

PENNSYLVANIA PSYCHOLOGICAL ASSOCIATION BYLAWS

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TABLE OF CONTENTS

Article I:	Name
Article II:	Purpose
Article III:	Membership
Article IV:	Membership Dues
Article V:	Board of Directors: Voting Directors
Article VI:	Board of Directors Non-Voting Directors
Article VII:	Board of Directors: Board Chairs
Article VIII:	Representatives to the American Psychological Association (APA)
Article IX:	Officers
Article X:	Executive Director
Article XI:	Committees; Task Forces; Special Interest Groups (SIGS)
Article XII:	Governing Structure
Article XIII:	Fiscal Arrangements
Article XIV:	Nominations and Elections
Article XV:	Official Policy Statements
Article XVI:	Pennsylvania Psychological Foundation
Article XVII:	Student Membership Organization
Article XVIII:	Indemnifications
Article XIX:	Amendments
Article XX:	Dissolution

Article I: Name

The name of this organization shall be the Pennsylvania Psychological Association.

Article II: Purpose

The purpose of the Association (PPA) shall be to advance psychology in Pennsylvania as a means of promoting human welfare, and to educate, update and inform the public and our membership on current psychological theory and ethical practice through training activities and public policy initiatives.

Article III: Membership

1. The Association's Membership shall consist of four Membership Categories: Members, Graduate Student Members, Undergraduate Student Members and Affiliate Members.

2. Membership Requirements for each Membership Category are as follows:

A. Requirements for Members:

Members of the Association shall be persons who are engaged primarily in the scientific and professional discipline of psychology.

Members of the Association shall meet the following Requirements:

- (1) a license to practice psychology in Pennsylvania; and/or
- (2) a doctoral degree from a program primarily psychological in content, conferred by a regionally accredited institution of post-secondary education; or
- (3) a master's degree primarily in the scientific and professional discipline of psychology plus the equivalent of two full-time years of experience primarily in the scientific and professional discipline of psychology subsequent to the granting of the master's degree; or
- (4) designation by the Pennsylvania Department of Education as a certified school psychologist.

Members are required to maintain strict adherence to the Code of Ethics of the American Psychological Association as well as the Pennsylvania State Board of Psychology's Code of Ethics.

Members shall be entitled to the right to vote along with all other privileges of the Association except those specifically restricted by these bylaws.

B. Requirements for Graduate Student Members:

Graduate Student Members of the Association shall meet the following Requirements:

- (1) Must be engaged primarily in the study of the scientific and professional discipline of psychology; and
- (2) Currently enrolled in a graduate program that is primarily psychological in content.

Graduate Student Members are required to maintain strict adherence to the Code of Ethics of the American Psychological Association as well as the Pennsylvania State Board of Psychology's Code of Ethics.

Graduate Student Members shall have the right to vote.

C. Requirements for Undergraduate Student Members:

Undergraduate Student Members of the Association shall meet the following Requirements:

- (1) Must be engaged in the study of psychology or a related discipline at the undergraduate level; and
- (2) Currently enrolled in a regionally accredited institution of postsecondary education.

Undergraduate Student Members shall not have the right to vote.

D. Requirements for Affiliates:

Affiliates of the Association shall meet the following Requirements:

- (1) Shall be persons who can demonstrate a legitimate professional, educational or scientific interest in the field of psychology; and
- (2) Are not eligible for a higher level of membership.

Examples of such persons may include, but are not limited to, high school teachers of psychology and attorneys. Such interest shall be documented in a manner prescribed by the Membership Committee and approval of the Board of Directors.

Affiliates of the Association shall neither have voting rights nor be eligible for elective office.

3. Honorary membership may be conferred upon approval of the Board of Directors. Honorary members shall not have the right to vote.
4. Procedures for membership applications and for transfers in membership status shall be prescribed by the Board of Directors.
5. Membership may be terminated at the sole discretion of the Association. Additionally, Members, Graduate Student Members, Undergraduate Student Members and/or Affiliates may be otherwise disciplined for conduct unbecoming of membership or detrimental to the Association, either economically or reputationally.

6. Applicants for membership shall not be accepted at a level of membership lower than that for which they are qualified, unless otherwise provided for in these bylaws.

