

BYLAWS OF THE FLORIDA PSYCHOANALYTIC CENTER, INC.

1. NAME AND PURPOSES.

1.1. Name. The name of the corporation shall be The Florida Psychoanalytic Center, Inc., hereinafter sometimes referred to as the “Center.” It shall be an affiliate of the American Psychoanalytic Association.

1.2. Principal Office. The principal office of the Center shall be located in Miami-Dade County, Florida, provided that the Center may have such other offices within or without Florida as the Center may from time to time provide through action of the Board of Directors.

1.3. Purpose and Powers. The purpose and objectives of the Center are: (i) to foster the study and advancement of psychoanalysis; (ii) to conduct training and education of qualified persons in the study and practice of psychoanalysis, under the standards established and promulgated by the American Psychoanalytic Association, as well as psychoanalytic psychotherapy, and such related areas as it deems appropriate; (iii) to provide services to the community; (iv) to encourage research in psychoanalysis; (v) to conduct scientific and educational meetings and programs; (vi) to represent psychoanalysis in the community; (vii) to develop the relationship of psychoanalysis to other disciplines; and (viii) to accept contributions, gift and bequests in the furtherance of these purposes. The Center shall have full powers to do all things to accomplish its purposes, as well as all powers accorded to a corporation not-for-profit under Chapter 617 of the Florida Statutes, also known as the Florida Not for Profit Corporation Act, as such may be amended from time to time (the “Florida Act”).

1.4. Compensation. No officer, member, or employee of the Center shall receive any pecuniary profit from the operations of the Center except reasonable compensation paid to employees for services rendered and reimbursement of reasonable expenses incurred in furtherance of the purposes of the Center.

1.5. Dissolution. Upon the dissolution of the Center, no officer, member or employee of this Center shall receive any financial benefit from the share in any of the property of the Center. All of the property, assets, and surplus of said Center shall be distributed by the Board of Directors, at its discretion, to not-for-profit organizations in furtherance of the objectives outlined in Section 1.3 of these Bylaws.

2. MEMBERSHIP.

2.1. Categories of Membership. The Center shall have seven classes of membership: Active, Honorary, Corresponding, Candidate, Clinician, Affiliate and Student (each a “Member”). Active, Candidate and Clinician Members shall be eligible to vote on Center business (with the exception that only Active Members shall be eligible to vote on matters affecting the Psychoanalytic Training Program). Only Active Members shall be eligible to hold the offices of President, Vice President, Treasurer and Education Committee Chair in the Center and to chair major standing committees except as may be specified elsewhere in these Bylaws. Clinician Members shall be eligible to hold the office of Secretary of the Center and Member at Large of the Board of Directors of the Center, to serve on or be Co-Chair of the Membership Committee, and to chair or serve on ad hoc committees established by the Board of Directors. In addition, one member (not the Chair) of the Nominating Committee may be a Clinician Member. Candidate Members shall be eligible to chair and serve on ad hoc committees established by the Board of Directors. Criteria for election to membership in each category shall be as set forth in this Section 2.1, but the Board of Directors shall have the discretion to waive one or more of the criteria for membership on a case-by-case basis, for good cause shown in the sole judgment of the Board of Directors.

- (a) **Active Members.** Active Membership in the Center shall only be open to persons who are or are eligible to become active members of The American Psychoanalytic Association. Active

Members shall have all privileges of the Center, including voting and eligibility to apply for faculty status in the psychoanalytic training program.

