

The Confederation of Independent Psychoanalytic Societies

Bylaws and Policy and Procedure Code

Introduction

The Bylaws.

Bylaws are critical components of organizational infrastructure. They differ with regard to their purpose and content and, accordingly, they differ with regard to their susceptibility to changes.

A. Bylaws establish an organization, define its mission, and define its system of governance. In short, bylaws define what the organization is, what it does, and how decisions are made within it.

B. While bylaws spell out basic rules for decision-making, they do not include the decisions that are made. Such decisions are recorded in additional documents, including minutes, policy documents, procedure codes, and other manuals.

C. Bylaws differ from other documents of governance in at least three ways:

1. Bylaws are intended to be more permanent than policies or specific organizational goals or operations.

2. The organizational structure and decision-making process set forth in the bylaws are subject to change but they are, by design, more difficult to change than other specific policy decisions, projects or operating procedures. Bylaw amendments typically involve a two thirds majority vote of the board and ratification by membership or membership bodies like component institutes. The greater threshold of support needed to amend bylaws is intended to stabilize organizational functioning. This purpose is also reflected in parliamentary procedures that require a higher threshold of support for rescinding or amending actions taken by a board.

3. Bylaws are intentionally limited to those basic rules and structures that are needed to ensure proper organizational functioning. Those rules and structures that are deemed essential or inviolate should be included in the bylaws. All other rules or bodies should be excluded from the bylaws in order to avoid unnecessary restrictions on the adaptive functioning of the board - obviating the need for multiple and unending subsequent bylaw amendments.

D. The above principles are in keeping with the principle of "residual authority." While the actions of a board or organization cannot violate the bylaws, the board has full authority to take actions that are not otherwise restricted by the bylaws. The board is thus free to establish whatever committees, action groups, or to implement any action plans or initiatives (like the establishment of the Board of Examiners) on its own authority - as long as they do not violate the bylaws. Accordingly, there is no need to include all committees, bodies, policies, or rules in the bylaws of an organization - only those deemed to be absolutely necessary in a more or less permanent way. In fact, it is detrimental to an organization to include such details in its Bylaws because the organization will then be bound to them unless the bylaws are amended. This can constrain an organization's creativity and adaptive capabilities.

The Policy and Procedure Code

A. The CIPS Policy and Procedure Code was introduced in 2005 to routinize and standardize recurring procedures. The intent then, as now, is to ensure the stability, efficiency, and predictability of organizational functioning.

B. A Policy and Procedure Code is very different from the Bylaws. As stated above, bylaws establish the basic structure of the organization and the methods by which decisions are made. Bylaws do not include the decisions that are made. These are recorded in the minutes of board meetings or in other special documents. Many organizations rely solely on minutes to record decisions and policies. Unfortunately, minutes are often difficult to locate and specific rules, policies, or procedures adopted by one board may not remain in the collective memory of the organization or be readily accessible in the minutes.

C. A Policy and Procedure Code is an instrument designed to remedy this problem. It contains all the decisions that are made by the board with regard to recurring processes, such as elections, dues, the conduct of board meetings, the appointment of individuals to positions, and so on. If an action of the board is one of a class of recurring actions, a decision that is made with regard to the management of that action may be a model for the management of other such actions. When the board believes that any of its decisions is a model for future such decisions with regard to a particular kind of action (as exemplified by dues collections, appointments, admission of members, and so on), that decision can be recorded as a procedure to be repeated in similar contexts, and codified in the Policy and Procedure Code.

D. The Policy and Procedure Code differs from the Bylaws, then, because it contains a record of decisions with regard to how the organization will function in specific contexts. However, it also differs in some other ways. It is not only more detailed and specific than any set of bylaws should ever be, it is also “the property” of the Board. The Board creates procedures, the board amends procedures, the board dissolves procedures. Procedures are readily subject to change by a two thirds majority vote of the board, or, if the board is notified of the plan to review any procedures, by a simple majority vote.

It should be noted that this procedure for changing procedures is set forth in Robert’s Rules under the heading of “rescission or amendment of motions previously adopted.” It conforms to the basic principle that changing a motion previously adopted should be more difficult than enacting the motion in the first place. However, it is still much easier to amend a procedure than to amend the bylaws. Bylaws are intentionally difficult to amend because they define the basic social contract through which the organization is established. The Policy and Procedure Code is no more than a compendium of the Board’s decisions with regard to the operations of the organization.

