

**CONSTITUTION AND BYLAWS OF THE
VERMONT PSYCHIATRIC ASSOCIATION**

CONSTITUTION

Article I Identification; Objectives; Legal Identity

Section 1.1 Name. This organization shall be known as the Vermont Psychiatric Association (VPA), District Branch of the Assembly of District Branches of the American Psychiatric Association (APA), referred to herein as the District Branch.

Section 1.2 Purpose and Objectives. The purpose and objectives of the District Branch are:

- (a) to improve the treatment, rehabilitation, and care of persons with mental illness, including mental retardation and substance abuse related disorders;
- (b) to promote research, professional education in psychiatry and allied fields, and the prevention of psychiatric disabilities;
- (c) to advance the standards of all psychiatric services and facilities;
- (d) to foster the cooperation of all who are concerned with medical, psychological, social, and legal aspects of mental health and illness;
- (e) to make psychiatric knowledge available to other practitioners of medicine, to scientists in other fields of knowledge, and to the public;
- (f) to promote the best interests of patients and those actually or potentially making use of mental health services;
- (g) to facilitate communication among those engaged in the practice of psychiatry in Vermont and adjacent areas;
- (h) to represent APA members residing in its jurisdiction through its representative to the APA Assembly and to promote the objectives above in its territorial jurisdiction; and
- (i) to advocate for its members.

Section 1.3 Legal Identity. The District Branch shall be incorporated under the laws of the State of Vermont as a non-profit organization, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. No part of the net earning of the District Branch shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that that District Branch shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Section 1.4 Dissolution. In the event of dissolution, all assets of this District Branch shall be forthwith distributed to the APA solely for scientific and educational purposes.

Section 1.5 Territorial Jurisdiction. For the objectives above stated, the territorial jurisdiction of this District Branch of the American Psychiatric Association shall be delimited by the geographic boundaries of the State of Vermont.

Article II Membership

Section 2.1 Requirements for membership in the District Branch shall be the same as those for the APA at the time of application, and the physician must reside or practice within the territorial jurisdiction of this District Branch.

Section 2.2 Qualifications. Any physician who is eligible for the categories of membership below, and as described in the District Branch and APA Bylaws, shall be eligible for membership.

Section 2.3 Categories of District Branch Membership. There shall be the following categories of members who are to qualify according to the standards and procedures of the APA as set forth in Chapter 2.1 of the APA Bylaws and Chapters 1 and 2 of the District Branch Bylaws. They are: (a) members-in-training, (b) associate members, (c) general members, (d) fellows, (e) distinguished fellows, (f) life members, (g) life associate members, (h) distinguished life fellows, (i) inactive members and (j) inactive fellows. There is also a category of medical student member.

Section 2.4 Voting. The right to vote shall be the same as in the APA Bylaws. Members with voting rights are Members-in-Training, General Members, Fellows, Distinguished Fellows, Life Members, Life Fellows, and Distinguished Life Fellows. All other categories of membership are non-voting. Each voting members shall have one vote.

Article III District Branch Structure

Section 3.1 Officers. The officers of the District Branch shall be a president, a president-elect (vice president), a secretary and a treasurer.

Section 3.2 Executive Committee. The four officers, the three immediate past presidents, the elected Representative and Deputy Representative to the APA Assembly, and the chairpersons of constitutional committees and other organizational components shall constitute the Executive Committee.

Section 3.3 Constitutional Committees. There shall be the following constitutional committees: executive, membership, nominating, and ethics, with composition and function designated in the Bylaws.

Section 3.4: Other organizational components of the District Branch may be established as determined by the Executive Committee.

Article IV Meetings

Section 4.1 Meeting of the District Branch shall be held at least twice a year or more often as determined by the Executive Committee. The Annual Membership and Business meeting shall be held in the spring, with a second membership meeting in the fall.

- Section 4.2 Special meetings may be called by the president or upon petition signed by 10 members of the District Branch.
- Section 4.3 Members shall be notified of meetings by the secretary not less than two (2) weeks before the date of the meeting.
- Section 4.4 The Executive Committee shall meet during the Annual Membership and Business meeting of the District Branch and at least every other month during the year.

Article V Amendments

- Section 5.1 Amendments to the Constitution shall be submitted in writing and endorsed by at least 10 percent of the members. The proposed amendment will then be referred to the Executive Committee which will report its opinion at the next regular meeting. The Executive Committee may also originate amendments by 3/4 vote of its members. Notice of the proposed amendment, together with the recommendations of the Executive Committee, will then be submitted to the members in writing at least two (2) weeks prior to its consideration by the District Branch. An affirmative vote of at least 2/3 of the members present at the stated meeting will be required for adoption of the amendment.