- (b) **Honorary Membership.** The Board of Directors may grant Honorary Membership in the Center to distinguished persons who have rendered significant service in or to the Center and/or the discipline and profession of psychoanalysis. Honorary Members shall have privileges of the Center except voting and the right to hold office, and shall not be subject paying dues or other assessments.
- (c) **Corresponding Members.** Corresponding Membership shall be available to individuals who are not permanent residents of Miami-Dade or Broward Counties, Florida, but who are or are eligible to become active members of the American Psychoanalytic Association. Corresponding Members shall not vote or hold office in the Center.
- (d) **Candidate Members.** Candidate Members shall be the individuals who have been admitted as Psychoanalysts-in-Training in the Center's Psychoanalytic Training Program. They shall not be eligible to hold office, but shall be eligible to chair and to serve on ad hoc committees at the discretion of the Board of Directors and the Educational Committee, and to vote on matters that do not pertain to the Psychoanalytic Training program, and to attend Business Meetings of the Center except as may be specifically determined by the Board of Directors and the Educational Committee.
- (e) **Clinician Members.** Clinician Membership shall be open to individuals who are not eligible to become active members of The American Psychoanalytic Association, and who hold a Florida professional license in a mental health field. Clinician Members shall be eligible to hold the following Center offices: Secretary, Member at Large of the Board of Directors. They are eligible to attend Business Meetings of the Center and to vote on all matters that do not pertain to the Psychoanalytic Training Program.
- (f) **Affiliate Members.** Affiliate Membership shall be open to individuals who are not eligible to become Active Members of The American Psychoanalytic Association, and who either do not hold a current Florida professional license in a mental health field, or who hold such a license but do not choose to become Clinician Members. Affiliate Members shall be entitled to attend all public scientific and social programs offered by the Center; to take courses and such other training programs as may be developed for non-Candidates from time to time. They shall not vote except as may specifically be determined by the Board of Directors. Affiliate Members shall not hold Center offices or chair committees.
- (g) **Student Members.** Student Membership shall be open to college, university and post-graduate students, Interns in a mental health field who are working toward a graduate degree, and residents in psychiatry or another medical specialty, and residents or post-doctoral fellows in psychology, who do not hold a professional license in a mental health field (with the exception that resident physicians hold general medical licenses).

2.2. Nomination and Election of Members. The Membership Committee shall evaluate the credentials of applicants for all classes of membership and shall make recommendations to the Board of Directors. The Board of Directors shall circulate to the Active Members the names of all applicants that it provisionally approves for membership prior to final action by the Board of Directors. Members shall be elected by action of the Board of Directors, which may at its sole discretion put the membership of a particular individual or individuals to a vote of the Active Members. Consideration for membership shall not be influenced by an applicant's race, religion, age, gender, marital status, disability, national or ethnic origin, or sexual orientation.

2.3. Rights and Duties of Members.

- (a) Each Member shall be entitled to attend meetings of the Members except as otherwise specified in these Bylaws. All Members shall pay such dues, if any, as may be determined by the Board of Directors, and shall perform such other duties as may, from time to time, be prescribed by the Board of Directors.
- (b) The voting Members shall have the power to elect the Board of Directors, the Elected Officials and the other officers and officials of the Center as specified in these Bylaws and further shall have the power to vote on such other matters as may be specified in these Bylaws or by the Florida Act. Each voting Member may cast one vote.
- (c) It is the duty of all Members to adhere to the ethical standards of the Florida Psychoanalytic Center, the American Psychoanalytic Association, and of any other profession or licensing board to which they are responsible. Each Member shall agree to cooperate with and accept the findings of any investigations by the Ethics Committee as confirmed by the Board of Directors.

2.4. Termination of Membership.

- (a) Any Member may resign from the Center by delivering a written resignation to the Chair of the Board. Resignation does not relieve the Member of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid. The Center shall be under no obligation to accept a resignation offered by any Member after initiation of an action arising out of an unethical conduct charge, nor shall the resignation or offer of resignation preclude or interrupt an investigation of such charge nor prevent rendering a decision on such charge.
- (b) The Board of Directors may terminate any membership in the Center at any time for good cause shown, including but not limited to: conviction of a felony, violation of any professional licensure act or licensure revocation, suspension or relinquishment. Termination of membership may also result from any violation of the Principles of Ethics for Psychoanalysis adopted by the American Psychoanalytic Association. Termination of membership may also result from a violation of the Bylaws of the Center, including default in payment of dues.
- (c) Any Member whose membership is proposed to be terminated pursuant to this Section 2.4 shall be entitled to fifteen (15)-days' notice in writing of the reasons for proposed termination, and the time, date and place of the meeting of the Board of Directors at which such proposal is to be voted upon. Such Member shall be entitled to appear before and be heard at such meeting.

