

# SWPA--Southwestern Psychological Association Bylaws

(June 2009)

## Article I

### Name

The name of the corporation is SWPA--Southwestern Psychological Association.

## Article II

### Purpose

The purpose of the corporation shall be to advance psychology as a science, as a profession, and as a means of promoting human welfare in the Southwest through the education of those practicing psychology.

The corporation is organized exclusively for educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

## Article III

### Members

A. *Classes of Members.* There shall be three classes of members:

1. **Members:** To be eligible for membership without the endorsement of a current SWPA member, a person must be a current member of a national or international psychological association or a member of a widely recognized specialized society of psychologists. Alternatively, with the endorsement of a current SWPA member, persons may be eligible for membership if they have completed at least two years of graduate level work in a recognized program in psychology or from a program primarily psychological in content (but are not currently a student in a psychology program), or have completed a master's degree in psychology from a recognized graduate school. Once regular membership is attained, a person may not return to a different membership level. SWPA members are entitled to all rights and privileges of the corporation without restriction.
2. **Student Members:** Student members shall be persons enrolled in a psychology program and who have the endorsement of a current SWPA member. Student members are entitled to all rights and privileges of the corporation except holding of offices other than student representatives.
3. **Associate Members.** Associate members shall be individuals who have completed an undergraduate degree in psychology, or are currently employed in a psychology-related field, or are endorsed by a current SWPA member, but who do not meet the requirements for full or student membership. All associate membership applications will be reviewed for approval by the Executive Council. Associate Members are entitled to all rights and privileges of the corporation except the holding of office.

- B. *Voting Rights.* Each member, student member, and associate member is entitled to one vote on each matter submitted to a vote of the membership.
- C. *Resignation of Members.* Failure to pay dues in any fiscal year will be deemed as a resignation by the member in arrears. Any member may resign by filing a written resignation with the Secretary-Treasurer.
- D. *Termination of Membership.* The Executive Council, by affirmative vote of two-thirds of all of the members of the Executive Council, may suspend or expel a member for cause after an appropriate hearing. By a majority vote of those present at any regularly constituted meeting, the Executive Council may terminate the membership of any member who becomes ineligible for membership.
- E. *Dues.* The annual dues of the corporation and methods of payment shall be determined by the Executive Council. Membership dues are payable on a fiscal year basis to be assessed each July.

## Article IV

### Meetings of Members

- A. *Annual Meetings.* An annual meeting of the members will be held at such place as the Executive Council determines. The annual meeting will be held in conjunction with the annual convention.
- B. *Special Meetings.* Special meetings of the members may be called by the President, the Secretary-Treasurer, the Executive Council, or not less than one-tenth of the voting members and will be held at the time and place designated by the person or persons calling the meeting.
- C. *Notice of Meetings.* Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail or by electronic media, to each member entitled to vote at such meeting, not less than thirty nor more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary-Treasurer, or the Executive Council or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail and addressed to the member at his address as it appears on the records of the corporation, with postage prepaid.

## Article V

### Officers

The officers of the corporation are President, President-Elect, Past President, and Secretary-Treasurer.

- A. *The President-Elect* will succeed automatically to the presidency upon the expiration of his/her term. The President will serve a one-year term. The Past President shall be the most recently retired President.
- B. The Secretary-Treasurer will be appointed to office on the recommendation of the President-Elect, President, and Past President with the approval of the Executive Council. The term of office will be three years.

- C. The Presidents' Council shall consist of the President, President-Elect and the Past President. The Presidents' Council will meet (in person, voice, email) regularly as determined by the President to carry out the routine business of the corporation between Executive Council meetings.

## Article VI

### Nomination and Elections

- A. The Presidents' Council shall designate an election commissioner.
- B. *Nominations.* At least 60 days before the annual convention, the election commissioner shall issue a call, by mail or by electronics means, to all members of the corporation for nominations for the positions (officers, State Representatives, and Student Representatives) to be filled. A nomination ballot, which may be electronic, shall be used with provision for nominating a maximum of three names for each position to be filled.
- C. *Final Election Ballot.* Not later than 30 days before the annual convention, the election commissioner shall mail the final election ballot or make it available electronically to all members of the corporation. The ballot shall contain a slate of not more than three persons for each position. Each slate shall be derived from the nomination ballots and will consist of the three nominees receiving the most nominations.
- D. *Elections.* Members must return their ballots by mail or in person to the election commissioner or fill out the electronic ballot by the published deadline.
- E. *Tabulation of Ballots.* A minimum of two weeks before the annual convention, the election commissioner shall close the election and either tabulate election ballots or receive the results of the electronic poll. Winners are decided by means of simple plurality. Tie votes shall be resolved by drawing lots. Elected officers will be notified by the President immediately following the vote count.
- F. *Concurrent Position Prohibited.* Not more than one office may be held concurrently by the same person. Officers may not serve as State Representatives during their term of office.
- G. *Election Process.* Should any election problems arise, the Executive Council will determine the method by which such problems will be resolved.
- H. *Term Initiation:* All newly-elected officers of the corporation begin their terms at the close of the annual meeting after their election. Notwithstanding, any retiring officer is responsible to complete work they initiated for the annual convention until all convention expenses are resolved.