Bylaws

As amended in December 2016

ARTICLE I

NAME, OFFICES, PURPOSE, AND ADMINISTRATIVE STRUCTURE

A. Name. The name of this corporation shall be the "Confederation of Independent Psychoanalytic Societies of the United States" henceforth to be referred to in this document as "CIPS" or as "the corporation."

B. Offices. The corporation shall continuously maintain in Delaware a registered office and a registered agent and the office of the registered agent shall be identical with the registered office of the corporation. The corporation may also have offices at such other places as the CIPS Board of Directors ("the Board") may from time to time appoint.

C. Purposes and Objectives. The corporation's overall aim is the advancement of psychoanalytic knowledge and expertise and the promotion of awareness of its value in the multiple and diverse contexts in which it is relevant. Its purposes are as follows:

1. It shall represent its membership and component societies in matters pertaining to the International Psychoanalytical Association (IPA), its administration and the relations between component societies and the IPA or IPA subgroups.

2. It shall represent its membership and component societies in matters pertaining to IPA training standards and their implementation and application to health care.

3. It shall represent its membership and component societies in matters pertaining to legislative issues.

4. It shall promote scientific exchange among component societies and between those societies and other organizations with like interests.

5. It shall encourage and promote public interest in psychoanalysis, its efficacy, and its validity.

6. It shall encourage and facilitate the formation of psychoanalytic groups and their application for affiliation with the IPA.

D. Administrative Structure. The corporation is a confederation of component psychoanalytic societies and individual members.

1. Component psychoanalytic societies of CIPS include the following:

a. Independent component societies of the IPA, including full component societies of the IPA, provisional component societies of the IPA, and IPA study groups that have been admitted to CIPS; and,

b. The Direct Member Society of CIPS. The Direct Member Society of CIPS is the organizational group established by CIPS to serve as the home society for direct members of CIPS.

2. Individual members of CIPS include the following:

a. Members of independent component societies of CIPS who are automatically members of CIPS by virtue of such membership; and,

b. Direct members of CIPS. Direct members of CIPS are individual psychoanalysts who are not members of a CIPS component society and are admitted directly to the direct member society of CIPS.

3. Admission to membership in CIPS.

a. Component societies of the IPA, including full component societies, provisional societies, and IPA study groups, may be admitted to CIPS by the affirmative vote of two-thirds (2/3) of the Board and the subsequent endorsement of their admission by two thirds-(2/3) of the CIPS component societies.

b. Individuals who are members of the IPA and who are not members of a component society of CIPS may be admitted to CIPS as direct members by a two-thirds (2/3) vote of the CIPS Board of Directors.

4. Expulsion and suspension of member societies

A component society of CIPS may be expelled or suspended for failure to maintain the qualifications and standards established for membership. A component society of CIPS that fails to maintain the qualifications, requirements, and standards or otherwise causes the Board to consider its termination or expulsion shall be notified of such pending action and shall be given an opportunity to be heard by the Board. Termination of membership or suspension of membership in CIPS shall require a two-thirds (2/3) vote of the Board.

5. Special membership categories

a. Affiliate Members. All candidates enrolled in training programs in psychoanalysis in Institutes of component societies shall be Affiliate Members of CIPS. Affiliate Members shall not be required to pay dues, and shall have no voting rights in CIPS. Distinguished Life Members do not need to be a member of a component society of CIPS.

b. Direct Affiliate Members: Candidates enrolled in IPA training programs in psychoanalysis at institutes of societies outside of CIPS may become "direct affiliate members" of CIPS. Direct affiliate members shall be required to pay dues in an amount to be determined by the Board. A direct affiliate member shall have the same rights and privileges as candidates who are affiliates by virtue of candidacy in a training institute of a CIPS component society. A direct affiliate member shall be an affiliate member of the Direct Member Society of CIPS.

c. Honorary Members: Individuals from any field of endeavor may be elected Honorary Members of CIPS by a majority vote of the Board of Directors. Honorary Members shall not be required to pay dues, and shall have no voting rights in CIPS. The honorary members of CIPS component societies shall automatically be honorary members of CIPS.

d. Retired and Semi-Retired Members: Individuals who are retired or semi-retired from practice, who remain members of their respective component societies, and whose dues obligations are reduced or waived by their respective societies, shall be registered as "retired" or "semi-retired" members of CIPS. Retired and semi-retired members of CIPS shall retain full membership in CIPS and shall be listed as regular members in all public representations with reduced dues obligations or with no concomitant dues obligations, as determined by the CIPS board.

e. Distinguished Life Members: The CIPS board of Directors may, by a unanimous vote, honor one or more CIPS members for their contributions to CIPS by electing them "Distinguished Life Members." Distinguished Life Members shall be exempt from all dues obligations to CIPS. Distinguished Life Members shall retain all the rights and privileges of dues paying members. Distinguished Life Members do not need to be a member of a component society of CIPS.