2.5. Reinstatement. By written request to the Board of Directors, a former Member may be reinstated upon such terms and conditions as the Board of Directors in its sole discretion deems appropriate.

2.6. Transferability. Membership in the Center is not transferable or assignable to another person.

2.7. Membership Roster. The Secretary of the Center shall keep or direct to be kept a Membership Roster containing the updated name, address, electronic mail address and telephone number of each Member, his or her membership class, date of admission to membership, and all changes in membership status. Upon termination of membership, the date of termination shall be recorded in the Membership Roster.

3. MEETINGS OF THE MEMBERSHIP.

3.1. Annual and Special Meetings. The annual general meeting of Members of the Center shall be held at such time on or before June 30 of each year and at such place as the Board of Directors shall determine. Special meetings of the Members may be called by the Board of Directors, or by written request of one-third of the voting Members of the Center, to consider any matter for which a meeting or a vote of

the Members is required. Any such meeting shall be held at such reasonable time and place as the Board of Directors shall designate.

3.2. Notification of Meetings. The Center shall give written notice of such meeting to all Members, by mailing or delivering such notice by hand, electronic mail, or fax to each Member at his or her usual address as shown on Membership Roster, not less than ten (10) days nor more than sixty (60) days prior to the time of the meeting, except as otherwise herein provided or by the Florida Act. Such notice shall, where appropriate, describe the business to be transacted.

3.3. Quorum and Voting. Thirty-three percent (33%) of the voting Members of the Center present and voting in person or by proxy shall constitute a quorum at any meeting of Members. At any meeting at which a quorum is present, action may be taken by a vote of the majority of those in attendance present and voting in person or by proxy, except as otherwise herein provided. Voting members may grant a written proxy to any other voting Member to vote in their stead at any meeting of Members specified in such proxy. A grantor of a proxy may revoke it at any time before a meeting by written notice to the Center or by attending the meeting and voting in person.

3.4. Attendance at Scientific Meetings. Unless otherwise specified by the Board of Directors, attendance at scientific meetings and sessions shall be open to the general public, on a single-event basis

4. BOARD OF DIRECTORS.

4.1. Composition.

- (a) The affairs of the Center shall be managed by a Board of Directors consisting of seven (7) members. The members of the Board of Directors shall be the four Executive Officers of the Center (President, Vice President, Secretary and Treasurer); two Board Members-at-Large; and the Chair of the Education Committee.
- (b) The persons elected to the aforementioned offices in the manner set forth in Section 5 of these Bylaws shall automatically become members of the Board of Directors of the Center, whose terms shall end when they cease to hold such office. In the event that a single person holds more than one of the aforementioned elective offices, he or she shall nonetheless be entitled to only one and not multiple votes as a director of the Center. In such event, the Board of Directors from time-to-time may increase the number of Board Members-at-Large to be elected so that the Board will consist of nine (9) directors.
- (c) The President shall function as Chair of the Board of Directors.

4.2. Power and Authority of the Board of Directors. The Board of Directors is responsible for carrying out the mission of the Center and promoting its functions. The Board of Directors shall have full power and authority to direct, control, and exercise all activities and affairs of the Center, subject to limitations of these Bylaws or of the Florida Act.

4.3. Meetings of the Board of Directors.

- (a) **Regular Meetings of the Board of Directors.** Regular meetings of the Board of Directors shall be held at least annually and at such other times as the Chair of the Board of Directors shall determine or as required by the Florida Act. Regular meetings shall be held at the principal offices of the Center or at such other place in Miami-Dade County as the Chair of the Board shall determine. The purposes of regular meetings of the Board of Directors shall be to consider and act upon any matters that are proper subjects for action by the Board of Directors.
- (b) **Special Meetings of the Board of Directors.** The Chair of the Board of Directors or one third of the Directors may call a special meeting of the Board of Directors, to be held at any time at the principal offices of the Center or at such other place in in Miami-Dade County as

the Chair of the Board shall determine. A special meeting may be held for any purpose that would be a proper purpose under these Bylaws or pursuant to the Florida Act.