Article IV: Membership Dues

1. Payment of any initial dues associated with each membership category must be made at the time of the application for membership.
2. The annual dues for each category of membership shall be determined by the Board of Directors.
3. Non-payment of dues shall be considered resignation from the Association. Reinstatement for non-payment of dues shall be contingent upon payment in full of dues. Procedures, timetables, and reinstatement fees shall be determined by the Board of Directors.
4. The Board of Directors may, upon written request to the Association, establish reduced dues for a member of each member category who is experiencing financial hardship.

Article V: Board of Directors: Voting Directors

The voting members of the Board of Directors shall consist of six officers, specifically, the president, president-elect, past president, secretary, treasurer, diversity and inclusion officer, along with the APA representative(s), the graduate student representative, and the board chairs.

Article VI: Board of Directors Non-Voting Directors

1. The executive director and the president of the Pennsylvania Psychological Foundation shall be ex-officio members without vote.

The chair of the PennPsyPAC Board of Directors is routinely invited to attend every Board of Directors meeting as a guest.

Article VII: Board of Directors: Board Chair Requirements

1. The Board Chairs on the Board of Directors shall be duly elected by the membership-at-large. There shall be a minimum of four Board Chairs and a maximum of eight Board Chairs on the Board of Directors. The Board of Directors may add or remove Board Chair positions at any given time, only with good reason, if the Board of Directors determines it no longer needs a Board Chair position or if it requires an additional Board Chair position to complete the mission of the Association. If a Board Chair position is removed, the Board Chair in that position, will fulfill their current term before the position is eliminated. A description of each Board Chair shall be outlined in the Association's Policy and Procedures Manual and may be revised by a vote of the Board of Directors.
2. Board Chairs must be a PPA member of the Association at the time of election.
3. Board Chairs shall serve for terms of two years and shall not serve more than two consecutive full terms, except where otherwise provided by these bylaws. The terms of

the board chairs shall be staggered so that half shall be elected every year.

4. Board Chairs shall be responsible for directing the committees assigned to them and reporting the activities of the committees to the entire Board of Directors.
5. Board Chairs shall submit written reports to the entire Board of Directors for distribution at its regularly scheduled meetings.
6. Board Chairs shall present items requiring action to the Board of Directors at its regularly scheduled meetings.
7. In case of death, resignation or inability to serve as a board chair, the members of the Board of Directors shall by majority vote to elect a successor to serve out the term.

Article VIII: Representative(s) from the Pennsylvania Psychological Association to the American Psychological Association (APA)

1. The representative(s) to the American Psychological Association (APA) shall serve for a term consistent with APA bylaws, the exact dates to be set by APA according to APA's rules of procedure for elections. The committee charged with selection of nominees for the APA representative(s) shall be comprised of all members of the Board of Directors who are also APA members. The representative(s) to APA shall be elected as prescribed by APA bylaws and procedures. An APA representative may hold that office and another elected office concurrently in the Board of Directors during a time of overlap of tenure at the beginning or end of the APA term.
2. The representatives to APA shall be Members of APA and PPA.
3. In case of death, resignation, or inability to serve as the representative to APA, the members of the Board of Directors, who are also members of APA, shall by a majority vote elect a successor to serve out the term.

Article IX: Officers

1. The officers of the Association shall consist of president, president-elect, past president, secretary, treasurer, and diversity and inclusion officer. At the time of their election, the president and president-elect shall be Members of the Association and shall have served for at least one full term on the General Assembly. At the time of their election, the secretary, treasurer, and diversity and inclusion officer shall be Members of the Association.
2. The term of office, unless otherwise specified, shall be considered to run from fiscal year to fiscal year, specifically, from July 1 to June 30.
3. The term of office for secretary, treasurer, and diversity and inclusion officer shall be for two years with the secretary elected for two-year terms in even-numbered years, and the treasurer and diversity and inclusion officer elected for a two-year term in odd-numbered years. The secretary, treasurer, and diversity and inclusion officer shall serve not more than two full consecutive terms.
4. It shall the duty of the president to preside at all meetings, to act as chair of the Board of Directors, Executive Committee and General Assembly; and as an ex officio

member of all committees; to exercise supervision over the affairs of the Association with the approval of the Board of Directors; and to perform such other duties as are pertinent to the office of the president. The president shall take care to closely inform and counsel the president-elect on all issues of importance.

