

GOVERNANCE STRUCTURE

CONSTITUTION AND BY-LAWS

Last Revised, ~~December 22, 2016~~ **New Date to be Inserted**

MASSACHUSETTS PSYCHOLOGICAL ASSOCIATION

ARTICLE I – NAME AND PURPOSE

1. The name of the organization shall be the Massachusetts Psychological Association, Inc.
2. The purpose of this Association shall be to advance psychology as a profession, as a science, and as a means of promoting human welfare by all means compatible within the provisions of the General Laws of the Commonwealth of Massachusetts.

ARTICLE II – MEMBERSHIP

1. There shall be ~~four (4)~~ **six (6)** classes of members in this Association: Members, Fellows, Life Members, Students ~~and~~ Student Affiliates **and Teacher Affiliates**.
2. Members of this Association shall either; hold an earned doctorate (or equivalent) degree in psychology from a regionally accredited university or college, or shall have been granted a license from the Massachusetts Board of Registration of Psychologists, or shall hold a current, valid full membership to the American Psychological Association. Each application **for new membership or application for membership renewal** shall be accompanied by a signed ethics declaration. ~~that the applicant is not under investigation for ethical violations.~~ **MPA may deny membership for conviction of a felony, revocation or suspension of the member's license to practice in Massachusetts, behavior seriously inimical to the mission of the Association, or for violations of professional ethics.**

Any former member may re-apply for admission to the Association in the membership status previously held, with the approval of the Board of Directors. Persons who formally applied or re-applied for membership but were denied may be reinstated by the Board of Directors at any time. A person denied membership on ethical grounds may re-apply for membership after five (5) years, pursuant to the procedures of the Association.

A category of “Academic Member” shall be identified. To be eligible to become an Academic Member, an individual shall meet the requirements for Member as stated above and must meet the following additional requirements:

- a. Said individual does not engage in the applied practice of psychology for remuneration, and;
- b. Said individual is primarily employed as an undergraduate educator in the field of psychology;
or
- c. Said individual is primarily employed as an educator in a graduate psychology program which does not prepare students for applied professional psychological practice, such as a program whose primary purpose is to prepare students to teach psychology or to engage in psychological research. Examples of programs which prepare students for applied professional psychological practice include, but are not limited to, clinical, counseling, industrial/organizational or school psychology programs.

3. Fellows of this Association shall have satisfied the requirements for Member (in Article II section 2), and shall have had four (4) full years of progressively responsible experience in teaching or in the professional practice of psychology after attaining the doctorate and shall have attained recognized standing in the field of psychology as demonstrated by such activities as advocacy for psychology, professional publications, professional contributions to the field of psychology, etc. Attainment of Fellow status in the American Psychological Association may be used to demonstrate qualifications for Fellow status.

4. Life Member status in this Association may be applied for by Fellows or Members who have reached the age of sixty-five (65) and have been Members of this Association for at least twenty five (25) years immediately preceding the application for life membership status. Life Members shall enjoy all the privileges of their previous membership category but shall be exempt from dues. They shall, however, be subject to a service fee as determined by the Board of Directors.

5. Student Members of this Association shall be students who are enrolled in a doctoral program in psychology in a regionally accredited university, college or professional school. Student membership may also be extended to graduates during their post-doctorate experience year prior to licensure as a psychologist. Student Members may not vote or hold office in the Association except for one (1) elected student position on the Board of Directors. Upon completion of the degree or completion of a post-doctoral training sequence the Student Member shall inform the Association, and will be automatically promoted to member status.

6. Student Affiliates of this Association shall be students who are enrolled in a high school, undergraduate or masters-level graduate program in psychology at a **high school or** regionally accredited ~~high school~~, university, college, or professional school. Student Affiliates will have

limited access to membership benefits, which will be determined by the Board of Directors. Student Affiliates may not vote or hold office in the Association. Applicants for Student Member and Student Affiliate status must be endorsed by a faculty member of the applicant's department or field of concentration or by a member of the Association who can attest to the applicant's student status. Student status is not available to licensed psychologists.