- (c) **Notice of Meetings.** Written notice stating the date, time, place, and in the case of a special meeting, the purpose of such meeting, shall be given by or at the direction of the Secretary of the Center for each meeting of the Board of Directors. The notice shall be delivered by mail, hand, electronic mail, or fax addressed to each director at his or her respective address not less than three (3) nor more than fifteen (15) days before the meeting date.
- (d) **Quorum.** A majority of members of the Board of Directors shall constitute a quorum. At any meeting of the Board, at which a quorum is present, action may be taken by a vote of the majority of those in attendance, except as otherwise herein provided. There shall be no power to vote by proxy at any meeting of the Board of Directors.
- (e) **Compensation.** Directors as such shall not receive any salaries for their services, but by resolution of the Board of Directors, shall be reimbursed for authorized expenses advanced on behalf of the Center. Nothing herein contained shall preclude any director from serving the Center in an employment or consultant capacity and receiving compensation therefor.

4.4. Resignation; Removal; Vacancy.

- (a) A person who is a member of the Board of Directors by virtue of holding one of the elective offices set forth in Section 4.1 of these Bylaws shall be deemed to have resigned from the Board of Directors when he or she ceases to hold such elective office, for whatever reason.
- (b) A director may be removed from the Board of Directors for any cause deemed sufficient by the majority of the other members of the Board of Directors, including but not limited to failure to meet the qualifications of director, or in directors' and/or members' judgment that the best interests of the Center would be served by removal. Removal of a director shall be by secret ballot and shall require ratification by affirmative vote of two-thirds of the voting Members present at a special meeting called for such purpose and at which a quorum of voting Members is present.
- (c) A vacancy in the Board of Directors created by removal, resignation, death or otherwise may be filled by the Board of Directors for the unexpired portion of the term, or until a successor can be elected by the customary procedure through election by the Members of the Center.

5. OFFICERS AND ELECTED OFFICIALS.

5.1. Elected Officials. The Elected Officials of the Center shall consist of the Executive Officers and the Other Elected Officials.

- (a) **Executive Officers.** The Executive Officers of the Center shall be the President, the Vice President, the Secretary, and the Treasurer. Each shall hold office for a two-year term, with the terms staggered such that the President and the Treasurer are elected one year and the Vice President and the Secretary are elected on alternate years.
- (b) **Other Elected Officials.** In addition to the Executive Officers, the Other Elected Officials of the Center shall be the two Board Members-at-Large; the Executive Councilor to the Executive Council of the American Psychoanalytic Association and the Alternate Executive Councilor; the Chair of the Education Committee; a representative and an alternate representative to the Psychoanalytic Education and Training Forum of the Department of Psychoanalytic Education of the American Psychoanalytic Association; and two Faculty Representatives to the Education Committee.

5.2. Election and Terms of Officials. Election of the Elected Officials shall be held at the annual general meeting of the membership of the Center. The Education Committee Chair shall be elected by the

Education Committee as provided in Section 6.4 of these Bylaws, but such election shall require the ratification of the voting membership of the Center at the annual general meeting of the membership of the Center.

