with any provision made pursuant thereto) shall be those customarily exercised by corporate officers holding such offices.

Section 6. The Chairperson.

The Chairperson shall be Chief Officer of The Association and shall perform all duties customary to that office and shall supervise and control all of the affairs of The Association in accordance with policies and directives as provided in these *By-Laws*. The Chairperson serves as an ex-officio member of all of the standing committees of the Board and the Editorial Board of *The Journal of Black Psychology*. The Chairperson is the official spokesperson for The Association. The chairperson shall be the sole immediate supervisor of the National Office top Administrator/Manager/Executive Director. The President shall serve on the Board of Directors of the Association of Black Psychologists Foundation.

Section 7. The Chairperson-Elect.

In the absence of the Chairperson or in the event of his/her inability or refusal to act, the Chairperson-Elect shall perform the duties of the Chairperson and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Chairperson-Elect shall perform such other duties and have such other powers as the Board may from time to time prescribe by standing or special resolution, or the Chairperson may from time to time provide, subject to the powers and control of the Board. The Chairperson-Elect shall oversee all committees of The Association (standing and *ad hoc*), providing direction and tasks (as determined by the Board), providing follow-up, and requiring regular reporting from Committee Chairpersons. The Chairperson-Elect shall ascend to the Chairperson in the event of termination of office of the Chairperson; he/she shall complete the unexpired term of the Chairperson and serve for a full tenure of office.

Section 8. The Secretary.

The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of The Association. He/she shall give or cause to be given all notices in accordance with these *By-Laws* or as required by law and in general and perform all duties customary to the office of Secretary. He/she shall have custody of the corporate seal of The Association. He/she or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and when, so affixed, it may be attested by his/her signature or by the signature of the Assistant Secretary. The Board may give general authority to any other

officer or Designee to affix the seal of The Association and to attest the affixing by his/her signature. The Secretary serves as a member of the Awards Committee. The Secretary shall advise the Board of any policy or procedural changes.

Section 9. The Treasurer.

A. The Treasurer shall perform all duties customary to that office, and shall keep, in collaboration with the accountant and Executive Director, full and accurate record of receipts and disbursements in the books of The Association.

B. The Treasurer shall make a written report of the financial condition of The Association at each regular meeting of the Board of Directors or as requested by the Chairperson of the Board of Directors.

C. If required by the Board, the Treasurer shall give The Association a bond (which shall be renewed when required) in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his/her office and for the restoration to The Association, in the case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to The Association

D. The Treasurer shall make a written annual report to the Board prior to the Annual Convention of The Association and shall make a written annual report at the Annual Convention of The Association.

E. The Treasurer serves as a member of the Fiscal Affairs and National Convention Committees.

Section 10. Regional Representatives.

A. The Regional Representative serves as the liaison between the chapters in his/her region, the affiliate members and the Board.

B. He/she is responsible for communications and coordination of needs of affiliate members and chapters to the Board and advises his/her constituents of the policies, decisions, and initiatives of the Board.

C. The Representative assists with the development/chartering of new chapters in the region and provides support and enhancement of the activities of functioning chapters (the Regional Representative collaborates with the Chapter Development Committee in these functions).

D. Other duties of the Regional Representative are to visit with each chapter to the degree possible; participate in the staging of a regional conference or assembly; communicate on a regular basis with each chapter and members-at-large (members who are geographically located in areas where no chapter exists) in the region.

E. Prepare a budget and formally request and acknowledge receipt of funds to support the office.

F. Provide direct, clear, and specific assistance for chapters' organizational maintenance problems or refer the chapter(s) to appropriate sources for resolution of their problems.

G. Take advantage of opportunities to publicly represent the organization and publicize its mission, commitment, goals, and accomplishments, (i.e. speaking engagements and committee-community service in the name of The Association), being sure to be consistent with organizational and administrative direction.

H. Serve as a member of the Awards, Administrative, and Election Committees

I. Chair the regional meeting at the annual convention; plan, implement, and secure funds for the regional hospitality at the annual convention.

J. Provide the Board with quarterly written reports on the region's activities and business.

K. Perform other duties that may be necessary and reasonable for membership development.

Section 11. General Assembly Chairperson.

The General Assembly Chairperson oversees all committees of the General Assembly (standing and *ad hoc*), providing direction, tasks, and follow-up, as determined by the Board. He/she shall also organize the annual General Assembly Mid-Year meeting. The General Assembly Chairperson makes quarterly written reports on the business of the General Assembly to the Board.

Section 12. Chairperson of the Student Circle Central Committee.

The Chairperson of the Student Circle presides at all meetings of the Student Circle Board of Directors, provides the Board with quarterly written reports on Student Circle activities, actively engages in recruiting student members, plans and implements fund-raising activities in support of Student Circle programs, and assists the Elections Committee in implementing Student Circle elections. The Chairperson of the Student Circle must have held membership in the Student Circle at least one year prior to election

and be financial at the time of election.

Section 13. Historian.

The Historian shall provide an accurate recording of organizational history and keep and maintain the historical records of The Association.

Section 14. Chairperson of the Publication Committee.

The Chairperson of the Publication Committee or Designee provides the Board with quarterly written reports on publications, policy recommendations and duties commensurate with the circulation and promotion of publications of The Association.

Section 15. Elder of Elders.

The Elder of Elders serves as the elder advisor to the board; provides advice, guidance, considered opinion and interpretation regarding traditions, beliefs, positions, and ethics of The Association. He/she implements mediation procedures/conflict resolution when requested. The Elder of Elders coordinates with the Past-President's council the Enstoolment of the incoming president at the national convention and chairs meetings of the Council of Elders. He/she also provides quarterly written reports of Council of Elders activities to the board.