5. The president-elect shall serve as a member of the Executive Committee and Board of Directors and shall perform the duties of the president in the event of the absence or incapacity of the president. In the event that the president does not serve their full term for any reason, the president-elect shall succeed to the unexpired remainder thereof and continue through their own term as president. The president-elect shall be a member of the Budget and Finance Committee. The president-elect shall automatically become president in the year following election as president-elect.
6. The past president shall be a member of the Executive Committee and Board of Directors, and the chair of the Nominations and Elections Committee, and shall perform other duties as directed by the Board of Directors.
7. The secretary shall serve as a member of the Executive Committee and Board of Directors. It shall be the duty of the secretary to maintain oversight of the minutes of the Association's governance meetings.
8. The treasurer shall serve as a member of the Executive Committee and Board of Directors, and the chair of the Budget and Finance Committee. It shall be the duty of the treasurer to maintain oversight of the financial transactions of the Association. The treasurer shall ensure that a full record is kept of all money received and all money disbursed and that financial reports are made available to the membership of the Association for review.
9. The diversity and inclusion officer shall serve as a member of the Executive Committee and Board of Directors. It shall be the duty of the diversity and inclusion officer to monitor and evaluate Association activities concerning diversity issues; to lead efforts to diversify membership/leadership, and to report on diversity-related initiatives to the Board of Directors and membership of the Association.
10. In case of the death, resignation or incapacity of the president-elect, the secretary, the treasurer, or the diversity and inclusion officer, the Board of Directors shall by majority vote elect a qualified successor to serve out the term.

Article X: Executive Director

1. The Association shall hire an executive director who shall serve in accordance with an employment contract developed by the Board of Directors. The executive director shall be evaluated annually by the Executive Committee. The executive director shall not hold any elected office within the Association.
2. The executive director shall be responsible for the day-to-day operations of the Association, including, but not limited to hiring, directing, supervising and evaluating all Association employees and paid consultants; carrying out or delegating to a designee to carry out the policies and directives of the Board of Directors; serving as a non-voting ex-officio member of all committees and governing bodies of the Association; acting as the paid administrative agent and consultant for the Pennsylvania Psychological Political Action Committee and the Pennsylvania Psychological Foundation; and assuming any

other duties as designated by the president Executive Committee or Board of Directors of the Association.

3. In the case of the incapacity, extended illness or death of the executive director, the Board of Directors shall appoint an interim executive director until such time as the executive director can return to duties or the position is filled by a permanent executive director.

Article XI: Committees; Task Forces; Special Interest Groups (SIGS)

1. Committees

- A. The Board of Directors shall establish committees necessary to assist with the operation of the Association. Committees shall be associated with, and represented by, one of the board chairs.
- B. Except as further provided by these bylaws, each committee shall consist of at least three members of the association, one of whom shall be the committee chair. When a committee has more than three members, persons not eligible for PPA membership may be added as consultants to the committee. Such consultants shall not be considered to be members of the Association in this or any other section of these bylaws.
- C. To facilitate the performance of certain tasks or functions within its mandate, subcommittees or other working groups within the committee may be formed. The committee chair shall designate one of the committee members of the subgroup to serve as subcommittee chair to coordinate the activities of the subcommittee. The subcommittee is responsible to the committee and can take no governance action other than to provide information and make recommendations to the committee as a whole.
- D. Committee chairs and members shall be appointed by the president, upon the recommendation of the respective board chair and the advice and consent of the Board of Directors. Committee Chairs shall not serve more than four consecutive one-year terms, unless, in unusual circumstances, it is determined by the Board of Directors that additional term(s) are essential to maintaining the continuity and functioning of the Committee.
- E. The president may, as deemed appropriate, and upon the recommendation of the respective Board chair and the advice and consent of the Board of Directors appoint a committee vice chair. The vice chair may carry out administrative and coordinating functions within the committee as assigned by the chair. The vice chair may not substitute for the chair as a member of the General Assembly or function outside of the committee on behalf of the chair. The vice chair shall serve for the term of the president.
- F. Committees shall serve for the term of the president, except as further provided by these bylaws.
- G. Committee chairs shall submit written reports to their respective board chair as designated by the Board of Directors.