- (a) **President.** The President shall be the chief executive officer of the Center. He or she shall preside at all meetings of Members, and shall be the Chair of the Board of Directors. The President, in consultation with the Board of Directors and subject to its ratification, shall appoint the Chairs of all major Center committees except the Education Committee and its subcommittees, and except as otherwise specified in these Bylaws; and shall consult with the appointed Committee Chairs on the appointment of Committee members. The President shall serve as an ex-officio voting member of the Florida Psychoanalytic Foundation, as provided by the Foundation's Bylaws. The President shall prepare and present a yearly report of the Center's activities at the annual general meeting of the membership of the Center. The President shall have been an Active Member of the Center for at least one year and shall have been an Active Member of the Center or another psychoanalytic center, institute or society that is a member organization of the American Psychoanalytic Association (an "Equivalent Center") for at least five years, and shall have served three years on the Education Committee or as an officer or chairperson of a major committee of the Center or Equivalent Center or Equivalent Center (Ethics, Membership, etc.) or subcommittee of the Education Committee (Progression, Curriculum, etc.).
- (b) **Vice President.** The Vice President shall succeed to the office of the President (for the remaining un-served term) in the event of the death, resignation, removal or incapacity of the President. The Vice President shall have such duties and responsibilities as are assigned to him or her by the Board of Directors. The Vice President shall have been an Active Member of the Center for at least one year and shall have been an Active Member of the Center or another psychoanalytic center, institute or society that is a member organization of the American Psychoanalytic Association (an "Equivalent Center") for at least five years and shall have served three years on the Education Committee or as an officer or chairperson of a major committee of the Center (Ethics, Membership, etc.) or subcommittee of the Education Committee (Progression, Curriculum, etc.).
- (c) **Secretary.** The Secretary shall keep minutes and records of all meetings of the Center and of the Board of Directors and of the Members of the Center; maintain a copy of these Bylaws at the principal offices of the Center; conduct and keep records of official correspondence, certify official documents; maintain the Membership Roster; give notice to all Members of meetings of Members and programs for Members, and make arrangements therefore in collaboration with other responsible persons. The Secretary shall send a copy of these Bylaws to each new Member upon the latter's election to membership. The Secretary shall be an Active Member of the Center.
- (d) **Treasurer.** The Treasurer shall have the custody of and manage all income, funds, securities, and evidences of indebtedness the Center and shall make all disbursements for the Center under the direction of the Board of Directors. He shall keep appropriate financial records and shall make reports to the Board of Directors and an Annual report to the Center. The Treasurer shall be an Active Member of the Center.
- (e) **Board Members-at-Large.** There shall be two Members-at-large of the Board of Directors who shall serve staggered terms of two years, to be elected at the appropriate annual general meetings of the membership of the Center. The Board of Directors from time to time shall determine the qualifications of the Board Members-at-Large, including whether they need be Members of the Center.

- (f) **Executive Councilor and Alternate Executive Councilor to the American Psychoanalytic Association.** In alternate years the voting Members of the Center shall elect an Executive Councilor and an Alternate Councilor to serve on the Executive Council of The American Psychoanalytic Association, to serve a two-year term. The Alternate Executive Councilor shall serve in the absence or temporary disability of the Executive Councilor.
- (g) **Education Committee Chair.** The Education Committee Chair shall be nominated by the Nominating Subcommittee of the Education Committee per Section 6.4(f) of these Bylaws, and shall be elected for a term of two years by the Education Committee itself. The Chair, who shall be a Teaching or Training and Supervising Analyst, shall serve as the presiding officer at all meetings of the Education Committee, and shall be a member of the Board of Directors of the Center. He or she shall prepare, or cause to be prepared, an agenda for all Education Committee meetings. He or she shall serve as an ex-officio voting member of the Board of Directors of the Florida Psychoanalytic Foundation as provided for in the Bylaws of the Foundation. The Education Committee Chair shall prepare an annual report on the Center's psychoanalytic training program and present it at the annual general meeting of the Center.
- (h) **Faculty Representatives to the Education Committee.** Two Faculty Representatives to the Education Committee shall be elected from the Psychoanalytic Training Program faculty, for two-year terms of office. They shall be nominated by the Nominating Subcommittee of the Education Committee and elected by the Training Program Faculty at the annual general meeting of the Center's membership. Initially one Faculty Representative shall be elected for a one-year term and the other for a two-year term. Thereafter, one new Faculty Representative shall be elected each year for a two-year term. The Faculty Representatives shall be voting members of the Education Committee. If a Faculty Representative office becomes vacant, the Education Committee will elect a replacement for the duration of the term of office.

5.3. Election Procedures. Election or ratification of the Elected Officials shall be by majority vote of the voting Members, by closed ballot if there is more than one nominee for any office. The term of all officers shall begin immediately upon conclusion of the elections. Nominations and elections shall proceed in the order determined by the Board of Directors. The persons receiving the most votes in any electoral contest shall be the winner, regardless of whether the total of the votes cast for such person represents a majority of the total votes cast.

