

BYLAWS
of the
Southern California Psychiatry Society
of the
AMERICAN PSYCHIATRIC ASSOCIATION

CHAPTER ONE: NAME; PURPOSES; LEGAL IDENTITY

Section 1.1 Name. The name of this organization shall be the Southern California Psychiatric Society (herein after referred to as the "District Branch") of the American Psychiatric Association., (herein after referred to as the "Association.")

Section 1.2 Purposes and Objectives. The purposes for which the District Branch is organized are: (a) to promote the common professional interests of its members; (b) to improve the treatment, rehabilitation, and care of persons with mental disorders (including mental retardation and substance-related disorders; (c) to advance the standards of all psychiatric services and facilities; (d) to promote research, professional education in psychiatry and allied fields, and the prevention of psychiatric disabilities; (e) to foster the cooperation of all who are concerned with the medical, psychological, social, and legal aspects of mental health and illness; (f) to make psychiatric knowledge available to practitioners of medicine, to scientists, and to the public; (g) to promote the best interests of patients and those actually or potentially making use of mental health services; and (h) to advocate for its members.

Section 1.3 Legal Identity. The District Branch is organized exclusively as a professional organization not organized for profit, within the meaning of [Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.] No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Association 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 pursuant to a resolution of the District Branch Council be forthwith distributed to the Association, a non-profit organization, or to another non-profit fund, foundation or corporation that is organized and operated exclusively for scientific and educational purposes and that has established its tax exempt status under Section 501 (c)(6) of the Internal Revenue Code.

Section 1.5 Territorial Jurisdiction. For the objectives stated above, the territorial jurisdiction of the District Branch shall be delimited by the boundaries of the counties of Los Angeles, Riverside, San Bernardino, Santa Barbara, and Ventura.

Section 1.6 Principal Office. The principal office for the transaction of business of the District Branch is hereby fixed and located at 2999 Overland Avenue, Suite 208, Los Angeles, CA 90064. The Council may at any time, or from time to time, change the location of the principal office from one location to another within the geographic boundaries of the District Branch. The Secretary shall keep or cause to be kept at the District Branch principal office, membership records containing each member's name, address, classification and such other information as deemed necessary. Termination of any membership, together with the date of termination, shall be recorded promptly.

CHAPTER TWO. MEMBERS

Section 2.1 Requirements for membership in the Southern California Psychiatric Society District Branch shall be the same as those for the Association at the time of application.

Section 2.2 Qualifications. Any physician who is eligible for the categories of membership below 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 Association as set forth in Chapter 2.1 of the Association Bylaws. They are (a) Members-in-Training; (b) Associate Members ; (c) General Members; (d) Fellows; (e) Distinguished Fellows (f) Life Members; (g) Life Fellows; (h) Life Associate Members; (i) Distinguished Life Fellows; (j) Inactive Members or (k) Inactive Fellows.

Section 2.4 Voting. The right to vote shall be the same as in the Association 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 member shall have one vote.

(a) Each election conducted by or on behalf of the District Branch to fill a position and/or office of the Association or of the District Branch shall be conducted by a vote of District Branch members with voting rights as defined above using nomination procedures and ballot procedures as defined below in these bylaws.

(b) For each election, the District Branch Council shall decide whether the election is to be conducted by or under the direction of the District Branch, the California Psychiatric Association or the American Psychiatric Association.

Section 2.5 Election to Membership. Election to membership in the District Branch shall be as follows :

(a) A Committee on Membership shall be appointed by the President and approved by Council. .

(b) Applications for membership in the District Branch shall be made in accordance with procedures established from time to time by the Association Board of Trustees through its Membership Committee and by the Council.

(c) Membership actions will become effective after initial approval by the Association and with input from the District Branch if provided within the specified time period.

(d) Categories of membership and qualifications thereof in District Branches shall be consistent with those of the Association.

Section 2.6 Transfer and Advancement. Procedures for transfer of membership between District Branches and for advancement of membership shall be established by the Association. In the event of such a transfer or advancement being denied, any appeal shall be conducted in accordance with procedures to be established from time to time by the Association.

Section 2.7 Application of Fellows and Nomination of Distinguished Fellows. Application of General

Members for fellowship status is primarily the responsibility of the Association. 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 Association upon recommendation of the Association's Membership Committee.