- H. All committees shall report to the Board of Directors through their respective board chairs.
- I. Committees shall be established or disbanded by a two-thirds majority vote of the Board of Directors.

2. Special Interest Groups (SIGs)

- A. The purpose of Special Interest Groups (SIGs) is to facilitate networking of members in an identified specialty or interest area related to the practice of psychology in Pennsylvania. In contrast to committees, which are necessary to the operations of the organization, SIGs operate for the benefit of members.
- B. Proposals for formation of Special Interest Groups by Members should be forwarded via written notice to the PPA staff, who, will, in turn, forward the said proposals to the Board. The proposals will be formally brought before the Board at the next Board Meeting immediately following submission of the proposed Special Interest Group. The Board shall review and vote on the proposal. In the proposal, members must provide the name of the proposed SIG, a description of the proposed activities of the SIG, and contact information for the founding members of the SIG.
- C. Each SIG will identify its own leadership, meeting schedule, and plans for reporting back to PPA on its activities.
- D. SIGs may request access to organizational resources to facilitate their activities.
- E. Inactive SIGs may be dissolved by the Board of Directors.
- F. No SIG shall communicate an opinion or position in the name of PPA; any such communication must be approved by the executive director and/or Board of Directors and communicated via official PPA channels.

3. Task Forces

- A. Task forces may be created only under unusual and pressing circumstances by the Board of Directors when it believes an issue cannot be assigned to a standing committee, and when the issue is judged to be time-limited and task-oriented. The task force shall report to the president through the Board of Directors who names its members on the recommendation of the president.
- B. At least once every ten years from the latest full-scale review of the bylaws, a task force shall be created to review the bylaws to determine whether they are current to the needs of the Association.

Article XII: Governing Structure

The governing structure of the Association shall consist of the Board of Directors, the Executive Committee (which includes the Officers) and the General Assembly. It shall be their aggregate responsibility to establish policy, make decisions and implement actions consistent with the philosophy and objectives of the Association.

1. Board of Directors

- A. Composition: There shall be a Board of Directors that shall consist solely of persons selected by the PPA membership, except as otherwise provided in this article. Within this Board of Directors, shall be a president, president-elect, past president, secretary, treasurer, diversity and inclusion officer, and an executive director, APA representative(s), graduate student representative, and the board chairs; provided that the APA representatives shall be elected according to these Bylaws and provided that the graduate student representative shall be elected according to these Bylaws. The executive director and the president of the Pennsylvania Psychological Foundation shall be ex-officio members without vote. The chair of the PennPsyPAC Board of Directors is routinely invited to attend every Board of Directors meeting as a guest.
- B. The president of the Association shall be the chair of Board of Directors. The secretary of the Association shall also be the secretary of the Board of Directors.
- C. Responsibilities: The Board of Directors shall be the legislative body of the Association and shall have full power and authority over the affairs and funds of the Association within the limits of these bylaws and the general objectives of the Association.
- D. Meeting Schedule: Meetings of the Board of Directors shall be held as the board decides and on the call of the president or on the request of one-third of the members of the Board of Directors.

2. Executive Committee

- A. Composition: The Executive Committee shall consist of all of the officers, specifically, the president, president-elect, past president, the secretary, the treasurer, the diversity and inclusion officer, along with the executive director, an APA representative, and one other member appointed by the president from among those serving on the Board of Directors. The president shall be the chair. When the Association has more than one APA representative, the representatives shall serve in annual rotation on the committee. The executive director shall serve as an ex-officio member without a vote.
- B. Responsibilities: The Executive Committee shall be the administrative agent of the Board of Directors, shall supervise the work of the executive director, shall recommend policy to the Board of Directors, and shall implement the policies established by the Board of Directors. The Executive Committee shall act for the Board of Directors only on issues requiring urgent and therefore immediate action. This power shall be exercised only after the Executive Committee, by majority vote of its members, declares there to be an urgent and immediate issue that cannot otherwise be addressed by the Board of Directors. The president shall report on the Executive Committee's actions at each meeting of the Board of Directors.
- C. Meeting Schedule: Meetings of the Executive Committee shall be as frequent as necessary to carry out its responsibilities.