5.4. Vacancy. If the office of any Elected Official should become permanently vacant during his or her term, the Board of Directors shall call a special meeting of the voting Members to fill the unexpired terms. If the vacant office is that of the President, the Vice President shall assume the office of the President for the remaining term and the Center's Nominating Committee for Elective Offices will nominate one or more candidates for election as new Vice President.

6. COMMITTEES.

6.1. General. The Center shall have five standing Committees and such other committees as the Board of Directors may specify from time to time. The standing committees shall be the Membership Committee; the Nominating Committee for Elective Office; the Education Committee; the Psychoanalyst Assistance Committee; and the Ethics Committee. All other committees shall be constituted, disbanded, or their functions reassigned at the discretion of the Board of Directors. With the exception of the Education Committee, the committee chairs shall be appointed by the Board of Directors, and shall be responsible for organizing, overseeing and reporting to the Board the activities of their committees.

6.2. Membership Committee.

- (a) **Composition.** The Committee will consist of a chair, and any number of additional members as the Board of Directors may deem necessary at any particular time. The Chair and the members of the Membership Committee shall will be appointed by the Board of Directors.
- (b) **Functions.** The Committee will accept applications for all categories of membership, review credentials, ethical status and licensing status as appropriate, and make recommendations for action to the Board of Directors. Recommendations for Honorary Member status may be made by any Member, in any category, in writing with a statement of reasons for the recommendation and including presentation of credentials and ethical standing. In addition, the Committee may consider and recommend changes in criteria for membership and additional categories of membership at its discretion.

6.3. Nominating Committee for Elective Offices.

- (a) **Composition.** The Nominating Committee for Elective Offices will consist of a chair and two other members appointed by the Board of Directors at least forty-five (45) days before the annual or special membership meeting at which voting will take place.
- (b) **Functions.** The Nominating Committee for Elective Offices will make recommendations to the Board of Directors and the Membership for appropriate Members and other persons to stand as candidates for election for the Elected Officials to be elected at the annual or special meeting, except for the Education Committee Chair, the representative and alternate representative to the Psychoanalytic Education and Training Forum of the Department of Psychoanalytic Education of the American Psychoanalytic Association, and the Faculty Representatives to the Education Committee, who shall be nominated and elected by the members of the Education Committee as per Section 6.4(f) of these Bylaws. The Nominating Committee will submit the names of the candidates selected to the voting membership at least thirty (30) days prior to the meeting. Within ten (10) days after this notification to the voting membership, any group of three (3) voting Members acting together may submit additional nominations to the Secretary, who shall include them in the slate of candidates for the election and shall present them to the membership at the meeting, as well as identifying the nominating Members.

6.4. Education Committee.

- (a) **Composition.** The Education Committee shall consist of the Education Committee Chair, the Training and Supervising Analysts of the Center plus the two (2) Faculty Representatives as provided for in Section 5.2(h) of these Bylaws. In addition, any non-training analysts who are appointed as Chairs of major subcommittees of the Education Committee, and all analysts who are appointed or elected to the Education Committee, shall be full, voting members of the Education Committee. All members of the Education Committee shall be Active Members of the Center, unless this requirement is explicitly waived by the Education Committee.
- (b) **Functions.** The Education Committee shall have complete authority over and responsibility for all educational affairs of the Center as they pertain to training of psychoanalysts. It shall, through procedures it may devise including the establishment of subcommittees, (1) select, promote, graduate, suspend and discontinue candidates; (2) appoint, promote, retire and discontinue faculty including Training and Supervising Analysts; (3) devise curricula; (4) establish tuition and fees; (5) oversee the Psychoanalytic Referral Service; and (6) stimulate and support psychoanalytic research.
- (c) **Meetings.** Education Committee meetings shall be called and scheduled by the Education Committee Chair as necessary. Any three (3) members of the Committee may request in writing a special meeting, specifying the reason for same, and the Chair shall call any such

meeting as soon as practicable. Notice of all meetings with an agenda shall be circulated in advance to Committee members. A quorum shall consist of one-third (1/3) of the members of the Education Committee. A majority vote of the members present and voting shall prevail.