Section 2.8 Dues. Every (Life Member, Life Fellow, Life Associate, Distinguished Life Fellow) Fellow, Distinguished Fellow, General Member, Associate Member, and Member-in-Training shall pay both dues and assessments as determined by the District Branch.

(a) The Council, by majority vote, shall fix the amount of payment and time of billing for annual membership dues. Such dues shall be payable to the District Branch. From time to time the Council shall fix the amount of payment of such assessments as may be required in the best interests of the District Branch.

(b) Any dues-paying member who fails to pay all dues and assessments for one (1) year may forfeit his or her District Branch membership. All such members shall be notified by the District Branch Treasurer at least thirty (30) days prior to forfeiture of membership that such action will be taken unless District Branch receives dues payment or waiver request before the end of the year. Unless otherwise ordered by the Council, the Treasurer shall notify the member by registered mail that the member will forfeit membership if the arrearage is not paid in full by a specified date. If payment is not made by the specified date, the Secretary shall notify the member of his or her loss of membership in the District Branch and of the fact that loss of membership in the District Branch results in loss of membership in the Association. Thereafter, such former members may apply for membership in accordance with the District Branch Constitution and Bylaws. The District Branch will not approve such former members' applications until satisfactory payments are made.

Section 2.9 Inactive Status and Dues Waiver. Members of any category may be placed in inactive status by the Board of the American Psychiatric Association and excused from paying dues in both the Association and the District Branch. 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 Board of the Association 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.

Section 2.10 Dismissals and Resignations.

(a) Any dues-paying member of the Association and/or the District Branch who fails to pay all dues and assessments may forfeit his or her memberships.

(b) See also Chapter Seven, Ethics Complaints and Disciplinary Procedures.

Section 2.11 Privileges and Responsibilities of Membership

(a) The right to hold office, to vote, to nominate candidates, to propose amendments to the Constitution and Bylaws, to serve as Representative to the Assembly of the Association, to serve as Chairperson of a Committee to serve on the Council shall be limited to Distinguished Fellows, Distinguished Life Fellows, Fellows, Life Fellows, General Members, Life Members, and Members-In-Training in good standing.

- (b) Every Distinguished Fellow, Distinguished Life Fellow, Fellow, General Member, Associate Member and Member-In-Training shall pay the dues and assessments determined by the Council. Life Fellows, Life Members, Provisional Members, Life Associate Members, Inactive Fellows, Corresponding Members, Corresponding Fellows, Distinguished Fellows, Honorary Fellows, and Inactive Members shall be exempt from payment of annual dues to the District Branch.
- (c) Loss of membership in the American Psychiatric Association shall result in loss of membership in the District Branch.
- (d) Applications for membership in this District Branch are expressly conditioned upon the applicant or member agreeing to abide by the following provisions:
- (1) That any act, communication, report, recommendation, or disclosure with respect to any applicant or member performed or made in good faith and without malice and at the request of an authorized representative of this District Branch for the purpose of achieving and maintaining the proper professional standards of practice appropriate to maintaining quality patient care shall be privileged to the fullest extent permitted by law.
 - (2) That such privilege shall extend to members of the District Branch and its Council, its President and his or her representatives, and to third parties, who supply information to any of the foregoing authorized to receive, release or act upon the same. For the purpose of these Bylaws, the term "third parties" means both individuals and organizations from whom information has been requested by an authorized representative of the governing body or of the members of the District Branch.
 - (3) That there shall, to the fullest extent permitted by law, be absolute immunity from civil liability arising from any such act, communication, report, recommendations, or disclosure even when the information involved would otherwise be deemed privileged.
 - (4) That such immunity shall apply to all acts, communications, reports, recommendations, or disclosures performed or made in connection with District Branch activities related, but not limited to: 1) application for membership, 2) periodic reappraisals for membership, 3) disciplinary action, including investigations or hearings by the District Branch Ethics Committee, 4) hearings and appellate reviews, 5) medical care evaluations 6) utilization reviews, 7) other District Branch, Council or Committee activities related to quality patient care and interprofessional conduct.
 - (5) That the acts, communications, reports, recommendations, and disclosures referred to in this Section of Chapter 4 of the District Branch Bylaws may relate to a member's professional qualifications, clinical competency, character, mental or emotional stability, physical condition, ethics or any other matter that might directly or indirectly have an effect on patient care.
 - (6) That in furtherance of the foregoing, each member shall upon request of the District Branch, execute releases in accordance with the tenor and import of this Section of Chapter 2 of the District Branch Bylaws in favor of the individuals and organizations specified in Section 2.11(d)(2), subject to such requirements, including those of good faith, absence of malice, and the exercise of a reasonable effort to ascertain truthfulness, as may be applicable under the laws of this State.