## Article VII

### Executive Council

- A. *General Powers.* The corporation will be managed by the Executive Council, which will have the general power and authority typically delegated to a Board of Directors.
- B. *Composition of the Executive Council.* The Executive Council will consist of the President, President-Elect, Past President, and Secretary-Treasurer, State Representatives that will be elected for two years in

staggered terms from the following states: Arizona, Arkansas, Kansas, Louisiana, Missouri, New Mexico, Oklahoma, Tennessee, and Texas, and two student representatives. State Representatives will be nominated and elected by the voting members from the particular state for terms of two years. Two student representatives, one graduate and one undergraduate, will be nominated and elected by the voting members and will serve one year terms.

- C. *Recording Secretary.* One member of the Executive Council shall be appointed by the Presidents' Council to be the Recording Secretary who will take minutes of the Presidents' Council meeting, the Executive Council meetings, and the annual business meeting.
- D. *Qualifications.* Nominees for Officers, State Representatives, and Student Representatives must be current members in good standing of the Association.
- E. *Regular Meetings.* An annual meeting of the Executive Council will be held without notice, other than as provided herein, at the annual convention of the Association.
- F. *Special Meetings.* Special meetings of the Executive Council may be called by or at the request of the President or any other Executive Council member. The person or persons calling the meeting may fix the time and place of the meeting, either within or without the State. The meeting may be through electronic means.
- G. At any meeting of the Executive Council, non-voting members may attend at the discretion of the President.
- H. *Notice.* Notice of any special meeting of the Executive Council shall be given at least seven days before the meeting.
- I. *Quorum.* A majority of the Executive Council shall constitute a quorum for the transaction of business at any meeting of the Executive Council, but if less than a majority of the Executive Council is present at the meeting, a majority of the Executive Council present may adjourn the meeting from time to time without further notice.
- J. *Manner of Acting.* The act of a majority of the Executive Council present at a meeting at which a quorum is present shall be the act of the Executive Council, unless the act of a greater number is required by law or by these bylaws.
- K. *Compensation.* Elected Executive Council members shall not receive any stated salaries for their services, but, by resolution for the Executive Council, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Executive Council. No elected Executive Council member may serve the Association in any other capacity and receive compensation therein.
- L. *Informal Action by Executive Council.* Any action required by law to be taken at a meeting of the Executive Council, or any action that may be taken at a meeting of the Executive Council, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Executive Council members.

## Article VIII

### Vacancies

In the event an office of the corporation becomes vacant because of the death, termination, or resignation of the incumbent, the vacancy shall be filled according to the following procedures, as applicable:

- A. *President.* The President-Elect shall succeed to the unexpired remainder of the term and continue through his or her term.
- B. *President-Elect.* The office shall be assumed by the person receiving the second largest number of votes for the office in the preceding annual election.
- C. *Secretary-Treasurer.* The President, President-Elect and Past-President will appoint an individual to serve the remaining term, subject to the approval of the Executive Council.
- D. *State Representatives.* The President, President-Elect, and Past-President will appoint an individual from the appropriate state to serve the remaining term, subject to the approval of the Executive Council.
- E. *Student Representatives.* The President, President-Elect, and Past-President will appoint an individual from the student membership to serve the remaining term, subject to the approval of the Executive Council.

## Article IX

### Staff and Committees

- A. The President-Elect, President, and Past-President (Presidents' Council) will appoint all staff members (e.g. Convention Manager, Program Chair, Webmaster) and committee chairs. Staff member terms will commence on July 1 and end on June 30, unless otherwise clearly stipulated in the appointment agreement.
- B. *Committee Members.* Committee chairs shall appoint as many committee members as are necessary.
- C. *Special Committees.* Other committees as needed may be established by the Executive Council or by vote of the membership of the corporation at the annual convention.

## Article X

### Annual Convention

There shall be an annual convention of the corporation at the time and place to be determined by the Executive Council.

## Article XI

### Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

## Article XII

### Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## Article XIII

### Amendments

Amendments to these bylaws may be proposed by either the Executive Council or by a majority of those voting at any business meeting of the corporation. They may be enacted at any time by two-thirds vote of members responding to a mailed or electronic ballot within 60 days if mailed or 30 days if electronic of that mailing date. All amendments shall be submitted to the membership within 90 days after being proposed at the business meeting or the Executive Council.