- (d) **Appointments.** After reports of any ad-hoc Training Analyst Subcommittee, new Training and Supervising Analysts shall be appointed by a majority vote of the Education Committee. Such appointments shall conform to the standards of the American Psychoanalytic Association.
- (e) **Subcommittees.** The Education Committee shall establish Curriculum, Faculty, Nominating, Progression, Psychoanalytic Referral Service, and Ad-hoc Training Analyst Subcommittees, as well as whatever other standing and ad-hoc subcommittees it may deem necessary for its functioning. The members and chairs of these subcommittees, with the exception of the Nominating Subcommittee of the Education Committee, shall be appointed by the Chair of the Education Committee, subject to majority approval by the full Education Committee.
- (f) **Nominating Subcommittee of the Education Committee.** The Nominating Subcommittee of the Education Committee shall consist of three (3) voting members of the Education Committee, one of whom shall serve as the chair of such subcommittee. The members of such Nominating Subcommittee and its chair shall be appointed by the Education Committee Chair and such appointment shall be ratified by a majority vote of the Education Committee. Subcommittee members may succeed themselves, but shall not serve more than three (3) consecutive terms. The Nominating Subcommittee of the Education Committee shall select nominees for the offices of Education Committee Chair and the representative and alternate representative to the Psychoanalytic Education and Training Forum of the Department of Psychoanalytic Education of the American Psychoanalytic Association. Nominees for Education Committee Chair, the Training and Education Forum of the Department of Psychoanalytic Education of the American Psychoanalytic Association and for the Faculty Representatives to the Education Committee shall be confirmed by a majority vote of the Education Committee. The election of the Education Committee Chair shall be subject to ratification by the voting Members of the Center as provided in Section 5.2 of these Bylaws.
- (g) **Secretary.** The Secretary of the Education Committee shall be appointed by the Chair for a two (2)-year term, and confirmed by a majority vote of the Education Committee. The Secretary shall be a Faculty member of the Psychoanalytic training program. The Secretary shall be a voting member of the Education Committee, but shall not be a member of the Nominating Subcommittee of the Education Committee, unless he or she is a Training Analyst, in which case he or she may serve on any Education Committee subcommittee. He or she shall keep the minutes of the Education Committee meetings, and maintain records of its official correspondence, transactions and proceedings. He or she shall maintain, or cause to be maintained, a current list of Education Committee members, their addresses, and dates of appointment to Committee membership. He or she shall maintain, or cause to be maintained, a current roster of candidates in the Training Program, their year of progression, date of matriculation and graduation, and any leaves of absence, suspensions, resignations, or terminations.

6.5. Ethics Committee and Procedures.

- (a) **Code of Ethics.** The code of ethical behavior binding for all Members is embodied in the Principles of Ethics for Psychoanalysts, as published and periodically revised by the American Psychoanalytic Association.
- (b) **Composition of the Ethics Committee.** The Ethics Committee shall have five members. The Chair of the Ethics Committee and the other members will be appointed by the Board of

Directors. The Chair and at least three of the four other members of the Ethics Committee shall be Active Members; the other member may be a person who is not a psychoanalyst. The Chair and all other members will serve three-year terms, and individuals may be reappointed. The Ethics Committee may consult with outside legal counsel chosen by the Ethics Committee, at the expense of the Center, when necessary and appropriate in the judgement of the Ethics Committee. Any such expense shall be subject to the reasonable approval of the Board of Directors.

- (c) **Ethics Complaints.** Complaints may be presented to the Ethics Committee by any interested party, in writing and signed by the complainant. Procedures for the Committee's response are described in the Policy and Procedures Manual of the Center.
- (d) **Findings of Violation.** Disciplinary or corrective measures may be considered and recommended by the Committee for any Member whom it finds has violated the Principles of Ethics for Psychoanalysis. Committee findings will be reported to the Board of Directors, which may review the procedures that were followed in arriving at the findings, to make sure that they were appropriate.
- (e) **Failure to Cooperate with the Ethics Committee.** Failure of a Member to cooperate with an investigation carried out by the Ethics Committee, is in and of itself, an ethics violation.
- (f) **Sanctions.** The Ethics Committee will determine sanctions, if appropriate, for any ethical violation. If the sanctions are less than suspension or expulsion, the Ethics Committee will implement them directly. If the recommended sanctions are expulsion or suspension of membership, the Board of Directors will be notified. If the accused agrees in writing, the matter is concluded. If the accused refuses to agree to the sanction of suspension or expulsion, Board of Directors may review the sanction and if so, shall confirm, reject or modify the proposed sanction.
- (g) **Appeals.** The accused or the accuser may appeal the ruling of the Ethics Committee by petition to the Board of Directors, which may act as an appeals committee or may at its discretion appoint an appeals committee from the board membership, the general Center membership, or from another institute or society of the American Psychoanalytic Association.
- (h) **Responsibility to the State.** The Ethics Committee will adhere to the State of Florida, Department of Professional Regulations requirements for the processing and reporting of ethical complaints.

6.6: **Psychoanalyst Assistance Committee (PAC).**

- (a) **Composition.** The Psychoanalyst Assistance Committee will consist of a chair, and up to three additional members as the Board of Directors may deem necessary at any particular time. The Chair and the members of the Psychoanalyst Assistance Committee shall be appointed by the Board of Directors.
- (b) **Functions.** The Psychoanalyst Assistance Committee is a committee of psychoanalysts charged by the Center to identify and, on a confidential basis, provide assistance to analysts who may be identified by themselves or others as functioning at an impaired level due to illness or other impairing circumstances.

7. FINANCES.

7.1. Fiscal Year. Fiscal year. The fiscal year of the Center shall end on the 30th day of June, annually.

7.2. Dues. Annual dues and assessments for all dues-paying classes of Members shall be set by the Board of Directors. The Secretary shall give the dues-paying membership fifteen (15)-days' notice of any meeting at which a change in dues or assessments is to be acted upon. The Board of Directors shall

determine the due date for the payment of dues and the amount and terms of late fees, if any. The Board of Directors may waive dues required of a particular Member, in its sole discretion, for humanitarian or other reasons as determined by the Board of Directors on a case-by-case basis.

8. AMENDMENTS TO BYLAWS.

8.1. Integration of Bylaws. The adoption by the Center of these Bylaws, which supersede all previous Bylaws, as amended, shall not be construed to affect any action heretofore taken before the adoption of these Bylaws.

8.2. Amendments. These Bylaws may be amended, altered, changed or repealed by action of the Board of Directors, and subsequent ratification by the affirmative vote of at least two-thirds (2/3) of the voting Members present and voting in person or by proxy at any regular or special meeting of the Center at which a quorum is present. Any such amendment shall not adversely affect the status of the corporation as an organization qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

9. BOOKS AND RECORDS.

9.1. Records. The Center shall keep correct and complete books and records of accounts, these Bylaws and the Membership Roster and shall also keep minutes of the proceedings of meetings of Members, Board of Directors meetings, and committee meetings having any of the authority of the Board of Directors. Records shall also be kept of all active Candidates in training, to include application materials, Progression Subcommittee recommendations and data (evaluations, case reports, approval for new cases, suspensions or leaves of absence, and graduation). These records will be destroyed upon the graduation of each candidate. All books and records of the Center may be inspected by any Member or his agent or attorney for any proper purpose at any reasonable time, except for confidential information listed below. Information presented to committees in the form of reports and letters to provide material for deliberation, is not considered part of the official record of that committee. No confidential information concerning an applicant, Candidate or Faculty member may be inspected or released without the written consent of the individual concerned, and without his or her being informed as to its contents. All such records are the property of the Center and in the custody of the Board of Directors. No information shall be released without the Board's authorization.