3. General Assembly

- A. Composition: The General Assembly shall consist of all members of the Board of Directors and the chairs of all committees. All General Assembly members shall have full voting privileges on General Assembly Matters except where the bylaws deny this privilege.
- B. Responsibilities: The General Assembly shall function, when they convene, in a manner consistent with the way in which the Board of Directors acts, at the constituted time of its meeting.
- C. A member of the General Assembly may be removed from office for cause by a two-thirds vote of the full Board of Directors.
- D. All General Assembly members, along with all of the Officers and Board of Directors as well as the Executive Committee (collectively or separately, the “Governing Body”) have a fiduciary relationship to the Association and shall perform their duties as a member of the Governing Body in the best interests of the Association, and must abide by the duty of care, duty of loyalty and duty of obedience, using such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.
- E. Absent breach of fiduciary duty, a lack of good faith or an act of self-dealing, actions taken as a member of the Governing Body or any failure to take any action shall be presumed to be in the best interests of the Association.
- F. Member of the Governing Body shall not be personally liable for any action taken, or any failure to take any action, unless: (a) the member of the Governing Body has (a) breached or failed to perform the duties of their office as per these bylaws; and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- G. The limitation of liability of members of the Governing Body provided by this Article is not exclusive and does not limit or waive any limitation of liability or any immunity existing under any applicable law.

4. Voting

- A. A majority of current members of the Governing Body shall constitute a quorum. All meetings of the Association shall follow Keesey’s Modern Parliamentary Procedure except where superseded by the bylaws. Throughout these bylaws, the term “majority vote” shall mean a simple majority of those present and voting, unless otherwise specified.
- B. Voting rights are reserved to Board of Directors members elected to office according to these bylaws and to duly appointed chairs of committees at the constituted time of General Assembly meetings, except as indicated in these bylaws.
- C. A substitute for a board chair member of the Board of Directors may attend meetings of the Board of Directors at the request of the elected member upon prior

notification to the president. The substitute may introduce motions on issues directly concerning the committees represented by the board chair. On other issues before the Board of Directors, the substitute may join in discussion only.

- D. There shall be no substitutes permitted for Executive Committee members except as otherwise specifically provided in the bylaws.
- E. Except where provided by the bylaws, no person may occupy concurrently more than one elected seat in the governing structure. Regardless of exceptions, however, a one- person, one-vote rule shall apply. There shall be no votes cast by proxy.
- F. Voting when required in the absence of an assembled meeting of the Executive Committee shall be conducted by rules of procedure approved by the Board of Directors.

Article XIII. Fiscal Arrangements

- 1. The Fiscal Year of the Association shall extend from July 1 to June 30.
- 2. The Budget and Finance Committee shall review the draft budget prepared by the Executive Director and Association staff for the Fiscal Year and forward it to the Board of Directors for approval at the first meeting of the incoming president's administration.
- 3. The executive director, at the direction of the treasurer and Board of Directors, shall keep an itemized financial record of receipts and expenditures of the Association's business. The executive director shall submit this record to a firm of independent public accountants for audit or review. The audit or review shall be prepared for the Board of Directors annually.

Article XIV: Nominations and Elections

- 1. Not later than twenty weeks before the annual convention, a call for nominations shall be distributed to the membership. Nominations shall be requested for any office to be voted upon in that year's election.
- 2. Nominations shall be accepted from voting members following the call for nominations up to fourteen weeks before the annual convention.
- 3. The Nominations and Elections Committee shall seek advice on nominations from the Board of Directors and other members of the Association currently or recently in leadership. The Nominations and Elections Committee must name two nominees for each office.
- 4. A validating procedure shall be used to ensure that nominations shall be made up and votes shall be cast only by voting members of the Association.

5. An election slate shall be prepared by the Nominations and Elections Committee. Voting shall be according to a procedure deemed acceptable to the Board of Directors
6. Ballots shall be accepted only if verified or returned within thirty days following their distribution to the membership.
7. The person receiving the largest number of votes for each office shall be designated the winner.
8. In case of a tie vote for any office, or a special election as required these bylaws, all members of the Board of Directors shall vote according to a procedure acceptable to the Board of Directors to resolve the election or the tie votes shall be accepted only if verified or returned within seven days following their distribution to the Board of Directors. Should there again be a tie vote, the vote shall be repeated until a winner is selected.
9. The results of the election shall be announced in a timely fashion.