CHAPTER THREE. COUNCIL

Section 3.1 Number. The officers of the Council shall consist of a President, a President-Elect, a

Secretary, a Treasurer-Elect and a Treasurer. These officers, the three immediate Past Presidents, Representatives to the Assembly of the American Psychiatric Association, and other voting members duly elected as Councilors shall constitute the Council.

(a) The Council shall consist of the Regional Councilors, the five (5) current Officers of the District Branch, the three (3) immediate Past Presidents of the District Branch, the Representatives to the Assembly of the APA, an Early Career Psychiatrist Representative, an Early Career Psychiatrist Deputy Representative and two (2) Member-In-Training Representatives At-Large. Council Members shall hold office until their respective successors are installed.

(b) The formula for determining the number of Regional Councilors is as follows: Each region shall have at least one Regional Councilor. Regions with large populations shall be represented by additional Regional Councilors, the number to be determined by the number of voting members in that region. There shall be one additional representative for not less than one hundred (100) nor more than one hundred and fifty (150) voting members of that region.

(c) The term of office for Regional Councilor shall be three (3) years. An eligible member may be elected to no more than two (2) consecutive three (3) year terms of office as a Regional Councilor. However, such a member may be appointed to an additional consecutive term less than one (1) year and may be elected to additional consecutive terms of less than three (3) years. This circumstance will occur only when a Regional Councilor position is vacated prior to the expiration of a full three (3) year term of office. Furthermore, such a member who, in accordance with the foregoing provisions, has held the position of Regional Councilor for six (6) or more consecutive years may serve additional nonconsecutive terms of office as Regional Councilor if each of the additional terms of office commence not less than three (3) years after the member has completed his or her most recent term of office as Regional Councilor.

(d) The District Branch membership shall elect two (2) Member-In-Training Representatives At-Large to serve on Council. These MIT Representatives At-Large shall have full voting privileges.

(e) District Branch membership shall elect a Deputy Early Career Psychiatrist Representative (DECPR) each year to serve on Council. A DECPR will serve for one year and become the Early Career Psychiatrist Representative (ECPR) the following year for one year. Both the DECPR and the ECPR shall have full voting privileges. While selecting the DECPR candidates, the Nominating Committee should strongly consider including psychiatrists from regions from which a candidate has not been recently elected, in order to insure broad geographic representation.

(f) A State and Federal Legislative Representative shall be appointed by the President of the District Branch and shall be an ex-officio non-voting member of the Council.

(g) The official representatives of the District Branch to the California Psychiatric Association shall be the President, President-Elect, and the Representatives to the Assembly of the American Psychiatric Association. These representatives shall attend meetings of the California Psychiatric Association and shall represent the District Branch in the business of the California Psychiatric Association.

Section 3.2 Nomination and Election Procedures. Only voting members shall be eligible for nomination and election to office. All officers shall be elected in the following manner:

(a) Once a year, the President-Elect shall select one or more Nominating Committees for the pur-

pose of nominating candidates for that year's upcoming election. The President-Elect shall chair all Nominating Committees.

(b) For nominations to offices elected at-large, the Nominating Committee shall consist of at least seven (7) members, at least three (3) of whom shall be members of Council.

(c) For nomination to offices elected by Region, each Regional Nominating Committee shall consist of at least five (5) members, at least two (2) of whom shall be members of Council. The majority of each Regional Nominating Committee shall be a member of the Region for which nominees are being considered. Regional Nominating Committees may devise procedures for nominating Council members elected by their Region.

(d) All Nominating Committees shall use best efforts to provide for the selection of at least two (2) nominees for each post to be contested at the upcoming election.

(e) So long as any member of a Nominating Committee is being considered as a potential nominee, that member must be excluded from discussion or voting with regard to that Council Position.

(f) Any eligible member of District Branch may be nominated by petition to run for member of Council. To qualify, a petition nominating that candidate must contain the valid signatures of twenty-five (25) or more members eligible to vote for that position. The petition must be received by the Secretary no later than the cut-off date for nominations by petition.

(g) The Secretary shall confirm that any petitions filed are valid. All persons thus nominated by petition shall have their names appear on the ballot.

(h) Nominations by Petition will have a cut-off date of fourteen (14) days prior to the date on which ballots are transmitted to the members.

(i) Transmission of nominee lists or ballots to or from members eligible to vote shall be by mail and/or by electronic transmission as approved by the SCPS Council and as authorized by California law.

(j) No less than twenty-eight (28) days prior to the date of transmitting ballots to the members, the list of nominees submitted by the Nominating Committee shall be transmitted to the members. The period between transmitting the Nominating Committee's nominees and the cut-off date for nominations by petition may be used to gather support for additional candidates for Council positions.

(k) The Nominating Committee shall convene no less than twenty-eight (28) days prior to the deadline for transmitting the list of its nominees to the members.

(l) The election time-table shall be published.

(m) At the December meeting, the President will accept further nominations, if any, from the members present at this meeting. If there is no contest for any office after nominations are received at the December meeting the President may call for an immediate vote of the membership and unanimous election of the proposed slate may be effected. If there is a contest for one or more office, the Secretary will send a mail ballot thereafter to all voting members, the ballot containing all nominations.

(n) Petitions for amendments to the Constitution and Bylaws, or for referenda, shall be required to contain the valid signatures of ten percent (10%) of the eligible voting membership of District Branch. Such petitions must be filed with the Secretary, who shall confirm that any petitions filed are valid. The Secretary shall report validly filed petitions to Council at the first meeting of Council which follows confirmation of the validity of a petition. Amendments or referenda so submitted must be transmitted to the membership not longer than one (1) month following the Secretary's report to Council of the existence of a valid petition.

(o) The President-elect shall supervise the preparation and timelines of the ballot for the annual election, which shall include the names of all candidates, and all proposals qualifying for the ballot. The annual election may be combined with the annual Association election in a manner consistent with California law and applicable Association procedures.

(p) The Secretary shall supervise the preparation and timeliness of ballots for all special elections.

(q) The President shall appoint a Teller's Committee consisting of no less than three (3) members including a Chair, who shall be appointed by the President. The Teller's Committee shall be appointed no later than the date of mailing of ballots for the annual or special election.

(r) The Teller's Committee shall be responsible for tallying votes, determining the results of elections, verifying the validity of ballots, and resolving questions about ambiguously cast teal lots.

(s) The Teller's Committee shall count ballots on the "Teller's Date." For all elections, this shall be not less than three (3) nor more than ten (10) days after the "Due Date."

(t) The "Due Date" must appear in a clearly stated manner on the ballot. The "Due Date" shall always be no less than twenty-one (21) nor more than twenty-eight (28) days after the post-mark on the envelope containing the ballot being mailed to the members.

(u) Ballots must be received at the District Branch Office by the "Due Date" regardless of post-mark, in order to be valid, and counted on the "Teller's Date." Ballots may be returned to the District Branch Office by mail or in person.

(v) The Teller's Committee shall prepare a certificate of the results of the election for which they are counting ballots and a statistical summary of the vote. The report of the Teller's Committee shall include discussion and description of problems relating to disputed ballots.

(w) Within twenty-four (24) hours of the tally, the Chair of the Teller's Committee shall report to the President and, at the next available Council meeting, to the entire Council the results of the election. The report of the Teller's Committee shall remain in the permanent records of the District Branch and shall be available for inspection by members upon written request to the Secretary.

(x) Ballots and return envelopes shall be preserved and stored for sixty (60) days following the "Teller's Date." Disputes of election results shall be resolved by vote of Council. Ballots may be destroyed on the sixty-first (61st) day after the "Teller's Date" in cases of undisputed elections, or on the sixty-first (61st) day after recount, in cases of disputed elections.

(y) Results of elections shall be reported in the Newsletter and, in the case of the annual election,

on the "Installation Date."

(z) Amendments to the Constitution and Bylaws shall be effective on the date the report of the Teller's Committee is received and accepted by Council, unless a later effective date is specified on the ballot.

Section 3.3 Quorum; Action. Twelve (12) of the voting members of the Council shall constitute a quorum of the Council. 25 of active members of the District Branch shall constitute a quorum of the District Branch. Unless otherwise provided in these bylaws, the act of a majority of the voting members present at any meeting at which there is a quorum shall be the act of the Council.

(a) In the absence of a quorum at any meeting of the Council, the majority of the Council members present may adjourn the meeting until the time fixed for the next regular meeting of Council. Unless otherwise provided by the District Branch Constitution or Bylaws or by the Constitution, Bylaws, or rules of the Association, action by the Council must be approved by a majority of the Council members voting for or against the matter under consideration.

(b) From time to time when immediate action on substantial matters on which the President is not otherwise authorized to act is necessary in the best interests of the District Branch, the President, after consultation with the Executive Committee, may take action on behalf of the District Branch. Any such action shall be considered at the next regularly scheduled Council meeting and ratification of the action shall not be unreasonably withheld. The members of the Executive Committee shall be the five current officers, the most immediate past-president who is available to serve and the most senior Assembly Representative who is available to serve.

Section 3.4 Meetings. Meetings of the Council/District Branch shall be held monthly unless otherwise determined by the Council. The annual business meeting shall be held as scheduled by Council. Special meetings may be called by the President or upon petition signed by 6 members of the District Branch. Members shall be notified of meetings by the Secretary not less than one week before the meeting. The procedure of the District Branch shall be governed by The Standard Code of Parliamentary Procedure by Alice Sturgis.

(a) Membership Meetings. Council shall determine the frequency and place of membership meetings, one of which shall be the annual Meeting of the District Branch. Each Membership Meeting shall be called by written announcements transmitted to each member at least two (2) weeks previous to the meeting or by such announcement in the District Branch Monthly Newsletter.

(b) Regular Council Meetings. Regular meetings of the Council will be held at any place within the geographical boundaries of the District Branch as designated from time to time by resolution of the Council or by written consent of all members of the Council. In the absence of such designation, regular meetings shall be held at the principal office of the District Branch. Special meetings of the Council may be held either at the principal office of the District Branch or at a place so designated.

(c) Special Council Meetings. The Council shall hold Council meetings and at such times as are in the best interests of the business of the District Branch. The President shall have the power at any time to direct the Secretary to call a special meeting of the Council. The Secretary shall also call a special meeting of the Council on his/her receipt of the signed written request of six (6) Council members to hold such a special meeting. The Secretary shall give all Council members at least seventy-

two (72) hours advance notice of such a special meeting. The notice shall specify the general nature of the business to be transacted. The transactions of any meeting of the Council, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum be present, and if either before or after the meeting each of the Council members not present signs a written waiver of notice or a consent to hold such a meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 3.5 Removal from Office. A Councilor may be removed from office as a Councilor for a good cause by the vote of three-fourths (3/4) of the Council members present and voting in favor or against removal at a duly constituted Council meeting.

CHAPTER FOUR. OFFICERS

Section 4.1 Officers Designated. The officers of the District Branch shall include a President, a President-Elect or Vice-President, a Secretary, a Treasurer, or a Secretary/Treasurer, and such other officers and assistant officers as the Council may from time to time determine. No two offices may be held by the same person.

Section 4.2 President. Subject to the authority of the Council, the President shall have general supervision, direction and control of the business and affairs of the District Branch. He/she shall preside at all meetings of the members and the Council, and shall have such other powers and duties as may be prescribed from time to time by the Council. He/she shall appoint the personnel of all committees unless otherwise provided.

Section 4.3 President-Elect/Vice President. In the temporary absence or disability of the President, the President-elect shall perform all the duties of the President and in so acting shall have all the powers of the President. The President-Elect shall have such other powers and perform such other duties as may be prescribed from time to time by the Council or the President. The President-elect shall become President upon the expiration of the term of office of the incumbent President.

Section 4.4 Secretary. The Secretary shall keep or cause to be kept a full and complete record of the proceedings of the Council and meetings of the members, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the books and records of the District Branch and shall discharge such other duties as pertain to the office or as prescribed by the Council or the President..

Section 4.5 Treasurer. The Treasurer shall supervise receipt and safe handling of all District Branch funds. Funds of the District Branch shall be invested in such financial vehicles as shall be approved by Council. Such funds shall be paid out only on the check of the District Branch signed by such officers or other persons as may be designated by the Council as authorized to sign the same. The Treasurer shall submit a financial statement and a proposed annual budget each year at a Council meeting after the installation date and prior to the following December. After the proposed budget is presented to and considered by the Council, the annual budget shall be presented in final form to the council for approval no later than the December subsequent to the Treasurer's installation. The Treasurer shall, at other times, submit financial statements or proposed budgets on request of the Council or President. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Council or President. The Council shall appoint committees of Councilors authorized to spend money for special matters pertaining to the objects and business of the District Branch.

Section 4.6 The Treasurer-elect shall assist the Treasurer in any and all duties. The Treasurer-elect shall become Treasurer upon the expiration of the term of office of the incumbent Treasurer.

Section 4.7 Representatives to Assembly. The Representatives to the Assembly of the American Psychiatric Association shall represent the District Branch in the Assembly and/or its subgroups, at all official meetings of the Association, and report back to the District Branch. There shall be as many Representatives from the District Branch to the Assembly of the Association as are authorized by the Association. Each representative shall be elected to a four (4) year term of office. An eligible member may be elected to no more than two (2) four (4) year terms as Representative to the Assembly of the Association. However, such a member may be appointed or elected to an additional term of less than four (4) years. Should the Association grant the District Branch any additional positions for Representative to the Assembly of the Association the Council may provide that the term of office for the first person to be elected to any new position shall be for one (1), two (2), or three (3) years so that the terms of office for the District Branch Representatives to the Assembly of the Association will not all expire in any given year.

Section 4.8 Assumption of Office. All officers shall assume their respective offices at the close of business on the last day of the Annual Meeting of the Association, and with the exception of the Representatives to the Assembly, shall continue in office for the duration of their terms, or until their successors are duly elected and assume office. The Representatives to the Assembly shall continue in office for the duration of their terms, or until his/her successor is duly elected and assumes office.

Section 4.9 Recall. A Recall Election may be instituted by a petition signed by ten percent (10%) of the eligible voting members of District Branch for the position in question or by petition signed by two-thirds (2/3) of the members of Council. The petitioners shall set forth the reasons for initiating the petition and this shall be forwarded to the Secretary with a copy to the officer in question. Any elected member of Council may be recalled. A Recall Election petition must be submitted to a member of Council who must verify its validity. That member of Council must report the receipt of a valid petition for recall at the next available meeting of Council. A Recall Election must then be held within thirty (30) days of the report to Council of a valid Recall Petition. A Recall Election shall be conducted as a mandatory Special Election. Recall shall be effective if sixty percent (60%) of the eligible voters voting in the Recall Election favor the recall. The Recalled Member of Council shall be removed from office upon receipt and acceptance by Council of the report of the Teller's Committee appointed for that election.

Section 4.10 Vacancies. Vacancies among the officers shall be filled as follows:

- (a) President. If the office of President becomes vacant, the President-Elect will become Acting President for the remainder of the year and then will begin his/her term as President.
- (b) President-Elect. If the office of President-Elect becomes vacant prior to the expiration of an incumbent's term of office, the Council shall promptly hold a special election wherein the voting members of the District Branch shall elect a person to fill the vacancy for the unexpired term of office.
- (c) Secretary. If the office of Secretary becomes vacant prior to the expiration of any incumbent's term of office, the Council shall appoint a person to fill the vacancy for the unexpired term of office.
- (d) Treasurer. If the office of Treasurer becomes vacant prior to the expiration of an incumbent's term of office, it shall be filled by the Treasurer-Elect who shall complete the unexpired term and then

shall serve the term as Treasurer for which he or she was elected. If there is no Treasurer-Elect to fill a vacancy for Treasurer, the Council shall promptly appoint a person to fill the Treasurer's vacancy for the unexpired term of office and at the next regularly scheduled election the voting members of the District Branch shall elect a Treasurer.

(e) Treasurer-Elect. If the office of Treasurer-Elect becomes vacant prior to the expiration of any incumbent's term of office no one shall be appointed to fill the vacancy prior to the next regularly scheduled election for that position.

(f) Representative to the Assembly. A vacancy in any position of Representative to the Assembly of the Association shall be filled by an appointee of the Council until the next election for officers of the District Branch at which time the voting members of the District Branch shall elect a person to fill any unexpired term of office remaining for the vacated position

(g) Other Vacancies. A vacancy in any position of Councilor shall be filled by an appointee of the Council until the next election for officers of the District Branch at which time the voting members of the District Branch shall elect a person to fill any unexpired term of office remaining for the vacated position.

CHAPTER FIVE. REPRESENTATIVES

The District Branch shall be represented at the meetings of the Assembly of District Branches of the American Psychiatric Association and the Area Council by Representatives. Such Representatives shall be elected as other officers of the District Branch and shall serve for a term of four years or until a successor is elected. When appropriate, such Representatives shall be instructed by Council and/or District Branch as to its wishes on various matters. Representatives shall submit reports to the District Branch on the activities of the Assembly and the Area Council.

CHAPTER SIX. COMMITTEES AND OTHER ORGANIZATIONAL ENTITIES

Section 6.1 Each year the President then in office shall appoint the members of the following Constitutional Committees and shall indicate who shall be the Chairperson of each such Committee:

- a. Membership Committee
- b. Ethics Committee
- c. Tellers Committee
- d. Newsletter Editorial Committee
- e. Nominating Committee

Section 6.2 Except as otherwise provided in these Bylaws, there shall be such standing committees, ad hoc committees, councils, and commissions as the President may designate. Ad hoc committees, when appointed, shall act no longer than through the next Annual Meeting of the District Branch.

Section 6.3 The President shall appoint the Chair of all Constitutional Committees, all ad hoc committees, commissions and task forces. The Chair of each committee, commission and task force shall appoint the members of same, in consultation, and with the approval of the President.

Section 6.4 Persons who are not members of the District Branch may be designated as advisors or consultants to Committees.

Section 6.5 There shall be an eight (8) year maximum for consecutive service as a Chair of a committee, following which there must be a minimum of two (2) years rotation off as Chair. In individual cases, Council may extend this maximum. There shall be no maximum for consecutive service as a member of a committee. The foregoing shall also apply to commissions, task forces, and other appointed components of the District Branch. The term of every member and chair of every District Branch Committee expires on the date of adjournment of the Annual Meeting of the Association.

Section 6.6 Sections. To provide members of the District Branch with an opportunity to express and further develop their interests in special areas of psychiatry, Sections may be established by (a) direction of the Council, or (b) the Council's granting a written petition from fifteen (15) or more voting members of the District Branch in good standing setting forth the name and purpose of each Section.

(a) Sections may conduct such meetings and other activities as may contribute to the special interest of a Section.

(b) Membership in any Section shall be open to any member of the District Branch in good standing. An announcement from the Secretary to the District Branch membership shall be transmitted each May setting forth the purposes, goals and officers of the various Sections and inviting applications to membership in the Sections. The Secretary of each Section shall supply information needed for such purposes and other appropriate information to the Secretary of the District Branch immediately after annual elections are held.

(c) Each Section shall elect from its eligible membership a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer. These officers shall constitute the Executive Committee. Additional members may be added to the Executive Committee by a majority of the voting members of a Section. Executive Committee members shall be elected by members of a Section in the same manner and at the same time as the Officers of the District Branch. Members of an Executive Committee may be re-elected for two (2) additional successive terms. Each Executive Committee shall be empowered to carry on the affairs of its Section in compliance with the District Branch Constitution, Bylaws, and Standing Rules and Procedures of the Council of the District Branch.

(d) The Chairperson of a Section may present to the President of the District Branch on or before March 1st each year a proposed budget for mailing costs for his or her Section covering the ensuing year beginning on or about May 1 st. The proposed budget of a Section, upon approval of the President of the District Branch, shall be submitted to the Council in April of each year, together with the proposed budget of the District Branch as required by the Standing Rules and Procedures of the Council. The Council may allocate funds, personnel or other facilities of the District Branch from time to time as it deems advisable to facilitate the activities of Sections.

(e) Sections may fix such dues or other fees as are approved by a - majority vote of the Section's membership by secret ballot.

(f) Each Section shall have the power to determine appropriate action concerning Section membership status as affected by nonparticipation, delinquency in dues, and reinstatement of suspended or terminated members.

(g) A Section may nominate as Section associate, individuals not members of the District Branch whose special skills, knowledge or occupation is of value in contributing to the professional activities of the Section, subject to approval of the Council. Such associates shall be without vote.

Section 6.7 Committee and Section Chairpersons may be invited to attend Council meetings and shall make reports on Section activities when requested by Council. Where there is any question about the appropriateness of any action under consideration by a Committee or Section, the Committee or Section Chairperson shall request the President of the District Branch to place the matter before the Council for review and consideration.

Section 6.8 Except as otherwise provided in these Bylaws, no member of the District Branch or an organizational unit 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 Council.

CHAPTER SEVEN. ETHICS COMPLAINTS AND DISCIPLINARY PROCEDURES

Section 7.1 Code of Ethics. All members of the District Branch shall be bound by the ethical code of the medical profession, specifically defined in the Principles of Medical Ethics of the American Medical Association and in the Association's Principles of Medical Ethics With Annotations Especially Applicable to Psychiatry.

Section 7.2 Ethics Complaints. Complaints charging members of the District Branch with unethical behavior or practices shall be investigated, processed, and resolved in accordance with legal requirements and procedures approved by the Assembly and the Board of Trustees of the Association. The name of a member who resigns during an ethics investigation will be reported to the membership.

CHAPTER EIGHT. REGIONS

Section 8.1. The District Branch shall be divided into geographical areas, to be called "Regions" for the purpose of electing representatives to Council, and for the purpose of facilitating regional activities consistent with the objectives of the District Branch. Regional governance and activities shall be consistent with all sections of the Association Assembly Procedure Code and Association Bylaws applicable to District Branch Chapters.

Section 8.2 Regions are geographic subdivisions of the Southern California Psychiatric District Branch. They may express their views before the District Branch and the Council. Regions may not take independent positions on issues of District, State, or National relevance, nor engage in activities which violate District Branch rules, policies, or practices. T

Section 8.3. All members in good standing of the District Branch shall be members of a Region. Region membership will be determined by the member's voting address, which will be the same as their principal work address, unless the member requests in writing to the Secretary of the District Branch that a secondary work address or home address be the voting address. District Branch members whose principal work address is outside the jurisdiction of the District Branch, but who live within District Branch' jurisdiction, and District Branch members who have retired from practice will be considered members of the Region in which they reside. A member moving to a new location with a voting address in a different Region will automatically become a member of a new Region.

Section 8.4. Regions may designate their representatives to Council by other additional titles such as "President" or "Vice-President" should they so determine. Regions may form program committees and other committees to further their activities. Regions may elect alternate representatives to Council. Alternative representatives will have all powers and responsibilities of Regional Councilors when representing their Region in the absence of the Regional Councilor. Council shall from time to time devise

procedures for electing alternate Regional Councilors.

Section 8.5. Regions may form such committees as desired by the officers and the members. Regions shall have equal representation on all District Branch committees insofar as possible, the members of which shall be chosen by the District Branch President or Council from nominees including those submitted by Councilors representing that region.

Section 8.6. All meetings of each Region shall be open to attendance by any member of the District Branch. Each Region shall have sufficient meetings to conduct necessary business and to further the goals of the Chapter and the District Branch. No meeting shall be scheduled by a Region which conflicts with a meeting of the District Branch or its Council.

Section 8.7. A Region may provide such programs and activities as it deems of value and benefit to its members. Regions may set voluntary dues and fund raising to finance their programs and activities. There shall be no imposition of required dues or assessments at the Region level.

CHAPTER NINE. AMENDMENTS OF THE BYLAWS

Amendments to the Bylaws may be initiated by a majority vote of members present at a business meeting of the District Branch, a quorum being present. The Council will, at its next regular meeting, make a recommendation about the proposed amendment. Council may also originate amendments by three fourths vote of its members. The Secretary will then transmit a ballot to all members, including the full text of the proposed amendment, the recommendation about it made by the Council, and stating the date on which the ballots are to be counted. Transmission to or from members eligible to vote of proposed amendments to the Articles of Incorporation or to the Bylaws and/or of the written ballots to vote on such amendments may be by mail and/or by electronic transmission as approved by the SCPS Council and as authorized by California law. The amendment will become effective, if approved by a majority of the mail ballots returned by the specified tabulation date. An amendment to these Bylaws may alternatively be approved by a two thirds vote of the eligible voting members of a regular membership meeting at which a quorum is present.