BYLAWS

Chapter I Membership Categories and Qualifications

- Section 1.1 Adoption of this Constitution and Bylaws shall not change the membership status of present members at the time of adoption.
- Section 1.2 An applicant for membership shall be a resident of, or practice in, Vermont.
- Section 1.3 Categories of Membership. Categories of membership and qualifications thereof in the District Branch shall be consistent with those of the APA Bylaws, as follows:
- a. Medical Student Members. Medical Student Members shall be physicians-in-training who are enrolled in a school of medicine, including schools of osteopathic medicine. Years as a Medical Student Member shall not count toward eligibility for Life Membership or Life Fellowship. Membership in a District Branch is not required for Medical Student Members.
 - b. Members-in-Training. Members-in-Training shall be physicians who have been accepted into an approved psychiatric residency training program. Member-in-Training status shall not exceed six years, and upon completion of approved residency training, Members-in-Training shall be advanced to General Membership.
 - c. Associate Members. Associate Members shall be physicians who have completed at least one year of acceptable full-time training or experience in psychiatry, and who were granted Associate Membership status in the APA by December 1989, but are not eligible for Member-in-Training or General Membership categories. Associate Members must either have a valid license to practice medicine or hold an academic, research, or governmental position that does not require licensure.
 - d. General Members. General Members shall be physicians who have completed acceptable training and who have either a valid license to practice medicine or hold an academic, research, or governmental position that does not require licensure.
 - e. Fellows. Fellows shall have been General Members for at least five years. To become a Fellow, a General Member must (i) be certified by the ABPN, RCPS(C), or AOA, (ii) have at least three letters of recommendation from current Fellows or Distinguished Fellows, and (iii) have the concurrence of the APA Membership Committee after providing a ninety-day comment period for the District Branch. Fellows must have either a valid license to practice medicine or hold an academic, research or governmental position that does not require licensure. The criteria and procedures for selection and nomination of General Members for Fellowship shall be established by the APA Board and the APA Membership Committee and shall apply uniformly for all District Branches.

- f. Distinguished Fellows. Distinguished Fellows shall have been General Members or Fellows for at least eight consecutive years and shall have made a significant contribution to the field of psychiatry. At its discretion the APA Board, upon recommendation of the APA Membership Committee, may waive the requirements for eight consecutive years as a General Member or Fellow. Distinguished Fellows need not have been Fellows first. The criteria and procedures for selection and nomination of General Members or Fellows for Distinguished Fellowship shall be established by the APA Board and the APA Membership Committee and shall apply uniformly for all District Branches.
- g. Honorary Fellows. Honorary Fellows shall be physicians or others who have rendered exceptional service in the promotion of mental health and psychiatry.
- h. Life Status. Life Associate Members, Life Members, Life Fellows, and Distinguished Life Fellows shall be those in their respective categories whose years of active membership in the APA plus age at the start of the fiscal year shall equal 95.

Section 1.4 Voting. Members with voting rights are Members-in-Training, General Members, Fellows, Distinguished Fellows, Life Members, Life Fellows, and Distinguished Life Fellows. All other categories of membership are non-voting. The right to nominate candidates, to propose referenda and amendments to the Constitution and Bylaws, to hold elected office, and to serve as a chairperson or member of a committee or other organizational component shall be limited to voting members.

Section 1.5 No member of the District Branch, committee or organizational component thereof shall speak in the name of, or encumber the funds of the District Branch, unless such power is specifically granted by a formal action of the Executive Committee.

Chapter II Membership Processing

Section 2.1 Committee on Membership. A Committee on Membership, consisting of members of the District Branch, shall be appointed by the President and approved by the Executive Committee. This committee shall have oversight over the membership process.

Section 2.2 Application. Applications for membership in the District Branch shall be made in accordance with procedures established from time to time by the APA Board through the APA Membership Committee.

Section 2.3 Approval. Membership actions shall be effective after initial approval by the APA and with input from the District Branch, in a process determined by the District Branch Committee on Membership, if provided within the specified time period.

Section 2.4 Transfer and Advancement. Procedures for transfer of membership between District Branches and for advancement of membership shall be established from time to time by the APA Board. The District Branch and Committee on Membership shall have input regarding approval of transfers and advancements. In the event of such a transfer or advancement being denied, an appeal shall be conducted in accordance

with procedures to be established from time to time by the APA Board.

- Section 2.5 Application of Fellows and Nomination of Distinguished Fellows. Application of General Members for fellowship status is primarily the responsibility of the APA. Nomination of General Members or Fellows for distinguished fellowship status is primarily the responsibility of the District Branch. Election of Fellows and Distinguished Fellows is by the board of Trustees of the APA upon recommendation of the APA Membership Committee.
- Section 2.6 Dues. Every Distinguished Fellow, Fellow, General Member, Associate Member and Member-in-Training shall pay both dues and assessments as determined by the APA Board and the District Branch Executive Committee
- Section 2.7 Inactive Status and Dues Waiver. Members of any category may be placed in inactive status by the APA Board and excused from paying dues. Inactive members shall not receive credit toward the number of years of active membership required for life status for those years of inactive status. Active members may be granted waiver of dues by the APA Board for sufficient reason, and such members shall receive credit toward the number of years of active membership required for life status for those years the members are in the dues waiver status. The District Branch Executive and Membership Committees may make recommendations to the APA regarding requests for inactive status and dues waivers.
- Section 2.8 Nonpayment of Dues. Any dues-paying member of the APA and/or the District Branch who fails to pay all dues and assessments may forfeit his or her memberships. Due notice of such failure shall be made to the member
- Section 2.9 Resignation or loss of membership in the APA or in this District Branch for any reason shall entail loss of membership in both.

Chapter III Officers & Elections

- Section 3.1 President. The president shall be the chief executive officer of the District Branch and shall carry out all orders and resolves of the Executive Committee and the membership. The president shall preside at all general meetings of the District Branch, and at all meetings of the Executive Committee. He or she shall appoint the personnel of all committees, commissions, and boards, and may establish and appoint the personnel of other organizational components.
- Section 3.2 President-Elect. The president-elect shall assume the office of president after the last day of the annual meeting of the APA. The president-elect shall assist the president as overall coordinator of all committee functions and preside at meetings of the District Branch in the absence of the president. The nominee for president-elect shall be a general member or fellow of the APA.
- Section 3.3 Secretary. The secretary shall keep a record of all proceedings of all meetings of the District Branch and of the Executive Committee, keep a list of members, issue notices of all meetings, notify officers of committees of their election or appointments and

certify all official records.

Section 3.4 Treasurer. The treasurer or his or her authorized agent shall have charge of all funds and collect all dues. He or she shall pay all expenses of the District Branch by and with the consent and approval of the Executive Committee. He or she shall make an annual report to the District Branch at the spring Annual Membership and Business meeting, including the official transactions of income and expenditures of the District Branch.

Section 3.5 Representative to the Assembly and Deputy Representative. The Representative to the Assembly of District Branches of the APA and/or the Deputy shall represent this District Branch in the Assembly and/or its subgroups at all official meetings of the APA Assembly, and report back to this District Branch. When appropriate, such Representatives shall be instructed by the Executive Committee and/or the District Branch as to its wishes on various matters. The Representative shall submit a report to the District Branch on the activities of the Assembly.

Section 3.6 Vacancies.

- a. In the event that the office of president becomes vacant the president-elect will become the acting president for the remainder of the year and then will begin his or her term as president.
- b. If the position of president-elect becomes vacant, the president will request the Nominating Committee to meet at an early date for the purpose of electing one or more candidates for president-elect. As soon as practical, at a regular or special meeting, a new president-elect will be chosen. The person chosen will serve as president-elect until the end of the year, when he will become president.
- c. If the position of Representative to the Assembly of District Branches becomes vacant, the Deputy Representative will assume the duties of the office. At the following annual meeting a new Deputy Representative to the Assembly shall be elected.
- d. In the event any other office becomes vacant before expiration of term, the Executive Committee shall elect a member to serve for the unexpired portion.

Section 3.7 Nominations. The Nominating Committee shall recommend a slate of officers to the Executive Committee which will then be presented to the entire voting body at the Annual Membership and Business meeting of the District Branch. At that time, additional nominations may be made from the floor. In addition, at that meeting or earlier, nominations for officers, Representative or Deputy Representative, may be made by petition introduced with the signatures of not less than ten percent of the voting membership.

Section 3.8 Elections. Where there is but one candidate for each office, Representative or Deputy Representative, the members assembled at the Annual Membership and Business meeting may authorize the secretary to cast one ballot for the slate proposed by the

Nominating Committee, or there may be a voice vote of members assembled.

When two or more candidates have been proposed for office or Representative or Deputy Representative, election shall be by mail ballot distributed to the entire voting membership of the District Branch. All ballots received by a specified date will be tabulated. The president shall appoint two Inspectors of Elections. The candidate receiving the greatest number of votes shall be duly elected to such office.

Section 3.9 Term of Office. All officers shall enter upon their duties after the last day of the Annual Meeting of the APA next following their election, and with the exception of the Representative and Deputy Representative to the Assembly of District Branches, shall continue in office for one year or until their successors are duly elected and qualified. The Representative and the Deputy Representative to the Assembly of District Branches shall serve for a term of 2 years or until their successors are duly elected. Representatives and Deputy Representatives may serve up to two consecutive terms in each office.

Section 3.10 Recall. Recall of an officer, Representative or Deputy Representative can occur if a minimum of one-third of the membership return a mail ballot and a minimum of two-thirds of returned ballots so indicate the recall. The action to recall by ballot may be initiated either by petition of not fewer than twenty percent of the voting members of this District Branch or by a majority vote of the Executive Committee. When an action to recall is initiated it must be presented to the members assembled at a meeting of the District Branch and the concerned individual notified in order that he or she may be present or represented with an opportunity to be heard before a ballot is distributed to all members by mail for vote.

Chapter IV Executive Committee

Section 4.1 The primary function of the Executive Committee shall be to formulate and implement the policies of the District Branch.

Section 4.2 A quorum of the Executive Committee shall be a majority of that body.

Section 4.3 The Executive Committee shall meet during the Annual Membership and Business meeting of the District Branch and, at a minimum, every other month during the year.

Section 4.4 The Executive Committee shall exercise all the powers of the District Branch that are not otherwise assigned. The responsibilities of the Executive Committee shall include:

- (a) Interpreting the provisions of the Constitution and Bylaws.
- (b) Establishing dues and assessments for the several categories of membership.
- (c) Controlling the funds of the District Branch and designating its depositories.
- (d) Authorizing expenditures from the funds of the District Branch to implement its goals and purposes.

- (e) Administering special funds, grants, and awards.
- (f) Dissolving or modifying any non-constitutional committee, or other appointed organizational components.
- (g) Performing all other acts consistent with the constitution and bylaws that may be needed to carry out the purposes and resolves of the District Branch.

Chapter V Committees and Organizational Components

- Section 5.1 The Committee on Membership shall consist of members appointed by the president and approved by the Executive Committee. The Committee shall be responsible for overseeing membership processing according to Chapter II of the Bylaws.
- Section 5.2 The Nominating Committee shall consist of members appointed by the Executive Committee, but shall include not more than one member of the Executive Committee. Meetings of the Nominating Committee shall be called by the chairman. The Nominating Committee shall recommend a slate of officers for Elections according to Section 3.7 of the Bylaws.
- Section 5.3 The Committee on Ethics shall consist of members appointed by the president and approved by the Executive Committee. The Committee shall be responsible for complaint and disciplinary procedures as outlined in Chapter VI of the Bylaws.
- Section 5.4 The president, with the approval of the Executive Committee, shall establish or eliminate such committees or other organizational components as may be necessary to implement the objectives of the District Branch.
- Section 5.5 Other organizational components, when appointed, shall act until notice is given from the president with the approval of the Executive Committee to dissolve.
- Section 5.6 Attendance at meetings of the Executive Committee, committees, and other organizational components of the District Branch, shall be open to all members of the District Branch, except meetings of the Committee on Ethics. All committees of the District Branch may go into executive session.

Chapter VI Ethical Complaints

- Section 6.1 All members of the American Psychiatric Association and this District Branch shall be bound by the ethical code of the medical profession, specifically defined in The Principles of Medical Ethics with Annotations Especially Applicable to Psychiatry.
- Section 6.2 The complaint process shall proceed pursuant to the “Procedures for Handling Complaints of Unethical Conduct,” as stated in The Principles of Medical Ethics with Annotations Especially Applicable to Psychiatry.

Chapter VII Amendments

Section 7.1 Amendments to the Bylaws shall be submitted in writing and endorsed by at least 10 percent of the members. The proposed amendment will then be referred to the Executive Committee which will report its opinion at the next regular meeting. The Executive Committee may also originate amendments by 3/4 vote of its members. Notice of the proposed amendment, together with the recommendations of the Executive Committee, will then be submitted to the members in writing at least two (2) weeks prior to its consideration by the District Branch. An affirmative vote of at least 2/3 of the members present at the stated meeting will be required for adoption of the amendment.

Chapter VIII Procedures

Section 8.1 The procedures of the District Branch shall be governed by Robert's Rules of Order.

Revised and Approved by the Vermont District Branch
Dated: March 19, 2004