Section 16. Rules Committee Chairperson.

The Chairperson of the Rules Committee shall be present at the Board meetings and the annual business meeting in order that these meetings shall be governed and conducted according to official policies, procedures, and *By-Laws* of The Association. The Chairperson also serves as parliamentarian at the annual meetings and at the Board meetings. Another member may serve as parliamentarian at the Board meetings, at the discretion of the President.

Section 17. National Convention Committee Chair(s).

The Chairperson of the National Convention Committee shall be responsible for the development, refinement and implementation of the policies and procedures in the conduct of the Annual International Convention. These duties include, but are not limited to, oversight and management of the following sub-committees: Abstract Review; Audiovisual/IT; Children, Youth and Family; Education and Training; Exhibits; Fundraising; Logistics/Facilities; Marketing; Program; Public Relations; Registration; Rituals; Special Events; and Volunteers. The Chairperson shall be present at the Board meetings and provides quarterly written reports on the activities and business of the Annual Convention to the Board.

Section 18. Licensure, Certification and Proficiency Program (LCPP) Chair(s)

The Chairperson of the Licensure Certification and Proficiency Program (LCPP) shall be responsible for the development, refinement and implementation of the policies and procedures in the conduct of programs to assure certification which attests to the Black/African-centered Psychology proficiency of those applicants who successfully demonstrate required experience, knowledge, skills and abilities consistent with their proficiency. The Chairperson shall be present at the Board meetings and provides quarterly written reports on the activities and business of the CPP to the Board.

Section 19. Leadership Development Institute (LDI) Chair(s)

The Chairperson of the Leadership Development Institute (LDI) shall be responsible for the development, refinement and implementation of the policies and procedures in the conduct of programs to standardize and institutionalize the training of The Association leadership. The Chairperson shall provide quarterly written reports on the activities and business of the LDI to the Board.

Section 20. Public Relations/Marketing (PRM) Chair(s)

The Chairperson of the Public Relations/Marketing (PRM) shall be responsible for the development, refinement and implementation of the policies and procedures in the conduct of public relations and marketing of The Association, including, but not limited to: developing media databases; developing promotional press releases; and organizing press conferences to provide information to the public concerning The Association. The Chairperson shall provide quarterly written reports on the activities and business of the PRM to the Board.

Section 21. International Relations Representative (IRR)

The International Relations Representative (IRR) shall be responsible for overseeing the international outreach efforts of The Association including the programs of the Committee on International Relations and other committees of The Association who work to enhance the Association's relationship with psychologists throughout the world through establishing programs for networking, information exchange, two-way mentoring, and other collaborative international relationships.

Section 22. The Executive Director.

A. The Executive Director is an ex-officio member of the Board of Directors and of all of the standing committees of the Board. The Executive Director supervises the staff of The Association and provides managerial and technical assistance to the Board. The Executive Director is charged with translating Board policies into action and hires and supervises National Office operations. The Executive Director reports directly to the Chairperson of the Board or his/her Designee. Appraisals of the Executive Director's job performance shall be conducted on a mid-year annual basis by the Chairperson of the Board or his/her designee from the Personnel Committee. Performance reviews/appraisals shall be completed with the approval of a quorum of the voting members of the Board of Directors.

B. The Executive Director shall have the custody of and be responsible for all corporate funds and securities, and shall keep full and accurate account of receipts and disbursements in the books of The Association. The Executive Director shall deposit or cause to be deposited all monies or other valuable effects in the name of The Association in such depositories as shall be selected by the Board. Copies of all financial records—income and disbursements—must be routinely supplied to the National Treasurer.

C. The Executive Director shall disburse or cause to be disbursed the funds of The Association as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the Chairperson and to the Board at its regular meetings or when the Board so requires, an account of all transactions as Executive Director and of the financial condition of The Association. The Executive Director shall provide regular financial reports to the Treasurer on a schedule to be determined by the Board. In the absence of an Executive Director, the National Treasurer or National Office Manager performs the above enumerated fiduciary functions as determined by the Board.

Section 23. Nonprofit Organization/Association Fiduciary Liability Exemption Statement.

A. The Association shall be operated exclusively for charitable and educational purposes as a nonprofit corporation. No individual Director or member of the corporation shall have any title to or interest in the corporate property or earnings in his/her individual or private capacity and no part of general operational monies or the net earnings of the corporation shall inure to the benefit of any Director, officer, member or any Director or individual without the majority approval of all voting Board of Directors. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

B. Upon dissolution of the corporation, the property remaining after providing for debts and obligations of the corporation shall be distributed to that organization exempt from tax under Section 501(c)(3) of the Code as may be designated by the Board of Directors.

C. No member of the Board of Directors of the corporation who is a volunteer Director, as that term is defined in the District of Columbia Nonprofit Corporation Act (The "Act"), shall be personally liable to this corporation or its members or Directors for monetary damages for a breach of director's fiduciary duty; provided, however, that this provision shall not eliminate or limit the liability of a Director for any of the following: (a) a breach of the Director's duty of loyalty to the corporation or its members, (b) acts or omissions not in good faith or that involve intentional misconduct or a known violation of law, (c) a transaction from which the Director derived an improper personal benefit, (d) a violation of Section 551(1) of the Act, (e) an act or omission occurring before filing these Articles of Incorporation, or (f) an act of omission that is grossly negligent.

D. The Association hereby assumes all liability to any person other than The Association or its members or Directors for all acts or omissions of a Director who is a volunteer trustee as defined in the Act incurred in the good faith performance of the Director's duties as such; provided, however, that The Association shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of The Association as an organization described in Section 501(c)(3) of the Code.

E. If the Act is amended after amending the Articles of Incorporation to authorize the further elimination or limitation of the liability of members of the Board of Directors, in addition to the limitation, elimination and assumption of personal liability contained in this Article VI, shall be assumed by The Association or elimination and assumption of personal liability contained in this Article VI, shall be assumed by The Association or eliminated or limited to the fullest extent permitted by the Act as so amended, except to the extent permitted by the Act as so amended, except to the extent such limitation, elimination or assumption of liability is inconsistent with the status of The Association as an organization described in Section 501(c)(3) of the Code. No amendment or repeal of this Article VI shall apply to or have any effect on the liability or alleged liability of any member of the Board of Directors of this Association for or with respect to any acts or omissions of such Trustee/Director occurring prior to the effective date of any such amendment or repeal.

ARTICLE VII. COMMITTEES OF THE BOARD

Section 1. Standing Committees of the Board.

These long-term, on-going committees shall be considered permanent as a support function of the organization. The President shall appoint the Chairperson of these committees with reappointment considered each year at the discretion of the President. The standing committees of the Board are Ethics, Rules, Elections, National Convention, Administrative, Fiscal Affairs, Publications, Awards, Strategic Planning, Public Relations/Marketing, Leadership Development Institute, Licensure Certification Proficiency Program and Past President's Council. All standing committees are responsible to the Board. The standing committees of the Board shall only have a technical and advisory role to the Board. The standing committees of the Board shall not have governing powers, which shall be reserved for the Board of Directors.

- A. Ethics Committee.** This committee is responsible for the development, refinement and implementation of the *Code of Ethics* for The Association's members. Individual cases of moral and ethical conduct are reviewed by this committee.
- B. Rules Committee.** This committee is responsible for the ongoing review and refinement of The Association's policies, procedures and *By-Laws*. The Chairperson of this committee or a Designee shall be present at annual business meetings in order that these meetings shall be governed and conducted according to official rules and *By-Laws* of The Association. *See Article IV, Section B.*
- C. Elections Committee.** The Elections Committee shall conduct national elections in the manner designated in these *By-Laws* (Article V, Section 4). An official report shall be made to the Board and membership following the completion of an election. The President-Elect shall be the Chairperson of this committee.
- D. National Convention Committee.** This committee is responsible for the development, refinement, and implementation of policy and procedure in planning and executing the Annual Convention. The National Treasurer shall be a member of this committee.
- E. Personnel Committee.** This committee shall be responsible for personnel review, evaluation and recommendations. This committee shall provide assistance to the President in all matters relating to personnel (staff) of The Association. The Personnel Committee shall consist of the Executive Committee (President, President-Elect, Secretary, and Treasurer) and a member appointed by the President.
- F. Fiscal Affairs Committee.** This committee shall be responsible for the overall development, review and implementation of financial policy for The Association. This committee will also coordinate all fund-raising activities of The Association. The National Treasurer shall be a member of this committee.
- G. Publications Committee.** This committee shall review and implement policy concerning all of the organization's publications. The editors of all publications shall be members of this committee. This committee shall oversee editorial searches, policy refinement, marketing and reports to the Board and membership.
- H. Awards Committee.** This committee supervises the nominations of awardees and their selection. The committee is chaired by the

President-Elect and includes the Secretary and the Regional Representatives.

I. Strategic Planning Committee. This committee shall provide short- and long-term strategic planning for The Association. Such strategic planning should encompass the location of the National Office as well as fiscal and programmatic planning.

J. Past President's Council. This committee shall consist of Past National Presidents of The Association of Black Psychologists, Inc. The Council shall meet as a Committee of the Whole at least once annually, and as regularly as deemed necessary, *and* at each Annual Convention of The Association for the purpose of formalizing its commitment to advancing the mission of The Association. The Council shall be responsible for conducting a paper competition award for graduate and undergraduate students which is financed by general operating funds of The Association at a level approved by the Board of Directors within the first three months of the Board's governing tenure. The term of any Council member shall be for life and shall expire upon his/her death, upon his/her resignation, or upon his/her removal consistent with the guidelines stated in the *By-Laws* pursuant to removal of the Board of Directors. The Council of Past Presidents shall prepare a written report of its activities quarterly to the Board of Directors in accordance with the expectations of other committees of the Board. The Council of Past Presidents' Chairperson or Designee shall also report to the membership on its activities at the Annual Business Meeting of The

Association. The election of a Chairperson for the Council of Past Presidents shall be made by nomination from the floor and majority vote at the Council's first meeting held at each annual convention.

K. Licensure Certification and Proficiency Program (LCPP) Committee. This committee shall have the authority of The Association to assure certificates and licensures which attest to the Black/African-Centered Psychology proficiency of those applicants who successfully complete the standard process and provide the required documents which demonstrate their experience, knowledge, skills and abilities before the LCPP Committee. The LCPP Committee shall be the body of persons that has been authorized by The Board of Directors for the purpose of developing the standards and process for said licensure and certification. Further, a subgroup of the LCPP Committee shall be responsible for the evaluation, judgment, and final recommendation of applications for the certification and licensure process, pursuant to the policies and procedures of the CPP which are approved by the Board.

L. Public Relations/Marketing (PRM) Committee. This committee is responsible for the development, refinement and implementation of the policies and procedures in the conduct of public relations and marketing of The Association, including, but not limited to: developing media databases; developing promotional press releases; and organizing press conferences to provide information to the public concerning The Association.

M. Leadership Development Institute (LDI). This committee is responsible for the development, refinement and implementation of the policies and procedures in the conduct of programs to standardize and institutionalize the training of Association leadership, and evaluates, trains, and selects candidates for Association office. The LDI has three primary purposes: 1) to educate and inform all members of The Association on the issues relating to leadership within The Association; 2) to encourage persons desiring to provide leadership to the organization on a local, regional or national level to have training to best lead the organization; and 3) to provide an informational, administrative, organizational and ethical framework to assist those who serve or seek to serve The Association in a leadership capacity.

N. Education & Training Committee (ETC): This standing committee of the board shall be charged with oversight, maintenance, and planning related to the ABPsi professional granting of continuing education (CE) and to collaborate and facilitate other professional training/certification initiatives at the discretion of the Board.

Section 2. *Ad Hoc* Committees of the Board.

The on-going and temporary committees shall function at the discretion of the Board as advisory and working committees. The President shall be responsible for appointing the Chairperson(s) and tasking the committee as necessary. Review is required bi-annually with the Board President Election change. *Ad Hoc* Committees shall report to the Board and membership as requested by the President.

Section 3. Other Committees of the Board.

The Board may create such other committee or committees of its members or other persons, including but not limited to an Executive Committee, which shall have such authority as the Board may by law or these *By-Laws* direct.

ARTICLE VIII. THE GENERAL ASSEMBLY

Section 1. Mission.

The General Assembly has a major role in initiating, deliberating and recommending for Board approval of programmatic and supportive functions which The Association should perform. As such, the General Assembly provides the human resources for The Association's working committees and other *ad hoc* bodies designed for policy study or implementation. The General Assembly serves and reports to The Association's Board. All activities of the General Assembly must conform to the goals and objectives of The Association, and must adhere to the *Ethical Standards of Black Psychologists*. All programmatic activities with a fiscal impact must have prior approval by The Association's Board.

Section 2. General Powers and Duties.

The Association's General Assembly serves The Association's Board and The Association in general. It shall have the authority to appoint committees under its purview. It shall have the authority to create and appoint temporary *ad hoc* committees in order to fulfill its functions. Standing committees must be approved by The Association's Board or The Association's membership, according to these *By-Laws*. The committees of The Association's General Assembly shall only have a technical and advisory role to the Board. The committees of the General Assembly shall not have governing powers, which shall be reserved for the Board of Directors.

Section 3. Composition.

The General Assembly shall be comprised of interested ABPsi members.

Section 4. Meetings.

- The General Assembly shall meet no less than twice a year, at a site and place to be determined by the General Assembly or its Executive Committee.

Section 5. General Assembly Officers.

The Officers of the General Assembly shall be the Chairperson, Vice Chairperson, and Secretary. These officers shall be elected from among the General Assembly by the members present at the General Assembly biannual meetings, and comprise its Executive Committee. **The Chairperson** shall convene meetings of the General Assembly, shall preside over those meetings, shall communicate directly with the President of The Association's Board or his/her Designee and shall conduct General Assembly elections. **The Vice-Chairperson** shall assist the Chairperson as needed; shall oversee fiscal matters; shall substitute in the role of Chairperson in the event of the Chairperson's absence or inability to perform his/her role as Chairperson; and shall replace the Chairperson in the event the Chairperson cannot complete his/her term of office. **The Secretary or Co-Secretaries** shall record and present minutes of the meetings of the General Assembly (within 30 days of each meeting); shall be responsible for correspondence among and within the General Assembly; and shall perform those duties requested by the Chairperson or Vice-Chairperson. In the event the Vice-Chairperson or the Secretary (Co-Secretary) is unable to complete his/her term of office, an election shall be held within the General Assembly to replace that officer for the remaining period of the former officer's term of office.

Section 6. Terms of Office.

Officers of the General Assembly shall serve for a period of two (2) years in their respective offices. A person may be removed from membership on the General Assembly by a two-thirds vote of those attending a regularly scheduled meeting of the General Assembly. Appeals must be delivered, in writing, to The Association's Board, within 30 days of such removal.

Section 7. Qualifications for Candidacy.

The qualifications for General Assembly Committee Representatives shall be established by the General Assembly membership. General Assembly Committee Representatives must be members in good standing in The Association. Committee Representatives of the General Assembly shall have had a minimum of one (1) year's service in the General Assembly.

Section 8. Standing Committees of the General Assembly.

Other standing committees of the General Assembly must be approved by the Board or the general membership, according to these *By-Laws*. Temporary *ad hoc* committees may be created in order to fulfill the functions of the General Assembly. No *ad hoc* committee shall exist for a period in excess of two (2) years without petitioning for status as a standing committee.

- A. Membership Committee.** This committee is responsible for the design, review, refinement, and implementation of all membership policy, rights, and privileges. It shall develop and implement recruitment plans for potential members and retention plans for existing members.
- B. Chapter Development Committee.** This committee will collaborate with the Regional Representative, Leadership Development Institute, local and any designate of the Board for the design, review, refinement, and implementation of all chapter policy, rights, and privileges. It shall provide information and technical assistance for chapter formation and chartering, organizational structure, and communication in collaboration with the Regional Representatives.
- C. Committee on International Relations.** This committee is responsible for the design, review, refinement, and implementation of programs designed to enhance the Association's relationship with psychologists throughout the world. Its activities involve establishing programs for networking, information exchange, two-way mentoring, and other collaborative international relationships. Members of this committee will work closely with and report their activities to the International Relations Representative, a non-voting member of the Board of Directors (see article VI section 21).
- D. Rituals Committee.** The Rituals Committee is responsible for designing, revising, and conducting the Enstoolment ceremonies for the Board and the Student Circle Board, in collaboration with the incoming Presidents, in addition to libations and other ceremonies, as determined by the Board.
- E. Mid-Year Conference Committee:** This committee is charged with planning a membership meeting and mini-conference over the MLK weekend and at a local Historically Black College or University (HBCU) or another site that has proven to be aligned with promoting the well-being of African persons. It will serve as a platform for furthering the mission of the ABPsi through a) committee work, b) membership meetings, and c) board meeting(s). This may be through collaboration with the National Convention Chair (NCC) and the Education and Training, Leadership Development Institute and Licensure Certification Proficiency Program (LCP) committees.
- F. Public Policy:** This committee is responsible for researching and authoring position papers for the Association that are to be approved by the Board before publication on the website or otherwise. Topical areas may be membership or board driven.
- G. Early Career Psychologists (ECP) Task Force** The ECP Task Force. This committee is to : 1. Provide support for ECPs through the transitions inherent in the ECP years from graduate student to ECP to mid-career psychologist. 2. Build a collaborative and thriving ECP community within local ABPsi chapters 3. Advocate for ECPs within ABPsi, at the local, chapter level 4. Encourage and facilitate mentoring relationships 5. Encourage and develop the skills and interests of future ECP leaders.
- H. Task Force for Mental Health Interventions in Community Policing.** This task force is an *ad hoc* committee of the GA is comprised of ABPsi members dedicated to training officers in the area of Black Mental Health and Trauma Informed Crisis Intervention Practices. Purpose: This task force is charged with the following: 1) develop an ABPsi point of view or policy statement on Black Mental Health and Law Enforcement and 2) develop a series of policy recommendations and trainings that can be packaged, implemented, and evaluated for law enforcement. The specific aims of this committee are to: 1) Provide a Black mental health perspective from Black Psychologist regarding nonlethal methods of de-escalation and confinement. 2) Provide alternative perspectives and methods on Black Community mental health. 3) Save lives of both community members and law enforcement agents. 4) Create ABPsi chapter capacity for training Police Crisis Response Teams in Black communities.
- I. HBCU Initiative.** This committee is charged with 1) the development of standards for the teaching of Afrikan/Black psychology courses; 2) the formation of partnerships and collaborations with HBCUs; and 3) the implementation of programs and initiatives with HBCUs.

Other Committees. Other standing committees of the General Assembly must be approved by the Board or the general membership, according to these *By-Laws*. Temporary *ad hoc* committees may be created in order to fulfill the functions of the

General Assembly. No *ad hoc* committee shall exist for a period in excess of two (2) years without petitioning for status as a standing committee.

Section 9. Limitations.

The General Assembly shall be limited to performing programmatic activities of The Association. Policy initiatives may emanate from the General Assembly, but must be approved by The Association's Board and/or The Association's general membership. No representative of the General Assembly, or its officers, shall engage in activities detrimental to, or in conflict with, the goals and objectives of The Association or its ethical standards.

ARTICLE IX. STUDENT CIRCLE

Section 1. Purposes.

The purposes of the Student Circle of The Association are: (a) to provide a structure for the regular input from undergraduate and graduate students, whose major or minor is in psychology (or a closely related discipline) into the governance of The Association, (b) to initiate programs beneficial to students in psychology (and closely related disciplines), (c) to enhance entry and success in graduate schools, and (d) to promote psychology as a major and profession among undergraduate and graduate students.

Section 2. Membership.

All student members of The Association, whose major or minor is psychology or a closely related discipline (e.g. counseling, social work, etc.) are automatically members of the Student Circle of The Association. Student members are encouraged to actively participate in Student Circle affairs. Student Circle membership ends on the last calendar day of each year. Students are required to renew their membership each year while they maintain at least part-time student status at a college or university.

Section 2.1 Institutional Membership.

Institutional Affiliates (Institutional/Agencies or Colleges/Universities) of The Association shall be known as: "(name of said organization) An Institutional Member of, The Association of Black Psychologists Student Circle."

Association members are encouraged to request that their institutions/agencies and colleges/universities become members of the Association. An institutional member shall be any agency, college and/or university committed to The Association's goals and objectives.

Process of Application:

1. Interested institutions/agencies or colleges/universities shall obtain a current national Association Application.
2. Interested institutions/agencies or colleges/universities shall complete the application in its entirety and submit it along with payment to the national office.

Upon receipt of the completed Institutional Application and after membership is granted, Institutional/Agency or Colleges/Universities members shall receive the following:

1. Contact from the Student Circle Membership Chair within 30 days notice of membership.
2. Recognition as supporters of the Association of Black Psychologists.
3. A quarterly issue of *The Journal of Black Psychology*.
4. A monthly issue of The Association's *Psych Discourse*.
5. Current brochures, applications, and other marketing material of The Association, upon request.

If at any time the behaviors and/or actions of any institution or agency are deemed inappropriate or in direct conflict with the *By-Laws* of The Association or the *By-Laws* of the Student Circle of The Association, membership can be suspended or revoked depending on the decision of the Board of Directors. Paid membership dues will not be refunded if membership is suspended or revoked.

A portion (\$500) of Institutional Membership dues will go directly into the Student Circle operating account from any Institutional Membership obtained by a Board Member of the Student Circle.

Section 3. Central Committee.

The Student Circle of The Association is to be governed by a Student Circle Board of Directors. The Student Circle Board of Directors shall consist of the following officers: (a) Chairperson, (b) Chairperson-Elect, (c) Immediate Past Chairperson, (d) Secretary/Historian, (e) Treasurer, (f) four Regional Representatives, specifically Eastern Regional Representative, Southern Regional Representative, Midwestern Regional Representative, and Western Regional Representative, (g) four Undergraduate Representatives, specifically Eastern Undergraduate Representative, Southern Undergraduate Representative, Midwestern Undergraduate Representative, and Western Undergraduate Representative, and (h) Professional Advisor.

Section 3.1. Terms of Office.

All officers (except Chairperson, Chairperson-Elect, and Immediate Past Chairperson) shall serve for a one-year term, such terms to be staggered such that approximately one-half of the Student Circle Board of Directors is renewed every year. Committee chairpersons shall serve for one year in each office. No officer may serve in the same position for more than 2 consecutive years. All officers will adhere to the requirements of their position as outlined in the SC Leadership Contract and Informational Guide.

The Professional Advisor(s) is (are) to be elected annually by The Student Circle's Board of Directors. Advisors are required to be active, dues paid members of the Association. Elections, vacancies and termination of officers of the Student Circle Board of Directors shall be resolved according to the roles pertaining to The Association's Board of Directors as set forth herein. The Advisors are required to submit quarterly reports to the President-Elect.

Section 3.2. Student Circle Central Committee and Committee Chair positions.

The purposes of the Student Circle of The Association are: (1) to provide a structure for the regular input from undergraduate and graduate students whose major or minor is in psychology (or a closely related discipline) into the governance of The Association; (2) to initiate programs beneficial to students in psychology (and closely related disciplines); (3) to enhance entry and success in graduate schools; and (4) to promote psychology as a major and profession among undergraduate and graduate students. All Student Circle officers and Committee chairpersons shall be voting members of the Student Circle Board of Directors.

A. Chairperson

The Chairperson has the central leadership role in the Student Circle and on the Student Circle Board of Directors and performs other duties as required by their position description. Principal responsibilities include: chairing meetings, planning Student Circle agendas, overseeing Student Circle projects, planning and coordinating the Student Circle Retreat, planning the annual Student Circle budget and disbursing funds, and serving as Student Circle spokesperson to outside interests. The Chairperson of the Student Circle Board of Directors shall be a full voting member of The Association of Black Psychologist Board of Directors and is required to attend all quarterly national board meetings, one of which includes the Association of Black Psychologists General Assembly meeting.

B. Chairperson-elect

In the absence of the Chairperson or in the event of his/her inability or refusal to act, the Chairperson-Elect shall perform the duties of the Chairperson and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Chairperson-Elect assists the Chairperson in tasks as needed. He or she oversees the progress of any subcommittee activities and keeps the Chairperson updated on subcommittee progress. Subcommittees are critical to the overall functioning of the Student Circle. The Chairperson-Elect assists the Chairperson in planning Student Circle events at the national convention. The Chairperson-Elect shall attend the Board of Directors meetings with the Chairperson. The Chairperson-Elect shall ascend to the Chairperson in the event of termination of office of the Chairperson; s/he shall complete the unexpired term of the Chairperson and serve for a full tenure of office.

C. Secretary/Historian

Responsibilities for the Secretary/Historian include but are not limited to recording the minutes of each meeting of the Student Circle Board of Directors and mailing/emailing those minutes to each student officer. Responsibilities also include coordinating correspondence between Student Circle Board members and the Student Circle, and keeping records of communications of the Student Circle. Additional expectations include managing and organizing the central communication

filing system (i.e., Yahoo Groups, Dropbox), maintaining consistent communication with the Chairperson, and sending out bi-weekly reminders of conference calls to officers.

D. Treasurer

The Treasurer handles all fiscal duties and responsibilities within the National Student Circle Board. Duties and responsibilities include, but are not limited to, financial planning and budgeting with the Chairperson and Chairperson-Elect and logging all deposits and withdrawals of funds in the Student Circle account. It is the responsibility of the treasurer to keep all ABPsi National Student Circle and ABPsi National Board members abreast of account balances and authorize purchases from the Student Circle checking account.

E. Regional Representatives

The Regional Representatives speak for the interests of student members in their respective regions. They provide direction to students in their region with problems and assist them in projects and goals related to The Association. They encourage and help facilitate planning of Student Circle events such as regional conferences and workshops in their regions. Regional Representatives also assist in the planning of association regional conferences to ensure the presence of the Student Circle. Logistics related to the planning and implementation of the regional conference will be determined at the Chairperson's discretion.

F. Communication Chair

The Communication Chair shall promote the ideas of the Student Circle as part of the National ABPsi and disseminate information through communications (e.g., listserv, Facebook, Twitter, etc.) to current and prospective members, the media and the general public. This position involves, but is not limited to, coordinating with the appropriate persons for important updates to the website as well as coordinating with other Student Circle representatives in designing material for the organization. The responsibility of the chair may also involve design and coordination of materials for the Psych Discourse (i.e., *Harambee Newsletter*).

G. Fundraising Chair

Responsibilities for the Fundraising Chair include developing and executing a budget and plan to generate financial resources for the Student Circle. The Fundraising Chair develops ideas that will visibly promote The Association and the Student Circle in ways that positively reflect the organization. Responsibilities include coordinating the promotion and sale of all fundraising items at the national convention and mid-year meeting. The Fundraising Chair also consults with local student groups to assist in fundraising on that level. In addition, the position requires but is not limited to, the solidification of a reputable vendor to create quality, marketable promotional products and apparel.

H. Jegnaship Chair

The Jegnaship Chair plans and organizes the culminating Jegnaship Event at the National Convention. Duties also include but are not limited to, assuring the promotion of the program in the various ABPsi media, at the national convention, mid-year meeting and regional conferences (when feasible). He/she helps facilitate promotion of the Student Circle at events such as the national convention, regional conferences and workshops when feasible. The Membership Chair assists Communication Chair in designing material for The Association Student Circle and ensures that stimulating material is posted on the Website to draw new members.

H. Membership Chair

The Membership Chair is responsible for coordinating efforts to recruit new members. This involves encouraging regional representatives' recruiting efforts. The Membership Chair promotes the organization in order to pique the interest of potential student members and encourage them to join. This person is also responsible for providing new members with materials on the structure, mission and goals of the organization (e.g., brochure, membership card, welcome packet etc.). He/she helps facilitate promotion of the Student Circle at events such as the national conference, regional conferences and workshops when feasible. The Membership Chair assists in designing material for The Association Student Circle and ensures that stimulating material is posted on the Website to draw new members.

I. SC National Convention Committee Chair

The Student Circle NCC Chairperson works directly with the SC Chair and Chairperson-elect in planning Student Circle events at the national convention. The Student Circle NCC shall have access to the conference administration room at convention in efforts to manage student volunteers and ensure that the convention runs smoothly.

J. Research Committee Chair

The Research Chair is responsible for research issues and Journal of Black Psychology (JBP) related activities. This involves disseminating information pertaining to research and scholarship, promoting student involvement in research and publication and acting as a liaison between the JBP and the Student Circle.

The Research Chair collaborates with other Student Circle representatives in designing programs for The Association Student Circle and ensures that stimulating material is posted on the Website and listserv to encourage student member activity in research. Additional duties include but are not limited to, the creation and distribution of feedback surveys to the Student Circle and executive board to gather data and information on the experiences of individuals within the Student Circle organization.

K. SC Strategic Planning Committee Chair

The SC Strategic Planning Chair's primary responsibility is to assist the Student Circle Board of Directors with developing new and varied ways to improve upon the organizations fulfillment of its stated mission. The representative participates in planning meetings, solicits strategic planning ideas from members of the student circle and communicates the activities to the Student Circle Board of Directors.

L. Treasurer

The SC Treasurer shall keep, in collaboration with the accountant and National Treasurer, a full and accurate record of receipts and disbursements of the SC funds. The treasurer shall adhere to the procedures of this office as outlined in the SC Financial Procedures Manual.

Section 3.3. Meetings.

The Student Circle Board of Directors shall meet at the Annual Leadership Retreat and the National Convention of The Association. If The Association's budget permits, Student Circle Board shall meet at least once more mid-year.

One-third of the then members of the Student Circle Board of Directors shall constitute a quorum for the transaction of business. Except as otherwise provided by these By-Laws, all matters shall be decided by a majority of the members of the Board present at any meeting at which a quorum exists.

Section 3.4. Committees.

The Student Circle Board of Directors of The Association shall establish standing and ad hoc committees that are necessary to fulfill the mission of the Student Circle.

Section 4. Financing.

The financial affairs of the Student Circle shall be handled by the SC Chairperson and Treasurer. All budgetary items must be approved by the Board of Directors of The Association. The SC Chairperson and Treasurer shall work with the National Treasurer to manage SC accounts, line items, and budget.

Section 5. Elections.

The SC's Elections Committee, consisting of the Chairperson-elect and his/her designated additional committee member, shall conduct all elections of the Student Circle of The Association simultaneous with the elections of the Board. Election procedures shall be governed by the same procedures as those of The Association, with the following exceptions: any student member of The Association is eligible for any position on the Student Circle Board of Directors except for the position of Chairperson (and Chairperson-Elect) who shall be a doctoral level graduate student, whose major or minor is in psychology (or a closely related discipline).

Section 6. Student Circle Chapters

Individual chapters of the Student Circle shall be known as: "(name of said organization) A Chapter of, The Association of Black Psychologists Student Circle." All Professional Chapters are expected to assist with the establishment of Student Circles within their local areas. Professional Chapters are expected to affiliate with Student Circle Chapters, already present in their area. Student Circle Chapters may exist without affiliation with a Professional Chapter, when there is none in the area. Any existing psychology club, organization, association, or other group affiliated with a college campus may obtain Chapter status through the process of installation:

A. Process of Chapter Installation:

1. The interested student(s) or established student organization must contact their Student Circle Regional Representatives (undergraduate and/or graduate).
2. To apply for chapter installation, interested student groups must have a minimum of five student members and at least one professional advisor who is a member of The Association. If a student group cannot find a professional member or a local professional chapter does not exist, the National Regional Representative can serve as the Student Circle Chapter advisor.
3. The Regional Representative or Membership Committee Co-Chairs will forward appropriate paperwork, including a Petition for Charter form, Constitution form, and Student Circle Chapters document to interested student(s) or established student organization.
4. All interested Chapters must complete the Petition for Charter Form and generate a draft of their Student Circle constitution.
3. After completing, the interested student(s) or established student organization must return the Petition for Chapter Form and Student Circle constitution to Student Circle Regional Representatives or Membership Committee Co-Chairs for review.
4. Student Circle Regional Representatives or Membership Co-Chairs will present the application to the Student Circle Executive Board for approval.
5. If the application is approved, the Student Circle will advise the Association of their recommendations and request approval for installation.
6. If approval is gained Student Circle Regional Representatives shall inform the newly recognized Student Circle Chapter of their status, and connect them with their Professional Regional Representative, to facilitate the planning of a Student Circle Chapter Installation Ceremony.
7. Within two weeks of formal chapter installation, newly recognized Student Circle Chapters must present a final copy of their constitution to their Undergraduate and Graduate Regional Representatives.
8. All Chapters must pay annual national dues to The Association after their chartering year.