7. Teacher Affiliates of this Association shall be teachers of psychology at community colleges or teachers of high school psychology at a secondary school, otherwise not eligible for MPA membership. Teacher Affiliates will have limited access to membership benefits, which will be determined by the Board of Directors. Teacher Affiliates may not vote or hold office in the Association. Applicants for Teacher Affiliate status must be endorsed by their supervisor who can attest to the applicant's status as a teacher of psychology at a community college or a teacher of high school psychology at a secondary school. Teacher Affiliate status is not available to licensed psychologists.

78. Applications for any class of membership, or for promotion from one class to another, including Life Member shall be submitted in writing to the chairperson of the Membership Committee, and referred to the Membership Committee. Upon recommendation of the Membership Committee and a majority vote of the Board of Directors, the applicant shall be elected to the appropriate membership category in the association.

89. Upon recommendation of the Membership Committee, the requirements for any class of membership may be waived in whole or in part in the case of an applicant who has demonstrated eminence in psychology or related disciplines.

910. A former member who resigned while in good standing may apply for reinstatement by writing to the Chairperson of the Membership Committee and may be reinstated by a vote of the Board of Directors.

~~10. Upon notification that a person holding any class of membership:~~

~~a. has been suspended, expelled, or allowed to resign while under ethics investigation by the American Psychological Association;~~

~~b. has had his or her license to practice psychology suspended or revoked by a state licensing authority;~~

~~c. has pled guilty to or been convicted of a felony;~~

~~the Ethics Committee (per Article V, Section 3) will review the action taken and notify any such~~

~~members to show cause within thirty (30) days why he or she should not be expelled from this Association. Following a review of any response to the show cause order, or in the absence of a response, the Ethics Committee will notify the Board of Directors of its recommendation for any action. The Board of Directors will have thirty (30) days to act on the recommendation of the Ethics Committee and will report such action to the Ethics Committee.~~

ARTICLE III – BOARD OF DIRECTORS

1. The Board of Directors (hereafter referred to as “the Board”) shall be composed of:
 - a. three (3) members at-large, one of whom will enhance diversity on the Board(belonging to an under-represented group as deemed by the Nominating Committee),
 - b. five (5) regional members elected by the members in their geographic region,
 - c. the Officers of this Association as Directors,
 - d. one (1) student member elected by the student committee, and
 - e. The American Psychological Association (APA) Council Representative(s).

The Executive Director and the Director of Professional Affairs shall generally attend meetings of the Board as non-voting ex officio members unless otherwise requested by the presiding officer.

2. Each year the members generally shall elect ~~one (1) or~~ two (2) Officers, one (1) Director at-large, and one (1) or two (2) regional representatives who shall assume office on July 1 and who shall serve for a term of three (3) years or until a successor shall have been duly elected. Shorter or longer terms of office may be designated to accomplish staggered terms of office in the interest of electing approximately an equal number of board members for each election cycle.
3. If after reasonable efforts, the Nominating Committee is unable to find an acceptable candidate for any **Officer**, Director position **or Regional Representative**, that seat may be left unfilled until the next election **or it may be filled by the Board of Directors until the next election. Additionally, if any candidate that is made known to the members by ballot as a willing nominee for any of these positions withdraws, that seat may also be filled by the Board of Directors until the next election.**
4. A Director may be elected to a specific office for up to two (2) consecutive terms. A Director may stand for election for a different Board position in any subsequent election. APA Council

Representatives hold office according to APA rules.

