



AMENDED AND RESTATED BYLAWS OF  
CATHOLIC PSYCHOTHERAPY ASSOCIATION  
(a Georgia nonprofit Corporation)

ARTICLE I – MISSION

**1.1 The Mission.** The mission of the Catholic Psychotherapy Association, Inc. (the “Association”) shall be to support mental health practitioners by promoting the development of psychological theory and mental health practice, which encompasses a full understanding of the human person, family, and society in fidelity to the Magisterium of the Catholic Church as taught by the Catholic Church.

ARTICLE II – OFFICES

**2.1 Principal Office.** The Association's principal office shall be located in the State of Georgia.

**2.2 Other Offices.** The Association may have other offices at such other places, within or outside of Georgia, as the Board of Directors may from time to time approve by vote or as the business of the Association may require.

ARTICLE III – MEMBERS

**3.1 Criteria for Membership.** The criteria for membership in the Association shall include

- a. Adherence of ongoing support of and fidelity to the teaching of the Magisterium of the Catholic Church in both one’s personal and professional life, with exceptional attention to her social and ethical teachings, including the sanctity of life from conception to natural death and the Church's teaching on marriage and the family.;
- b. Support of the Mission of the Catholic Psychotherapy Association; and
- c. Successful completion of the application process established by the Board of Directors.

**3.2 Application to Membership.** Applications for membership into the Association shall be reviewed and either approved or denied by the staff of the Association. Appeals of the decisions made by CPA staff shall be presented to the Membership Committee Chair within ten (10) useful days after notification that membership has been denied, stating the reasons for the



appeal. The Membership Committee Chair will facilitate the appeal and present all pertinent documents to the Board of Directors for a decision. Their decision shall be final

**3.3 Classes of Membership.** There are presently seven (7) classes of members: Clinical, Academic, Student, Affiliate, Ecclesial, Friends of CPA, and Sponsor. The number of classes of membership may be increased or decreased occasionally as deemed necessary by the Board of Directors within the parameters set by the Articles of Incorporation.

a. **Professional Membership:**

- i. **Clinical Members.** