

**Third, Amended and Restated
Bylaws of
The AMERICAN ASSOCIATION FOR GERIATRIC PSYCHIATRY, INC.**

Adopted this 6th day of February 2024

PRELIMINARY STATEMENT

These Amended and Restated Bylaws of the American Association for Geriatric Psychiatry Inc. are intended to and hereby do amend and restate in their entirety the existing By-Laws of the Corporation. The terms and provisions of the original By-Laws are superseded and replaced with this document.

ARTICLE I – Name and Offices

Section 1. The name of the Corporation is The American Association for Geriatric Psychiatry, Inc. (referred to alternatively as "AAGP" and the "Corporation").

Section 2. The Corporation shall maintain a registered office and a registered agent at such office and may have such other offices designated by its Board of Directors from time to time. The Corporation's principal office shall be in the location designated by the AAGP Board of Directors.

Section 3. The Corporation shall never engage in a transaction prohibited by Section 501(c)(6) of the Internal Revenue Code. The Corporation may establish, acquire, transfer, terminate, and otherwise deal with subsidiary organizations and interests therein as determined by the Board of Directors from time to time to the fullest extent permitted under the Articles of Incorporation and applicable law.

ARTICLE II – Mission

AAGP is a community of geriatric psychiatrists, health professionals, scientists, and advocates with a vision of optimal mental health and wellness for all aging adults and committed to improving mental health care and wellness in aging. AAGP embraces diversity, equity, and inclusion as values critical to our mission of advancing mental health and wellness for aging adults and the success of the AAGP, its members, the specialty of geriatric psychiatry, stakeholders, and partners.

Methods including but not limited to the following may be utilized to further this mission:

- A. Establishment of ongoing communication with other organizations, societies, professional organizations, governmental agencies, and bodies that share an interest in aging adults' mental health and wellness.

- B. Encouragement of public and professional attention to the mental health and wellness of aging adults through meetings, seminars, and workshops.
- C. Support education and research into mental health and aging, including publishing peer-reviewed scientific journals.
- D. Enhancement of excellence in clinical practice of geriatric psychiatry.

ARTICLE III – Membership

Section 1. CATEGORIES OF MEMBERS. The Corporation shall have four (4) voting member categories and one category of non-voting members. Voting members of the Corporation include physician members, Non-physicians, members-in-training, and international members. The Corporation will have Honorary Members who do not have voting rights as members of the Corporation. A majority vote of the Board of Directors determines membership. The designations of membership categories and the qualifications of the members of these categories are as follows:

Except for Members in Training and non-clinician members, AAGP members are licensed in their field and have a significant professional interest in mental health care for aging adults or devote substantial professional time to mental health research, public mental health, or mental health care delivery systems for aging adults. Members-in-training are actively enrolled in full-time accredited educational programs. There are four (4) membership categories.

- A. **Physician:** psychiatrist or non-psychiatrist has completed an accredited residency in psychiatry or certified by the Board relevant to their training and engaged in the practice of medicine or research in the United States or elsewhere with an interest in geriatric mental health.
- B. **Non-physicians** include persons with special training or interest in geriatric mental health who may be researchers, nurses, nurse practitioners, psychologists (PhD, PsyD), social workers, physician associates, pharmacists, rehabilitation professionals, and non-clinicians such as community champions, journalists, or others.
- C. **Members-in-training** are enrolled in an accredited, full-time fellowship, residency program, medical school, graduate program, or allied health profession school.
- D. **International Members,** Licensed physicians, nurses, pharmacists, social workers, physician assistants, researchers, or other healthcare professionals in countries classified as middle or low-income by The World Bank are eligible for this discounted membership category.

Section 2. APPLICATION AND ELECTION OF MEMBERS.

Each person requesting membership completes a membership application form determined by the Board of Directors. The Board of Directors grants membership to applicants meeting the membership criteria of the relevant membership class through an affirmative vote of a majority of the Board of Directors present at a Board meeting. The Board may request information regarding credentialing on the membership application and may evaluate candidates based on those questions.

Section 3. TERM AND RENEWAL OF MEMBERSHIP.

Membership in the Corporation is for the term of the dues cycle. Membership, except as an honorary member, is renewable annually for successive fiscal years by payment of the annual dues.

Section 4. OTHER PRIVILEGES AND RESPONSIBILITIES.

- A. Ethics** - All members are bound by the ethical code of their professional governing body. For the medical profession, the code is defined in the *Principles of Medical Ethics* of the American Medical Association (*Principles of Medical Ethics with Annotations Especially Applicable to Psychiatry*). *Non-Physician Members, Members in Training, and International members are bound by the ethical code of their professional governing body.*
- B. Grievances** expressed by members that imply discriminatory practices or any other unethical conduct are reviewed and investigated by the Executive Committee with input from relevant committees or persons. The Executive Committee will address the matter following the Bylaws and the AAGP Policy and Procedures Manual.
- C. Voting and Similar Rights** – Members in good standing enjoy the right to vote, nominate candidates, propose referenda and amendments to the Articles of Incorporation and Bylaws
- D. Right to Hold Office** - Any member in good standing may hold elective office as an officer or director, serve on committees, or as a committee chair. Members are eligible to serve as committee members. Members-in-training may be elected to fill the MIT Board member position following the policies established by the AAGP Board of Directors. Members may hold elective office in the designated "Member" director positions. Members may be eligible to chair committees as decided individually by a majority vote of the Board.
- E. Attendance at Meetings** - Attendance at meetings of the members, the Board of Directors, councils, committees, and all other organizational components of the Corporation are open to all members of the Corporation except for closed sessions determined by the Board of Directors.

Section 5. TERMINATION OF MEMBERSHIP.

The Board of Directors may suspend or expel a member for cause after an appropriate hearing following AAGP policy and an affirmative vote of two-thirds of the Board members. The Board of Directors may terminate the membership of any member who becomes ineligible for membership or suspend or expel any member in default in the payment of dues for the period fixed in Article XI of these Bylaws by a majority vote of those present at any regularly constituted meeting,

Section 6. RESIGNATION.

Any member may resign by filing a written resignation with the Secretary/Treasurer. This resignation does not relieve the resigning member of the obligation to pay any dues, assessments, or other charges accrued and unpaid. It does not entitle the resigning member to a refund or partial refund of dues already paid.

Section 7. REINSTATEMENT.

Upon written request signed by a former member suspended or expelled for cause and filed with the Secretary/Treasurer, the Board of Directors, by the affirmative vote of two-thirds of the

members of the Board present at a Board meeting, may reinstate the former member to membership under the terms deemed appropriate by the Board of Directors.

Section 8. TRANSFER OF MEMBERSHIP.

Membership in this Corporation is not transferable or assignable.

(Section 9. Certificate of Membership: Obsolete and deleted, 2024.)

ARTICLE IV - Meetings of Members

Section 1. ANNUAL BUSINESS MEETING.

An annual business meeting of the members is held yearly to transact business that may come before the meeting. This meeting occurs during the annual symposium of this Corporation.

Section 2. SPECIAL MEETING.

Special meetings of the members may be called by the President, the Board of Directors, or at least one-tenth of the full members.

Section 3. NOTICE AND PLACE OF MEETING.

Written notice of the place, date, and hour of any meeting of members is delivered to each voting member at least ninety (90) days before the meeting date. In case of a special meeting or when required by statute or by these Bylaws, the purpose of the meeting is stated in the notice. The notice is deemed delivered when it is sent electronically to the voting member at their address as it appears on the records of the Corporation. The Board of Directors may designate any place as the place of Meeting for any annual business meeting or any special meeting called by the Board of Directors.

Section 4. REFERENDA.

Members may initiate referenda only by a petition signed by fifty (50) or more members, together with a statement from the petitioners setting forth the reasons for the action and received by the Secretary/Treasurer of the Corporation no less than sixty (60) days before the annual business meeting of the members. As stated by the petitioners, the purpose of the referendum and a statement from the Board of Directors will be included in a notice to the voting members at least 30 days before the meeting date. Provided that a quorum is present, a majority of votes cast at the meeting determines the action on a referendum.

Section 5. QUORUM.

A meeting quorum exists when one-tenth of the voting members or 100 members, whichever less, gather for a duly constituted meeting. The members present at a duly constituted meeting may continue until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a quorum is absent at any meeting of members, a majority of such members present may adjourn the meeting at any time and set a new time and date for the meeting to resume without further notice. At any adjourned meeting at which a quorum is present, any business which might have been transacted at the original meeting may be transacted; withdrawal of members from any meeting does not cause failure of a duly constituted quorum at that meeting. An adjourned meeting is defined as a meeting scheduled solely to continue business from a meeting adjourned due to lack of a quorum.

Section 6. ORDER OF BUSINESS.

The Board of Directors determines the order of business. The order of business may be altered or suspended at any meeting by a majority of votes cast by members present.

Section 7. PROXIES.

Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for them by written proxy. No proxy is voted or acted on after the specific meeting for which it is authorized unless otherwise provided in the proxy.

Section 8. VOTING.

Whenever, in the judgment of the Board of Directors, any proposal or matter should be put to a vote of the members, the Board of Directors may, unless otherwise required by these Bylaws, submit any question or matter to the members for vote by email or other electronic means. The Board may also allow members to vote through an email-linked web-based program. Whenever any proposal or matter is submitted to the members for a vote by email or electronic means, a reasonable effort will be made to communicate with each member. Whenever this voting method is used, the proposal or matter voted upon is stated in the affirmative, together with explanatory information as the Board of Directors deems practical or necessary to understand the proposal or matter fully. Such proposal or matter is determined by a majority of the votes received by the Secretary-Treasurer of the Corporation within thirty (30) days after the submission to the members, provided that the votes of at least twenty-five percent (25 %) of the voting members are received. Any action taken according to the ballot is promptly communicated to all members and binding upon the Corporation and all members.

ARTICLE V - Board of Directors

Section 1. GENERAL POWERS.

The affairs of the Corporation are managed by its Board of Directors, which has powers outlined in other Articles hereof and other powers including, but not limited to, the following:

- A. Adopting, amending, or repealing the Articles of Incorporation or Bylaws.
- B. Establishing the policy and direction for the Corporation as a non-stock corporation under the laws of and subject to the laws of the State or location designated by the Board of Directors and the provisions in the Certificate of Incorporation and the Bylaws of the Corporation.
- C. Fiscal responsibility for the Corporation, including conducting a yearly audit of the finances of the Corporation; maintenance of the financial records of the Corporation; and administering the investment and use of the funds of the Corporation, including the authority to raise Corporation revenues, to designate depositories, and to expend funds to meet the objectives described in Article II of these Bylaws. The Board gives an annual report to the membership on the financial position and activities of the Corporation.
- D. Interpreting the provisions of the Articles of Incorporation and Bylaws.
- E. Establishing dues for the several categories of membership.
- F. Overseeing the Corporation's official journal. The Board of Directors appoints an editor-in-chief for the journal. The Board of Directors provides general guidance for journal activities.

It ensures that the journal's editorial policy is consistent with the mission of the Corporation as described in Article II hereof. The Board of Directors receives a written annual report from the journal's editor-in-chief and provides information on journal activities to members at the Corporation's annual business meeting.

- G. Establishing, dissolving, or modifying any council, commission, committee, or other appointed organizational entity.
- H. Performing all other acts consistent with the Articles of Incorporation and Bylaws as needed to carry out the purposes and resolves of the Corporation.
- I. Carrying out all orders and resolves of the membership and reporting to the membership on the affairs of the Corporation.

Section 2. NUMBERS, TERM, QUALIFICATIONS AND ELECTIONS.

- A. Number - The number of directors is thirteen (13) and includes the President, the President-Elect, the Secretary/Treasurer, the Secretary/Treasurer-Elect, the immediate Past President, two (2) additional directors elected from the physician membership, two (2) member directors elected from the other membership categories and one (1) MIT director elected from the MIT members. According to policies established by the AAGP Board of Directors, the MIT board member's qualifications, nomination, and election process are managed separately from the other directors.
- B. The chairs of AAGP Committees are non-voting consultants to the elected Board. These committees are Clinical Practice, Inclusion, Diversity, and Equity in Action (IDEA), Membership, Nominations, Public Policy and Advocacy, Research and Teaching and Training. A majority vote of the Board assigns committee chairs.
- C. The Finance Committee described in Section 2C is a subcommittee of the Executive Committee.
- D. Terms of Office -- Each elected director serves a term of three years and may serve no more than two (2) non-consecutive terms as a director, and the second term must be at least three years after completion of the first term. The term of the MIT Director is one (1) year. If an individual serves a partial term by filling a vacancy as described in these bylaws or because they resign or are removed from their term before it expires, that term is counted if they have completed more than two years of the term.
- E. Qualifications - Only members in good standing who have been members for the three (3) consecutive years immediately before the term of office to be assumed are eligible to be elected directors or officers. Eligibility for positions also depends upon member type, as outlined in Article V. Section 2.A. and Article VI. Section 2. C.
- F. Nomination – The Board appoints a nominations committee as described in Article VII, Section 2B of these bylaws. The nominations committee solicits nominations from the voting membership and recommends a slate of candidates to the Board. The nominations committee may ask credentialing questions and evaluate candidates based on those questions. The Board nominates candidates for office in the Corporation, including the President-Elect, Secretary/Treasurer-Elect, and open positions on the Board of Directors.
The membership receives written notification of these nominations no less than one

hundred twenty (120) days before the members' Annual Meeting. Additional nominations of candidates for the Board of Directors may be made only by a petition signed by no fewer than fifty (50) voting members and received by the Secretary-Treasurer of the Corporation no less than ninety (90) days before the Annual Meeting of the members. A voting member may sign more than one such petition concerning any election.

- G. Criteria for Directors – The Board of Directors may establish or amend criteria to nominate a slate of candidates for Board and officer positions; however, any member in good standing for three or more years is eligible to seek nomination by petitioning a director or officer position.
- H. Election of Board of Directors - A ballot listing the names of Board of Directors candidates nominated by petition along with candidates nominated by the Board of Directors is emailed to the voting membership no less than sixty (60) days before the Annual Meeting of the members. The ballot is considered delivered when the voting link to a web-based platform is deposited to the member's email address as it appears on the records of the Corporation. **Members have at least thirty (30) days to vote.** Ballots must be cast online by the date specified on the ballot. The vote received is preserved by the Corporation for a time determined by the Board of Directors. New directors assume their responsibilities as described in these bylaws at the annual business meeting of the Corporation, which takes place as described in Article IV Section I of these Bylaws. The candidates who receive the most votes cast by the voting members are elected to fill the available positions.
- I. Elections to fill vacancies - The Board of Directors has the authority to elect individuals by an affirmative vote of the majority to fill vacancies resulting from a director's removal, resignation, or death. A director elected to fill a vacancy is elected for the unexpired term of their predecessor in office and holds office until a successor is elected and is qualified until their death or until they resign or are removed in the manner from now on provided.

Section 3. REGULAR MEETINGS.

The Board will hold at least three regular meetings each fiscal year. The Board of Directors may provide by resolution the time and place for the regular meetings of the Board without other notice than such resolution.

Section 4. SPECIAL MEETINGS.

Special meetings of the Board of Directors may be called by or at the request of the President or any five (5) directors. The person or persons authorized to call special meetings of the Board may fix any place for holding any special meetings of the Board called by them.

Section 5. NOTICE.

Notice of any special meeting of the Board of Directors is given at least ten (10) days before it by written electronic notice to each director. The notice of a meeting is deemed delivered when transmitted electronically to the voting member at their address as it appears on the records of the Corporation. The business to be transacted and the purpose of a special meeting of the Board is specified in the notice. Meetings and actions taken without notice as provided in these bylaws are valid if each Board member entitled to notice:

- A. attends the meeting without protesting the lack of notice either before or when the meeting convenes, or
- B. either before or after the meeting, signs a written waiver of notice or written consent to hold the meeting, provided the waiver or consent states the business to be transacted at and the

purpose of the special meeting of the Board for which the waiver or approval is given, or, after the meeting, signs an approval of the minutes of the meeting; and
C. the waivers, written consents or approvals are filed with the meeting records.

Section 6. ORDER OF BUSINESS.

The Board may adopt an order of business, which governs all deliberation when not in conflict with these bylaws, by a majority of votes cast by Board members present. The order of business may be altered or suspended at any meeting by a majority of votes cast by Board members present.

Section 7. QUORUM.

A majority of the Board of Directors constitutes a quorum for the business transaction at any Board meeting. If less than a majority of the directors are present at the meeting, the meeting is adjourned to another time without further notice.

Section 8. MANNER OF ACTING.

A majority of the directors present at a meeting with a quorum present represents the act of the Board of Directors unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation.

Section 9. REMOVAL.

The Board of Directors may remove an officer or director by the affirmative vote of two-thirds of the directors on the grounds of incapacity, failure to comply with these bylaws, substantial failure to perform their duties as a director, or any act which is found to be prejudicial to the purposes, objectives, or stature of the Corporation. Failure to attend greater than fifty percent (50%) of Board of Directors meetings in a calendar year is considered grounds for removal unless illness or other extenuating circumstances exist and are recognized by the Board. Before the removal of a director, a written statement of the alleged grounds for removal is submitted to the director, and the director is allowed to answer the allegations in writing and appear in person or by counsel at a hearing conducted by the Board of Directors. The Board of Directors may investigate the removal of a director as it deems necessary or appropriate in the circumstances and may appoint a special committee for the purpose. A director automatically becomes ineligible to serve as a director on the termination of their membership, and the director is deemed to have resigned without any affirmative action required on the part of the director.

Section 10. COMPENSATION.

Directors do not receive salaries for their services; however, they are entitled to reimbursement for out-of-pocket expenses reasonably incurred in performing services approved by the Board of Directors. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters about that member's compensation.

Section 11. CONFLICT OF INTEREST.

A Director or Officer discloses to the Board of Directors any financial interest that the Director or Officer has in any person or entity that is a party to a transaction under consideration by the Board of Directors. The interested Director or Officer abstains from voting on the transaction.

ARTICLE VI – Officers

Section 1. OFFICERS.

The officers of the Corporation are a President, a President-Elect, an immediate Past President, a Secretary/Treasurer, and a Secretary/Treasurer-Elect, elected by the voting members and other officers appointed by the Board of Directors. From time to time, the Board of Directors may designate additional officers with authority and duties not prescribed in these Bylaws. No two offices are held by the same person except the secretary and treasurer.

Section 2. ELECTION AND TERM OF OFFICE.

According to procedures established by the Board of Directors from time to time, the officers of the Corporation are elected annually by an electronic vote of the voting members of the Corporation.

A. Term of Office – The President's cycle of terms is three years in length, consisting of one year as President-Elect, one year as President, and one year as Past President, and the Secretary/Treasurer's cycle of terms is two years in length, consisting of one year as Secretary/Treasurer-Elect and one year as Secretary/Treasurer. New officers assume their responsibilities as described in these bylaws at the annual business meeting of the Corporation, which takes place as described in Article IV Section I of these Bylaws. Officers may not serve more than two terms in any office, and the second term for the same office must be at least three years after the completion of service in that office.

B. Nomination of Officers –The Board appoints a nominations committee as described in Article VII, Section 2 of these bylaws. The nominations committee solicits nominations from the voting membership and recommends a slate of candidates to the Board. The Board nominates candidates for office in the Corporation, including the President-Elect, Secretary/Treasurer-Elect, and open positions on the Board of Directors. The membership receives written notification no less than one hundred twenty (120) days before the Annual Meeting of the members. Additional nominations of candidates for President-Elect and Secretary/Treasurer-Elect may be made only by a petition signed by no fewer than fifty (50) full members and received by the Secretary/Treasurer of the Corporation no less than ninety (90) days before the Annual Meeting of the members. A full member may sign more than one such petition for any election.

D. Criteria for Officers – The Board of Directors may establish or amend criteria to nominate a slate of candidates for Board and officer positions; however, any member in good standing for three or more years is eligible to seek nomination by petition to an officer position.

E. Elections – According to procedures established by the Board of Directors, a ballot listing the names of candidates nominated by petition and candidates nominated by the Board of Directors is sent electronically to the voting membership no less than sixty (60) days before the Annual Meeting of the members. The ballot is deemed delivered when an electronic ballot or link is sent electronically to the voting member at their address as it appears on the records of the Corporation. The Members have at least thirty (30) days from when ballots are emailed to the membership to vote. Ballots must be completed online by the date specified on the ballot. New officers assume their responsibilities as described in these Bylaws at the annual business meeting of the Corporation, which takes place as described in Article IV Section I of these Bylaws.

F. Elections to fill vacancies - The President-elect fills any vacancy in the office of President, and the treasurer-elect fills any vacancy in the office of Secretary/Treasurer. Vacancies in the offices of the President-Elect or Secretary/treasurer-elect are filled by a special election of the voting members according to the procedures established by the Board from time to time. Each

officer holds office until their successor is duly elected and qualified, until their death, or until they resign or are removed in the manner provided. The election of an officer does not create contract rights.

Section 3. REMOVAL.

The Board of Directors may remove an officer in the same manner as it may remove a director. An officer automatically becomes ineligible to serve as an officer upon the termination of their membership as a psychiatrist, and the officer is deemed to have resigned without any affirmative action required on the part of the officer.

Section 4. PRESIDENT.

The President is the principal elected officer of the Corporation. Subject to the direction and control of the Board of Directors, the President oversees the business and affairs of the Corporation and oversees the implementation of the resolutions and directives of the Board of Directors unless the Board of Directors assigns that responsibility to another person. The President discharges all duties incident to the office of President and other duties described by the Board of Directors. The President presides at all meetings of the members, the Board of Directors, and the Executive Committee and serves as an ex officio member on all committees of the Board. Additionally, the President serves as the primary spokesperson for the organization.

Section 5. PRESIDENT-ELECT.

The President-Elect assists the President in discharging their duties as the President directs and performs other duties assigned by the President or the Board of Directors. In the absence of the President or in the event of his inability to act, as determined by the Board of Directors, the President-Elect shall perform the duties of the President and, when so acting, has all the powers of and be subject to all the restrictions upon the President.

Section 6. SECRETARY-TREASURER.

The Secretary-Treasurer:

- A. Works with the Management Company and Investment Consultant to ensure the maintenance of adequate books of account for the Corporation.
- B. Monitors the receipt of and directs the disbursement of funds.
- C. Makes a report at the Board of Directors and annual business meetings or when called on by the President; and performs all the duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- D. Is the chair of the Finance-Audit Committee described in Article VII, Section 2C
- E. Ensures that the Notice required by these bylaws is given, attends all meetings of the Board, and signs the minutes.

Section 7. SECRETARY-TREASURER-ELECT.

The Secretary-Treasurer-Elect assists the Secretary/Treasurer in discharging duties as the Secretary/Treasurer directs and performs other financial obligations as assigned by the President, the Secretary/Treasurer, or the Board of Directors. In the absence of the Secretary/Treasurer or in the event of his inability to act, as determined by the Board of Directors, the Secretary/Treasurer-Elect shall have all the powers of and be subject to all the restrictions of the Secretary/Treasurer as described in Section 6.

Section 8. COMPENSATION.

Officers do not receive any salaries for their services; however, they are entitled to reimbursement for any actual, out-of-pocket expenses reasonably incurred in performing such services as approved by the Board of Directors.

ARTICLE VII – Committees

Section 1. GENERAL.

The Corporation has an Executive Committee to assist the Board of Directors in overseeing the affairs of the Corporation and other Standing Committees outlined in Section 2 of this Article.

The Board may, as it deems appropriate from time to time, also:

- A. Establish one or more Standing Committees, Ad Hoc Committees, or other committees.
- B. Dissolve any committee it established.
- C. Remove any member of a committee for cause.

Section 2. STANDING COMMITTEES

A. EXECUTIVE COMMITTEE.

The Executive Committee has and exercises the authority of the Board of Directors between meetings of the Board, except that neither it nor any other committee has any power or authority on matters specifically reserved to the Board by these bylaws or by applicable law, including but not limited to the following:

- 1. Filling vacancies in the Board of Directors,
- 2. Adoption, amendment, or repeal of the Articles of
- 3. Incorporation or Bylaws.
- 4. The amendment or repeal of any resolution of the
- 5. Board of Directors.
- 6. Action on matters committed by the Bylaws or a
- 7. resolution of the Board of Directors to another
- 8. committee of the Board of Directors.

The Executive Committee consists of the officers of the Corporation. The Executive Committee performs responsibilities as are delegated to it by the Board of Directors, including overseeing day-to-day operations, overseeing the implementation of decisions made by the Board of Directors, ensuring that critical issues come before the Board of Directors, and monitoring and evaluating the performance of the Executive Director and Management Organization through an annual appraisal. The Executive Committee will report its actions to the Board at the next meeting.

The President may call meetings of the Executive Committee. Notice of any special meeting of the Executive Committee is given at least ten (10) days before it by written electronic notice to each Executive Committee member. The meeting notice is deemed delivered to the Executive Committee member when transmitted electronically to the voting member at their address as it appears on the records of the Corporation.

Meetings held and actions taken without notice as provided in these bylaws are valid if each Executive Committee member entitled to notice:

- a) Attends the meeting without protesting the lack of notice either before or when such meeting convenes or
- b) either before or after the meeting, signs a written waiver of notice or written consent to hold the meeting, provided that the waiver or consent states that the business to be transacted at and the purpose of the special meeting of the Board for which the waiver

- or approval is given, or, after the meeting, signs an approval of the minutes of the meeting; and
- c) the waivers, written consents, or approvals are filed with the meeting records.

A majority of the Executive Committee members constitute a quorum for business transactions at any Executive Committee meeting. If less than a majority of the directors are present at the meeting, the meeting is adjourned to another time without further notice.

B. NOMINATIONS COMMITTEE.

The nominations committee is responsible for notifying voting members of Board and officer position openings, including vacancies, and soliciting nominations from the voting membership, and selecting a slate of candidates to recommend to the Board of Directors for nomination. Members of the nominations committee are appointed by a majority vote of the Board of Directors and consist of **seven** members:

- a) Two current psychiatrist Board members with no less than two years remaining in their terms of office, each serving a two-year term and one acting as Committee Chair,
- b) One current non-psychiatrist board member serving a three-year term.
- c) Two prior Board Members or officers serving a three-year term,
- d) Two psychiatrists or retired psychiatrist members of the Corporation at large who have never served as officers or Board members.
- e) Committee members serve up to 6 years on the Nominating Committee.

C. FINANCE-AUDIT COMMITTEE.

The Finance-Audit Committee consists of the President, the President-Elect, the Secretary-Treasurer, who chairs the committee, and the Secretary-Treasurer-Elect and immediate past Secretary-Treasurer of the Corporation. The committee is responsible for working with the Management Company and Investments Consultant and reporting to the Board on the financial position and activities of the Association, overseeing annual budget development, and ensuring a proper audit of the Association's financial statements and disclosures. The committee presents the annual budget for Board approval and carries out the mandates of the Board regarding budgetary, financial, or investment policies.

Section 3. Appointment and Terms of Committee Chairs and Members.

Unless otherwise specified in these bylaws, committee chairs and vice chairs of all standing Committees, ad hoc or other committees are appointed by a majority vote of the Board for three years. They may serve no more than one three-year term as vice chair and one three-year term as chair of the same committee. Unless otherwise specified in these bylaws or by the Board of Directors, committee members are appointed by the President for three years. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4. COMPENSATION.

Committee chairs and committee members do not receive salaries for their services; however, they are entitled to reimbursement for any actual, out-of-pocket expenses reasonably incurred in performing services approved by the Board of Directors.

Section 5. PRESIDENT'S COUNCIL

The President's Council consists of all Past Presidents of the organization. The President's Council serves in an advisory capacity to the Board on issues relevant to the organization. The President's Council meets during the Annual Meeting.

Section 6. QUORUM FOR A COMMITTEE.

The act of a majority of the committee members present at a meeting of any standing, ad hoc, or other committees is the act of the committee so long as the chair of the committee is present at the meeting. No further quorum is required for the action of a committee.

Section 7. RULES.

Each standing, ad hoc, or other committee may adopt rules for its governance consistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII - Contracts, Checks, Deposits and Funds

Section 1. CONTRACTS.

The Board of Directors may authorize any officer or officers, agent, or agents of the Corporation, in addition to the officers authorized by these Bylaws, to enter any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be general or confined to specific instances.

Section 2. REVIEW OF CERTAIN TRANSACTIONS.

Before the Corporation enters into any compensation agreement, contract for goods or services, or any other transaction with any person who may exercise influence over the affairs of the organization, the Board of Directors will establish that the proposed transaction is reasonable when compared with similarly situated organizations for functionally comparable positions, good or services rendered.

Section 3. CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation are signed by officer or officers, agent, or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, the instruments will be signed by the Secretary/Treasurer or the Secretary/Treasurer-Elect and countersigned by the President or the President-Elect of the Corporation.

Section 4. DEPOSITS.

All funds of the Corporation are deposited from time to time to the credit of the Corporation in banks, trust companies, or other depositories as the Board of Directors select.

Section 5. GRANTS AND GIFTS. The Board of Directors may apply for and accept on behalf of the Corporation any grant, contribution, gift, bequest, or device for general purposes or any special purpose of the Corporation.

ARTICLE IX - Books and Records

The Corporation keeps correct and complete books and records of account. It also keeps minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors. It keeps a record at the registered or principal office giving the names and addresses of the voting members. All books and records of the

Corporation may be inspected by any member, agent, or attorney for any proper purpose at any reasonable time.

ARTICLE X - Fiscal Year

The Corporation's fiscal year is established by resolution of the Board of Directors.

ARTICLE XI - Dues

Section 1. ANNUAL DUES. The Board of Directors determines the annual dues payable to the Corporation by members of each category.

Section 2. PAYMENT OF DUES. Dues are payable before the first day of the dues cycle. Dues notices are emailed to the membership sixty (60) days before the beginning of the dues cycle.

Section 3. DEFAULT AND TERMINATION OF MEMBERSHIP.

When any member of any category defaults in paying dues on the day dues became payable, the Board of Directors may suspend their membership. The Board of Directors may terminate membership in the Corporation for default of dues payment in the manner provided in Article II of these Bylaws.

ARTICLE XII – Seal Obsolete. Deleted, 2024

ARTICLE XII - Amendments

Section 1. ALTERATION, AMENDMENT, OR REPEAL OF THE ARTICLES OF INCORPORATION.

Proposals for the alteration, amendment, or repeal of the Articles of Incorporation or Bylaws or the adoption of new Bylaws may originate from a petition signed by 50 or more voting members. The Board of Directors considers this proposal by adopting, rejecting, or adopting a modified proposal. The Board of Directors has the sole authority to alter, amend, or repeal the Articles of Incorporation or the Bylaws or adopt new ones. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the law or the Articles of Incorporation.

Section 2. REVIEW OF BYLAWS.

The Board will review the By-Laws from time to time, but not less than every two years, and make revisions, if any, as the Board deems appropriate.

ARTICLE XIII - Miscellaneous

All words used in the singular number mean, extend to, and include the plural where applicable and vice versa, and all words used in any gender mean, extend to, and include any other gender or orientation, all as the context requires.

ARTICLE XV - Indemnification

Section 1. OBLIGATION TO INDEMNIFY. The Corporation indemnifies each director, officer, committee chair, committee member, other volunteers, employees, and agents of the Corporation against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any action, suit or proceeding brought against them or in which they are named as a party if the person seeking Indemnification acted in good faith and a manner they believed to be in or not opposed to the best interests of the Corporation, and, concerning any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of no contest or its equivalent shall not, of itself, create a presumption that the person seeking Indemnification did

not act in good faith and in a manner in which they reasonably believed to be in or not opposed to the best interests of the Corporation, or, concerning any criminal action or proceeding, a presumption that the person seeking Indemnification had reasonable cause to believe that their conduct was unlawful.

Section 2. MANNER OF DETERMINING ELIGIBILITY.

The Corporation makes any indemnification upon a determination that the Indemnification of such person is proper in the circumstances because they met the applicable standard of conduct outlined in Section I of this Article. This determination is made:

- a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or
- b) if a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 3. ADVANCE PAYMENT OF EXPENSES.

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the person seeking Indemnification to repay such amount, unless it is determined that they are not entitled to be indemnified by the Corporation as authorized in this Article.

Section 4. CONTRACT RIGHTS.

The Indemnification provided by this Article is not exclusive of any other rights to which a person seeking Indemnification may be entitled under any agreement, vote of disinterested directors, or otherwise. It continues for a person who has ceased to be a director, officer, committee chair, committee member, employee, or agent of the Corporation and shall inure to the benefit of such person's heirs, executors, and administrators.

Section 5. LIMITATION OF CORPORATION'S OBLIGATION; INSURANCE.

The obligation of the Corporation under this Article is limited to the proceeds of liability insurance policies paid to the Corporation or directly to or for the benefit of the person claiming Indemnification under this Article, and no person has any claim under this Article or otherwise against the assets of the Corporation other than such insurance proceeds. The Corporation will purchase and maintain insurance on behalf of any person who is a director, officer, committee chair, committee member, employee, or agent of the Corporation against any liability asserted against them or incurred by them in any such capacity or arising out of their status as such, whether or not the Corporation has the power to indemnify them against such liability under the provisions of this Article.

Article XVI - Executive Director

The Board of Directors contracts with a Management Company to provide an Executive Director who serves as the Corporation's chief executive officer and carries out duties established by the Board of Directors. The Executive Director is a salaried employee of the Management Company who acts as a liaison between the Management Company and the Board of Directors. The Executive Director serves as an ex-official of the Executive Committee and the Board of Directors. The Executive Director is reviewed and given feedback annually or when deemed appropriate by the Executive Committee.

Article XVII - Management Company

The Board of Directors will contract for the services of a Management Company responsible to the Board of Directors. The Management Company will carry out duties established by The Board of Directors, including recruiting, and hiring an Executive Director for the Corporation. The Management Company receives a fee for its services. The Board of Directors reviews and gives feedback to the Management Company annually and other times deemed appropriate by the Executive Committee, and the contract is renegotiated in intervals mutually agreed upon by the Board and the Management Company but no longer than every four years.

Article XVII – Dissolving the Organization

In the event of the termination, dissolution, or winding down of the affairs of the Corporation in any manner or for any reason whatsoever, its remaining assets, if any, will be distributed to (and only to) one or more organizations described in Section 501(c)(3) of the Internal Revenue Code.

Glossary

Credentialing: Credentialing of members and candidates includes any request for information related to licensure, ethical standards, professional conduct, restriction of hospital privileges, or restriction in insurance programs.

Non-voting members may not vote in any area of governance, including on membership votes, elections, committees or task forces, and the Board of Directors. The rights of each class of non-voting members to serve on committees or task forces in a non-voting capacity is determined by the Board of Directors.

Voting Members – The rights of each class of voting members are spelled out in the bylaws. Voting members can vote on membership referendums, committees or task forces, and the Board of Directors, as determined in these bylaws.

Adjourned Meeting – defined in Roberts Rules of Order (Roberts HM. Robert's Rules of Order, Berkley Publishing Corporation, 1989). "An adjourned meeting being legally the continuation of the meeting of which it is an adjournment." A meeting called specifically and solely to conduct business from a meeting adjourned due to lack of quorum.

Membership Category names – in December 2009, the AAGP Board changed the category name of Affiliate Member to Member and the name of Full Member to Psychiatrist Member. Non-Psychiatrist Members (affiliates) were granted voting rights by a majority vote of the voting membership in August 2009. *In February 2024, Voting Membership categories were revised to include physician members, non-physician members, members-in-training, and international members.*