~~5. A Director who fails to attend three (3) consecutive scheduled meetings of the Board shall be considered to have resigned. This provision may be waived for good cause at the discretion of the President or by a vote of the Board.~~

~~5. 6.~~ The Board shall conduct, in conformity with the Certificate of Incorporation and these By-Laws, the affairs of the Association as indicated below:

a. The Board shall have the responsibility to set policy for the Association.

b. The Board shall have **a fiduciary responsibility to MPA and** the responsibility to set the budget to thus authorize the expenditure of money.

c. The Board shall have the power to authorize the President to establish committees to carry out the purposes of the Association.

d. The Board shall have the power to fill vacancies in its own body for **unfinished terms.** ~~the remainder of the term.~~

e. The Board shall have the power to make and amend rules for its own procedures. It shall keep a record of such rules and/or shall instruct staff to keep a record of such rules that will be easily accessible to the Board.

f. The Board shall have the power to fix the time and place of Annual Meetings and other business meetings of the Association.

g. The Board shall take such steps as may be necessary to carry out any program or function determined by vote of the members and not otherwise provided for.

h. The Board shall have the power to contract for or hire and terminate executive staff including, but no limited to, an Executive Director and Director of Professional Affairs, subsequent to recommendations from the Executive Committee.

~~6. 7.~~ A simple majority of the total voting membership of the Board shall constitute a quorum for the transaction of its business.

ARTICLE IV – OFFICERS

1. The officers of this Association shall be a President, a President-Elect, **a** ~~or the~~ Past-President

~~[in alternate years]~~, a Secretary, a Treasurer, and one (1) or more Representative[s] to the American Psychological Association Council of Representatives as this Association is entitled to elect.

2. The President shall be elected by ballot of the members and shall hold office for one (1) year as President-Elect before assuming the office of President for **one (1) two (2)** years. Following his/her Presidential term in office, the President shall remain in office for one (1) year as Past-President. The Secretary and the Treasurer shall be elected by ballot of the members and shall hold office for three (3) years. All officers, other than the APA Council Representative[s] shall assume office on July 1 in the year of their election.

3. The APA Council Representative[s] shall be elected in a special election conducted by the APA according to its rules.

4. The Officers shall have the powers and perform the duties customarily belonging to their respective office and especially

a. The President shall preside at all meetings, appoint committee chairs, and exercise supervision over the affairs of the Association.

b. The President-Elect ~~or Past-President~~ shall perform the duties of the President in the absence or incapacity of the President, **assist the President in the performance of his or her duties, and He or she** shall perform such other functions as are delegated to him or her by the President.

c. **The Past-President shall assist and advise the President, oversee adherence to committee procedures by committee chairs, and shall perform such other functions as are delegated to him or her by the President.**

d. ~~e.~~ The President shall communicate on behalf of the Association as she or he deems appropriate to promote the best interest of the Association consistent with the policies set by the Board and/or may designate other individuals to communicate on behalf of the Association as he or she deems appropriate.

e. ~~d.~~ The Secretary shall keep records of all meetings of the Association. ~~and shall serve as chair of the Membership Committee.~~

f. ~~e.~~ The Treasurer shall have oversight over the collection of dues of the Association, the custody of the funds of the Association, expenditures as may be authorized by the Board, and the record of all money received and expended. The Treasurer shall serve as chair of the Finance Committee.

g. f. The Massachusetts Representative[s] to the Council of Representatives of the American Psychological Association shall attend the meetings of the APA Council, participate in its proceedings, represent the interests of the Massachusetts Psychological Association, and report the proceedings and activities of the Council to the Association.

ARTICLE V – COMMITTEES, BOARDS, AND DIVISIONS

1. There shall be a Membership Committee **appointed by the Board which shall be chaired by MPA’s Executive Director and comprised of at least the following: a representative from each region, an early career psychologist, a student, and a diversity delegate.** ~~chaired by the Secretary. The Secretary, with the approval of the Board shall appoint the members of the Committee annually.~~ This Committee shall receive applications for membership, promotion, reinstatement, and resignation, as well as examine the credentials of applicants and make recommendations to the Board at the Board Meeting at which the election vote will take place. This Committee will also recommend policies to the Board with regard to membership concerns and identify to the Board those members to be dropped for non-payment of dues. **This Committee will also recommend programs and services to the Board to assist with the recruitment and retention of members.**

2. There shall be a Nominating Committee appointed by the **Board.** ~~President with the approval of the Board.~~ This Committee shall make known to the members by ballot, a slate of no more than two eligible and willing nominees for each office falling vacant through expiration of its term or vacancy of a Board position. Nominees for President and APA Council Representative[s] shall have served a prior term as an Officer or Director. The slate shall be drawn from a solicitation of nominees from the membership. Self-nominations will be accepted. The nominating committee may solicit nominees as needed to fill a slate.

3. There shall be an Ethics Committee ~~of no fewer than five members appointed by the Board with input from the Ethics Committee~~ **selected by the Committee with approval by the Board,** ~~The term of office for each Committee member shall be five years; the terms shall be staggered, and the Committee shall elect the Chair annually.~~ **which shall serve as an educational resource and consultative service in matters related to the ethical conduct of psychologists, consistent with the American Psychological Association’s Code of Ethics and any additional provisions adopted by the Massachusetts Board of Registration of Psychologists.** The composition of the Committee shall represent the range of interests characteristic of psychology in all aspects with due regard for the makeup of the Association’s membership and the types of ethical problems most frequently encountered. ~~The Ethics Committee shall notify the MPA membership and hold an open solicitation for nominees to fill its vacancies. The Ethics Committee will promote ethics education and offer advice to members when requested, consistent with the Ethical Principles of Psychologists and Code of Conduct as adopted and amended by the Council of Representatives of the American Psychological Association and any additional provisions adopted by the~~

~~Massachusetts Psychological Association or the Massachusetts Board of Registration of Psychologists. The Ethics Committee will also make recommendations for actions on membership status as provided under Article 2, Section 9. The work of the Ethics Committee with respect to information and recommendation on all cases before it shall be kept confidential except that it may disclose such information when compelled by a court order enforcing a validly issued subpoena or when otherwise required by law. Additionally, in cases which have resulted in a member's suspension, expulsion, or stipulated resignation, the Committee may communicate these actions to members.~~

4. The Executive Committee (EC) shall be Chaired by the President, or in the absence or incapacity of the President, the President-Elect. ~~or Past-President.~~ The EC shall be comprised of the President, President-Elect, ~~or Past-President,~~ Treasurer, and Secretary. The President may appoint other members to the EC at his or her discretion. The EC will represent a working subgroup of the Board and will meet in person or electronically as determined by the President. The EC's responsibilities shall include:

- a. Developing and maintaining personnel policies.
- b. Recruiting, interviewing and recommending candidates or entities for executive staff positions including, but not limited to, Executive Director and Director of Professional Affairs.
- c. Determining the policy and procedures for evaluation of executive staff, including Executive Director and Director of Professional Affairs
- d. Making decisions on behalf of the Board for urgent matters of the Association that do not allow for involvement of the Board as a whole due to time constraints. All reasonable efforts will be made to involve all Board members.

5. There shall be a Finance Committee, chaired by the Treasurer. The Treasurer, with the approval of the Board shall appoint the members of the Committee annually. This Committee shall work in consultation with the Treasurer and Executive Director to advise the Board on financial matters of the Association, including preparation of the annual Association budget.

6. Other committees, interest groups, task forces and ad hoc committees may be created by the Board and, as appropriate, subsequently discontinued by the Board to facilitate the goals and objectives of the Association.

7. Divisions may be created within the Association in order to provide for specific advancement of activities and programs not applicable to the membership as a whole. The purpose of Divisions shall be in support of the mission of the Association.

Divisions may be established within the Association upon recommendation of the Board of and a majority vote of the members present at any Business Meeting of the Association. A Division may likewise be dissolved upon recommendation of the Board and a majority vote of the members present at any Business Meeting of the Association.

ARTICLE VI - EXECUTIVE STAFF

The Board shall be responsible to contract for or to hire an Executive Director whose duties will include responsibility for executing the policies set by the Board and day to day function of the Association. The Executive Director shall be an individual or entity with experience and skills to manage successfully the day to day operations of the Association.

The Board shall be responsible to contract for or to hire a Director of Professional Affairs (DPA), who will be a psychologist licensed to practice in Massachusetts. The DPA shall be responsible for monitoring and responding to professional affairs that affect Massachusetts Psychologists in a manner that is consistent with the policies set by the Board. The DPA will advise the Board on issues related to professional affairs. The DPA will be supervised by the ED and will report professional information directly to the Board. The DPA may communicate on behalf of the Association as necessary to represent the interests of the Association regarding professional affairs, consistent with the policies set by the Board.

ARTICLE VII – MEETINGS

1. An Annual Meeting of the membership shall be held for the purpose of conducting the business of the Association such time and place as may be determined by the Board.
2. Additional meetings of the membership to conduct the business of the Association may be called at any time at the request of the President or the Board of or at the request of any five (5) percent of the membership of the Association.
3. Notices of business meetings shall be conveyed to the membership by the Secretary to the membership at least three (3) weeks before the date of the meeting and shall specify the principal business to be conducted.
4. All business meetings of the Association shall be conducted in accordance with Keesey's Rules of Parliamentary Procedure. The method of voting shall be determined by the President, or presiding officer as defined in these Bylaws above, Votes may be cast either by mail, written or electronic ballot, e-mail, or by voice vote of the members present at any meeting.

ARTICLE VIII – QUORUM

1. At any business meeting of the Association, other than Board meetings, the members in good standing who are present shall constitute a quorum of the membership for the conduct of business appearing on the written agenda which shall be sent to the membership at least three (3) weeks before the date of the meeting.
2. Conduct of all other business not appearing on the previously distributed agenda will require five (5) percent of the members in good standing at the time of the meeting to be present in order to constitute a quorum of the membership for voting purposes.

ARTICLE IX – DUES

1. Annual dues of members of the Association shall be set by a majority vote of the members present and voting at any Annual Meeting or other business meeting and shall be due and payable within 30 days of the dues statement. Adjustments for inflation as determined by and not to exceed the increase in the Consumer Price Index) (CPI) may be implemented through a vote of the Board. ~~of~~ Members who neither live nor work in Massachusetts may pay reduced dues as determined by the Board.
2. Non-payment of dues delinquent for one year is considered equivalent to withdrawal from the Association. A loss of member benefits may follow at any time after the third billing at the discretion of the Board. Reinstatement of members dropped for non-payment of dues or those who resigned owing dues shall be by a vote of the Board on payment of any and all outstanding dues or moneys owed to the Association. The Board may at its discretion authorize staff to adjust dues for individual circumstances.
3. When a new Division is established, the Board will set the dues for its operation.

ARTICLE X – AFFILIATE RELATIONSHIPS

1. Other organizations whose general purposes fall within the scope of Article I section 2 of these Bylaws may become affiliated with the Association in accordance with the provisions of this Article.
2. Affiliated organizations shall be psychological in nature and may represent groups of people such as students of psychology, a substantial portion of whom are not eligible for membership in the Association. Such organizations shall not limit their membership on other than academic, scientific, professional or geographic grounds. It shall be made clear that membership in an affiliated organization does not imply membership in the Association and that the Association

assumes no legal responsibility for the affiliated organization and assumes no responsibilities for the administrative, financial or professional affairs of the affiliated organizations.

3. The Board shall determine what privileges of the Association may be granted to organizations which affiliate with the Association under provisions of this Article.

4. The Board will establish a committee to review all applications for affiliate status. An organization shall be granted affiliate status by a two-thirds vote of the Board.

5. In the event that the Board believes that the affiliation of an organization under this Article is no longer in the best interest of the Association, the principal officers of that organization shall be so notified, and thereafter the affiliation may be terminated by a two-thirds vote of the Board.

ARTICLE XI – AMENDMENTS

1. Amendments to these Constitution and Bylaws may be proposed by the Board or by petition of five (5) percent of the members of the Association. Such petitions shall be submitted in writing to the Secretary.

2. Proposed amendments shall be voted upon by ballot. Proposed amendments shall be submitted in writing or electronically by the Secretary to the members of the Association. A four (4)-week interval shall be allowed for the return of ballots. An affirmative vote of at least two-thirds of the members voting shall be required for passage of an amendment.