Article XV: Official Policy Statements

Only those statements communicated through official PPA channels shall be considered to represent official policy. All PPA stationery, the PPA logo, and any other proprietary trademarks are to be secured, and may be transmitted by the executive director or the executive director's designee.

Article XVI: Pennsylvania Psychological Foundation

1. Affiliated with the Pennsylvania Psychological Association shall be the Pennsylvania Psychological Foundation, which is organized exclusively for charitable, educational, literary, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Pennsylvania Psychological Foundation has its own bylaws establishing the membership, structure, and procedures of that organization.
2. The president of the Pennsylvania Psychological Foundation, who shall not otherwise be a current member of the PPA Board of Directors, shall be an ex officio member of the PPA Board of Directors without vote.

Article XVII: Student Membership Organization

1. There shall be a Pennsylvania Psychological Association of Graduate Students (PPAGS) whose mission shall be to promote graduate student leadership development in order to communicate and advocate the concerns of graduate students.
2. Members of the PPAGS organization shall consist of all Graduate Student Members of the Association.

3. PPAGS shall create its bylaws and operations manual, both of which must be approved by the PPA Boards of Directors. Amendments to the PPAGS bylaws must be approved by PPA Board of Directors.
4. PPAGS chair shall be a voting member of the PPA Board of Directors. The manner of election shall be stated in the bylaws of PPAGS.

Article XVIII: Indemnifications

1. General Indemnification by the Association: The Association, shall to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, committee member, and protect against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by, or imposed upon, such person in connection with any threatened pending or completed action, suit or proceeding in which they may become involved by reason of their service in such capacity; provided that the actions on the Association's behalf: (1) are undertaken in good faith; and (2) do not involve acts of gross negligence or malice; and (3) are within the scope of their authority.
2. Indemnification Fund: The Association shall have the authority to create a fund of any nature, which may, but need not be, under control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under the bylaws or otherwise. This authority shall include, without limitation, the authority to (a) deposit funds in trust or in escrow; (b) establish any form of self- insurance; (c) secure the indemnity obligation by grant of a security interest, mortgage or other lien on the assets of the Association; (d) establish a letter of credit, guaranty or surety arrangement for the expenses contemplated by these bylaws. The provisions of this Article shall not be deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in these bylaws but whom the Association has the power or obligation to indemnify, or to advance expenses for, under the laws of Pennsylvania or otherwise. The authority granted by these bylaws shall be exercised by the Board of Directors or by the Executive Committee on issues needing immediate attention as provided for within these bylaws.
3. Indemnification in Third Party Proceedings: The Pennsylvania Psychological Association shall indemnify any person who was, or is, a party or has been or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of The Pennsylvania Psychological Association) by reason of the fact that they were or are a representative of The Pennsylvania Psychological Association, or were or are serving at the request of The Pennsylvania Psychological Association as a representative of another foundation for profit or nonprofit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding, if they acted in good faith and in a manner reasonably believed to be in, or not opposed to, in the best interests of The Pennsylvania Psychological Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful.

Further, the termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere, or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in, or not opposed to, the best interests of The Pennsylvania Psychological Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

4. Notice to Association: As soon as practicable after receipt by any person of notice of the commencement of any action, suit or proceeding, same shall notify the Association in writing of the commencement or threat thereof; however, the omission to notify the Association shall not relieve the Association from any liability under these bylaws unless the Association shall have been prejudiced thereby or from any other liability that it may have to such person other than under these bylaws. Once notified the Association may participate therein at its own expense and shall be entitled to assume the defense thereof, with counsel selected by the Association to the reasonable satisfaction of such person.

After notice from the Association to such person of its election to assume the defense thereof the Association shall not be liable to such person under these bylaws for any legal or other expenses subsequently incurred by such person in connection with the defense thereof other than as otherwise provided below. Such person shall have the right to employ their own counsel in such action, but the fees and expenses of such counsel incurred after notice from the Association of its assumption of the defense thereof shall be at the expense of such person unless; (a) the employment of counsel by such person shall have been authorized by the Association (b) such person shall have reasonably concluded that there may be a conflict of interest between the Association and such person in the conduct of defense of such proceeding; or (c) the Association shall not in fact have employed counsel to assume the defense of such action. The Association shall not be entitled to assume the defense of such action. The Association shall not be entitled to assume the defense of any proceeding brought by or on behalf of the Association or as to which such person shall have reasonably concluded that there may be a conflict of interest. If indemnification under these bylaws or advancement of expenses are not paid or made by the Association or on its behalf, within ninety (90) days after a written claim for indemnification or a request for an advancement of expenses has been received by the Association, then such person may, at any time thereafter, bring suit against the Association to recover the unpaid amount of the claim or the advancement of expenses. The right to indemnification and advancements of expenses provided hereunder shall be enforceable by such person in any court of competent jurisdiction. The burden of proving that indemnification is not appropriate shall be on the Association. Expenses reasonably incurred by such person in connection with successfully establishing the right to indemnification or advancement of expenses, in whole or in part, shall also be indemnified by the Association.

5. Indemnification in Derivative Actions: The Pennsylvania Psychological Association shall indemnify any person who was, or is, a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of The Pennsylvania Psychological Association. No indemnification shall be made in respect of any claim, issue or matter as to which the person has been adjudged to be liable for negligence or misconduct in the performance of their duty

to The Pennsylvania Psychological Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

6. **Mandatory Indemnification:** To the extent that a representative of The Pennsylvania Psychological Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to herein, that representative shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.
7. **Determination of Entitlement to Indemnification:** Unless ordered by a court, any indemnification as referenced herein, shall be made by the Association only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because they have met the applicable standard of conduct set forth in those sections. The determination shall be made: (1) by the Board by vote of Directors who were not parties to the action, suit or proceeding; or (2) by independent legal counsel in a written opinion, if a quorum is not obtainable.
8. **Advancing Expenses:** Expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in this Indemnification Clause may be paid by the Foundation in advance of the final disposition of the action, if authorized by the Board of Directors in a specific case upon receipt of an undertaking by or on behalf of the representative to repay the amount advanced if it is ultimately determined that they are not entitled to be indemnified.
9. **Insurance:** The Association has the power to purchase and maintain insurance on behalf of any person who is or was a representative of the Association or is or was serving at the request of the Association as a representative of another Organization, profit or nonprofit, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred by them, in any capacity or arising out of that person's status, whether or not the Association would otherwise have the power under this Article to indemnify them against that liability.
10. **Reliance on Provisions:** Each person who shall act as an authorized representative of the Association shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Indemnification Clause.
11. **Executive Committee Decision on Indemnification:** In each instance in which the right to indemnification hereunder is asserted, determination of the time, manner and amount of payment thereof, shall be made by the Board of Directors or by the Executive Committee on issues needing immediate attention as provided for in these bylaws.
12. **Terms of Contract:** This Article constitutes a contract between the Association and the indemnified officers, directors, committee member, project group member and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director or employee under this Article shall apply to such officer, director, committee member, task force member or employee with respect to those acts or omissions which occurred at any time prior to such amendment, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

13. Insurance/Supplemental Insurance: The Board of Directors shall be empowered to carry such insurance as is reasonably required to provide adequate coverage for all persons mentioned in these bylaws. Such insurance shall be deemed to be an expense of the Association.

Article XIX: Amendments

1. Amendment of these bylaws shall be ratified by a vote of the membership. Votes shall be accepted only during a designated thirty-day period. The amendment must be approved by two thirds of the members who have voted.
2. The Board of Directors of PPA is authorized to review, approve, or reject for cause, proposed amendments to the bylaws. Proposed amendments to the bylaws shall be presented to the membership only with the approval of the Board of Directors. Amendments may be submitted to the Board of Directors for its approval by any member of the Board of Directors or by petition of five percent of the membership. The proposal for bylaws amendment shall contain the proposed amendment, the section being amended, and the reasons or purposes for the amendment. If the issue is deemed controversial by the Board of Directors, pro and con statements will be distributed with the ballots.

Article XX: Dissolution

In the event of dissolution of the Association, its assets shall be transferred to the American Psychological Foundation.