ARTICLE II BOARD OF DIRECTORS

A. Powers, Duties and Responsibilities. All the corporate powers, except those otherwise provided for by law or these By-Laws, are vested in and shall be exercised by the Board, subject to approval by two-thirds (2/3) of the component societies with respect to any Board action which is made subject to such approval by a one-third (1/3) vote of the Board. In addition, the Board shall:

1. elect representatives to any external organization to which CIPS has representation;
2. admit new IPA component and provisional societies, direct members and recognized IPA study groups;

3. establish new Standing Committees and abolish existing Standing Committees when, in the opinion of the Board, a new committee would facilitate the administration and implementation of the policies and objectives of CIPS or an existing committee is no longer needed;

4. adopt and implement such programs and policies as will further the objectives and policies of CIPS.

B. Number. The Board shall consist of the Officers of the Corporation and two voting Directors/Representatives ("Directors") from each of the component societies with the following exceptions:

1. A component society of CIPS that is a study group of the IPA shall have one voting representative.

2. In the event that the direct member society represents fewer than 30 members, the direct member society shall have one voting representative.

C. Society representatives. Each component society of CIPS shall select, in a manner of their own choosing, two directors of the board, subject to the following provisions:

1. No Director may be an officer of CIPS.

2. A component society of CIPS that is a study group of the IPA shall have one voting representative, as set forth in Article II, Section B.

3. In the event that the direct member society represents fewer than 30 members, the direct member society shall have one voting representative, as set forth in Article II, Section B.

D. Officers: The officers shall serve as members of the board of directors.

1. The Treasurer shall serve as a voting member of the Board.

2. The Past President and Past Vice President shall serve as voting members of the Board for one year at the end of which the President-elect and the Vice President-elect will join the Board.

3. The President Elect and Vice President-Elect shall serve as voting members of the Board for the year prior to assuming the offices of President and Vice President.

E. Resignation, Vacancies, and Removal. Any member of the Board may resign at any time by giving written notice of such resignation to the Board. Any member of the Board (including the President or Vice President) may be removed by two thirds (2/3) vote of the Board.

Director vacancies on the Board may be filled for the unexpired portion of the term of the departing Director by the group that selected the departing Director.

F. Annual Meetings. There shall be an annual meeting of the Board to be held at such time and place as the Board shall designate.

G. Regular Meetings. The Board shall, in addition to the annual meeting, have at least three meetings from September to June, either in person or via conference telephone, and hold other meetings from time to time as necessary.

H. Special Meetings. Special meetings of the Board may be called by the President. The President shall be required to convene a meeting upon request of one-third (1/3) of the Board.

I. Notice Of Meetings. At least a two (2) week notice shall be given of all meetings of the Board. If an emergency arises, the President may schedule a meeting at any time, as long as the two-week notice requirement is waived by a two-thirds (2/3) vote of the Board.

J. Telephonic Participation in Meetings. Members of the Board may participate in regular and special meetings of the CIPS Board by means of telephone conference, so long as all members in the meeting can hear one another.

K. Quorum. At all meetings of the Board a simple majority of the voting members of the Board shall constitute a quorum for the transaction of business. At any meeting of the Board, business shall be transacted in such order and manner as the Board may from time to time determine. When procedures are not specified in the By-Laws or procedural manual Robert's Rules of Order will be employed.

L. Voting. Except as otherwise specified in these By-Laws, all acts of the corporation shall be by a simple majority vote of the Board present at a meeting. Each member of the Board shall have one vote, unless he/she is designated a non-voting member in these By-Laws. In the event of the inability of a voting member to attend a meeting, the component society that appointed such Director may designate another individual to act on its behalf for purposes of that meeting only. The designated individual shall be referred to as an "alternate," and shall have the full voting rights of the absent member.

M. Action Taken Without a Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all voting members consent in writing to the action.

N. Compensation. Members of the Board shall not receive any stated compensation for their services as such, but may be reimbursed for reasonable and necessary expenditures incurred on behalf of CIPS.

**ARTICLE III
OFFICERS AND COMMITTEES**

A. Officers

The officers of the corporation shall be the President, the Vice President, the Treasurer, the President Elect, the Vice President Elect, the Past President, and the Past Vice President.

B. Election, Term of Office, and Qualifications.

1. A standing committee of the corporation, to be known as the Nominating Committee, shall be responsible for conducting the nomination and election of the President-Elect and the Vice President-Elect by the national membership.

2. The President-Elect and the Vice President-Elect shall be elected by national balloting conducted prior to April 30th, during the first year of an incumbent President's two-year term.

3. The successful candidates for President-Elect and Vice President-Elect shall be known as President Elect and Vice President Elect, and shall serve as non-voting members of the Board for one year, commencing on June 30, following the election.

4. The President Elect and Vice President Elect shall assume their respective offices as President and Vice President on June 30, of the following year.

5. The President shall appoint a member of CIPS to serve as Treasurer for a two-year term, subject to ratification by a majority vote of the Board. The Treasurer shall serve as a nonvoting member of the Board.

C. President.

1. The President shall preside at all meetings of the board. the president shall serve as a voting member of the board of directors. However, the President may only vote under the following conditions:

- a. the President may vote when the vote is taken by secret ballot.
- b. the President may vote when the vote of the President shall affect the outcome of the voting.

2. the President shall sign, on behalf of the corporation, any leases, deeds, contracts, documents, or other instruments. In the event the President is temporarily unable to function, the Vice President shall assume the responsibilities of the office.

D. Vice President.

1. The vice president shall serve as a voting member of the board of directors.

2. The Vice President shall have charge of such books, documents, and papers as the Board may direct; shall give, or cause to be given, all notices in accordance with these By-laws, and shall attend, with vote, and be responsible for the meetings of the Board.

E. Treasurer.

The Treasurer shall have the custody of all funds and financial records of the corporation, subject to such regulations as may be imposed by the Board. He or she shall maintain a bank account in the bank designated by the Board and may, on behalf of the corporation, endorse for collection, checks, notes, and other obligations, and shall deposit the same to the credit of the corporation at such bank. The Treasurer shall be responsible for the collection of dues from the direct members, and annual dues from the treasurers of component societies, which collection of dues shall be initiated in December of each year, and for the dispersal of all funds for expenditures authorized by the Board. He or she shall regularly enter on the books of the corporation, to be kept by him or her for the purpose, full and accurate account of all moneys and obligations received and paid or incurred by him or her on account of the corporation, and shall exhibit such books at all reasonable times to any member of the Board. The Treasurer shall each year, preferably in October, and not later than November 15, prepare an annual budget to be submitted and approved by the Board. He or she shall also make a report to the Board on the financial status of the corporation at least once a year.

F. Further Responsibilities of the Officers

The Officers shall have charge and exercise supervision of the affairs of the corporation. In general, the Officers shall perform all duties incident to those offices as described in these By Laws and as may be assigned to them by the Board. The President shall, in addition to his or her corporate obligations, be responsible for:

1. setting the agenda for all meetings.
2. overseeing the work of all Standing and Select Committees.
3. maintaining communication with other professional groups and governance agencies.
4. developing policies and initiatives to be submitted to the Board.
5. preparing regular reports about CIPS's activities to component societies and their membership.

G. COMMITTEES

1. Standing Committees: The policies and affairs of CIPS will be carried out in the

manner described herein by the Board, and by the Standing Committees and their respective Chairs or Co-Chairs. The Standing Committees shall include, but shall not be limited to, the following committees: the Executive Committee, the Committee on Bylaws and Policies and Procedures, and the Nominating Committee. Additional Standing Committees may be created or disbanded by a majority vote of the Board.

2. Select Committees: The Board of Directors shall, from time to time, establish Select Committees, which are ad hoc working groups, created by a majority vote of the Board, for the purpose of pursuing specific objectives and assignments in accordance with the directives of the Board.

3. The Executive Committee: The Executive Committee shall consist of the officers of the Corporation. The Executive Committee shall be chaired by the President of CIPS. With the approval of the Board, the President may appoint additional members from the Board or the CIPS component societies to serve on the Executive Committee. The Executive Committee shall carry out the policies of the Board and the business of the corporation between meetings of the Board.

4. The committee on Bylaws and Policies and Procedures: The Committee on Bylaws and Procedures shall be composed of at least four members, at least one of whom shall be a member of the Board of Directors. The Committee on Bylaws and Procedures shall be responsible for the preparation of all bylaws and procedures mandated by the Board of Directors and shall maintain a current copy of the Bylaws, and all procedure codes and manuals mandated by the Board of Directors.

5. The Nominations and Appointments Committee: The Nominations and Appointments Committee shall be chaired by a member of a CIPS component society who is appointed by the President with the approval of the Board. The Nominating Committee shall be composed of one member from each component society. Committee members shall serve for a two-year term. Committee members shall be neither current Board members, nor themselves running for the positions to be filled. If a member of the Nominating Committee desires to run for office, he or she must resign from the Nominating Committee. The Chair of the Committee shall be appointed by the President with the approval of the Board. The Nominations and Appointments Committee shall be responsible for the following tasks:

a. The Nominations and Appointments Committee shall be responsible for conducting the nomination and the election of the president and the vice president by the national membership in accordance with procedures set forth by the CIPS board of directors and codified in the CIPS Procedure Code and other governance documents;

b. The Nominations and Appointments Committee shall be responsible for reviewing applications for appointment to open positions and for submitting its recommendations to the President and Board of Directors.

H. Committee Chairs. The Chairs or Co-Chairs of Standing and Select Committees shall be

responsible for implementation of the policies and programs of the Board through their respective Committees subject to the oversight and direction of the Board of Directors. They shall make regular reports to the Board. The Chair of each Standing and Select Committee shall have the authority to select his or her Committee members subject to the approval of the Board of Directors.

I. Resignation, Vacancies, and Removal. In case any office of the corporation becomes vacant by resignation, retirement, disqualification or any other cause, the Board may elect an individual to fill such vacancy. The individual so elected shall hold office and serve until the next national membership election, or in the case of the Treasurer, until his or her term on the Board is completed.

The Board may remove an Officer from office by a two thirds (2/3) vote of the entire Board. Such vote may be taken by mail ballot, if all voting members are not in attendance at a meeting considering a vote to remove. Each member of the Board with a vote shall have a period of two weeks from the mailing of the ballots within which to vote. In the event a Director with a vote is unavailable during that two week period, the group selecting that Director may appoint an alternative representative to vote in the Director's place. The decision of the Board is final.

J. Compensation. Officers, Board members, and other representatives of CIPS shall not receive any salary or compensation for their services, but may be reimbursed for reasonable and necessary expenses incurred on behalf of CIPS.

ARTICLE IV MISCELLANEOUS

A. Dues. Component societies and direct members shall pay and remit to the Treasurer of CIPS annual dues in an amount to be decided by the Board each October, and collected during the following December. Each component society shall be responsible for the payment of dues in proportion to its total number of IPA members who pay their dues or are exempt from dues. Individuals who are members of more than one component society shall designate one society to be responsible for payment of dues on his or her behalf to CIPS. Direct members shall pay dues in an amount equal to the pro rata amount payable by a component society on behalf of component society members. Individuals who are honorary members of a component group are not required to pay dues, nor are they considered CIPS members. Any increase in the dues from a prior year must be approved by a two-thirds (2/3) vote of the Board, and the boards of all of the component societies. Study Groups admitted to CIPS are not responsible for dues, but assume responsibility for expenses incurred by their representation in CIPS.

B. Fiscal Year. The fiscal year of the corporation shall commence on December 1 of each year.

C. Ratification and Amendments. The adoption, alteration, amendment and repeal of the By-Laws of the corporation may be proposed either by the Board, or by fifty percent (50%) of the component societies.

1. Where a proposal for change originates with the Board, the change shall be effective if it has been approved by a two-thirds (2/3) vote of the Board, and is thereafter approved by two-thirds (2/3) of the component societies.

2. Where a proposal for change originates with the component societies, the change must be proposed by at least one-half (1/2) of the component societies, and shall be effective if it is thereafter approved by a two-thirds (2/3) vote of the Board, followed by the approval of two-thirds (2/3) of the component societies.

D. Prohibition Against Sharing in Corporate Earnings. No director, member, officer, employee, member of a committee, or person otherwise connected with the corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the reimbursement of reasonable and necessary expenses incurred on behalf of CIPS; nor shall this prohibition prevent the payment of reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the CIPS Board, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, remaining in the hands of the CIPS Board after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the CIPS Board may determine, exclusively to organizations which qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they now exist, or as they may hereafter be amended.

E. Exempt Activities. Notwithstanding any other provision of these By-Laws, no member of the CIPS Board, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they now exist, or as they may hereafter be amended, or by an organization, contributions to which are deductible, under Section 170(c)(2) of such Code and Regulations, as they now exist, or as they may hereafter be amended.

F. Indemnification. Every person who is, shall be, or shall have been a director, officer, employee of the corporation, and his or her personal representatives shall be indemnified by the corporation for all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceeding to which he or she may be made a party by reason of being or having been a director, officer, employee of the corporation, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duty as such director, officer, or employee. Costs and expenses shall include, but without limiting the generality thereof, attorney's fees, damages and reasonable amounts paid in settlement.