B. Chapter status is approved and retained by an affirmative vote of a majority (75%) of members present, during a conference of the Executive Board of the Student Circle, and after being approved by the National Board of Directors, is governed in accordance with the following provisions:

1. Chapters shall total no less than five (5) persons who have paid dues to The Association.
2. Each Student Circle, at the Chapter level, shall have at least one professional advisor who is a member of The Association. An option is to have a representative from a local Professional Chapter as an advisor. This may be a chapter's sole Advisor or a secondary Advisor to an on-campus Advisor if the campus Advisor is not a member of The Association.
3. Chapters shall elect a Chairperson, Chairperson Elect, Secretary, Treasurer, Fundraising Chair (Treasurer and fundraiser may be the same person if the chapter decides) on an annual basis (at least).
4. All Chapter Members must pay national dues to The Association.
5. A Chapter may determine its annual Chapter dues for their members, however said dues are encouraged not to exceed \$50.00.
6. All Student Circle Chapters must report directly to the National Student Circle Board. Student Circle Chapters are required to submit Chapter Development reports 3 times per year to their Student Circle Graduate and Undergraduate Regional Representatives. Deadlines for submissions are January 30th, September 30th, and May 30th. The Chapter Development report must contain:
 - a. The Chapter's contact information, including address, phone number, email address, website address.
 - b. Professional and/or on-campus advisors' name(s) and contact information.
 - c. A list of all Executive Board Members, including their names, phone numbers, mailing addresses, and email addresses.
 - d. A list of all paid Chapter Members.
 - e. A summary of the activities of the chapter for that period, as well as those projected for the next period.
 - f. A Treasurer's report including a statement of receipts and expenditures, and balance sheets of assets and liabilities of the chapter.

1. Student Circle Chapters may be suspended for a minimum of one reporting period due to failure to comply with the Association's *By-Laws* or for actions that are deemed to be unbecoming of an ABPsi Student Circle Chapter.
2. Student Circle Chapters shall have the power to make their own *By-Laws* provided such *By-Laws* shall not conflict with these *By-Laws*.
3. Student Circle Chapters must present an updated copy of their completed constitution and by-laws, to their Undergraduate and Graduate Regional Representatives within 2 weeks of its completion and/or amendment.
4. All Student Circle Chapters are required to be knowledgeable of the *By-Laws* that currently govern The Association.

ARTICLE X. CHAPTERS

Section 1.

Any group established within a state, local or international geographic area which is in accord with the philosophy, principles, policies and objectives of The Association and agrees to adhere to the same, may become a Chartered Chapter with the consent of the Board by paying the Annual Chapter Charter Fee and completing the charter process.

Section 2. Eligibility.

A Chapter shall maintain a membership of at least three members in good standing including Chapter officers. A Chapter Charter will be maintained by The Association and shall be renewed annually.

ARTICLE XI. PROFESSIONAL INTEREST GROUPS (UJUZI KIJJI)

Section 1.

Members of ABPsi may form an *Ujuzi Kijiji (UK)* (Knowledge Village) in sub-disciplinary areas of common interest. These might include, for example, *UKs* related to teaching, clinical practice, theory, philosophy, gender, the family, experimental, social, developmental, and such. *UKs* are self-funding and independently generate the funds necessary to carry out their programmatic activities.

Section 2. Purposes.

The purposes of the *UKs* are 1) to facilitate collegial exchange and networking, 2) to promote collaborative research, or publishing projects and 3) to advance other activities which may be in collaboration with other Association committees, but shall not conflict with or usurp the activities of other Association committees. All *UKs* have the explicit mandate to contribute programming (i.e. symposia or workshops) at the national meetings of the Association. In all instances, the goals and objectives of a *UK* must be consistent with the organizational mission of The Association.

Section 3. Formation.

In order to form a *Ujuzi Kijiji (UK)*, no fewer than 15 members of The Association must petition The Association's Board of Directors for permission to form and charter a *UK*. This petition to charter must include, at minimum, the following: (1) a signed statement of purpose, (2) a clear delineation of the professional and/or collegial interests served by the *UK*, and (3) a statement on the benefits of the *UK* to the structure and function of The Association. Each *UK*, once formed, must elect an Executive Committee to govern the *UK*. Said Executive Committee must consist of a Chairperson, Vice-Chairperson and Secretary/Treasurer. Members of the Executive Committee of a *UK* are limited to two (2) consecutive two-year terms of office, after the initial year of implementation.

Section 4. Obligations.

Once formed, *UKs* are required to: (1) publicize their activities at least once annually in the news journal of The Association, (2) sponsor—at least biannually—a workshop or symposium for presentation at the National Convention of The Association, (3)

present a formal budget—with sources of revenues clearly identified—to the Board of Directors for approval at the Summer (July/August) meeting of the Board of Directors (this budget must include a budget justification), (4) contribute to the financial and programmatic goals and objectives of The Association, and (5) prepare an annual report of activities and accomplishments that is to be included in The Association’s Annual Report. The Executive Committee of the *UK* reports to the President-Elect of The Association.

Section 5. Limitations.

In no instance may a *UK* conduct itself in violation of the mission or ethical standards established by The Association. A *UK* must renew its charter every three years.

ARTICLE XII. GENERAL PROVISIONS

Section 1. Seal.

The seal of The Association shall be circular in form and shall have inscribed thereon the words: “The Association of Black Psychologists, Inc.”, the state of incorporation, and the words: “Corporate Seal.”

Section 2. Checks.

All checks, drafts or other orders for the payment of funds shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate.

Section 3. Fiscal Year.

The fiscal year of The Association shall be fixed by resolution of the Board.

Section 4. Auditing of Books.

The Chairperson of the Board shall cause the accounts of The Association to be audited by a Certified Public Accountant, and a full statement of the finances shall be submitted to each member of the Board, at least one month prior to each Annual Meeting of The Association.

ARTICLE XIII. AMENDMENTS

These *By-Laws* may be altered, amended or repealed, or new *By-Laws* may be adopted, by mail referendum to the membership or at any meeting of the membership by a vote of a majority of the members participating or present, if at least 30 days written notice is given of the intention to alter, amend or repeal or to adopt new *By-Laws* at an appointed time at such meetings.

Revised July 19, 2012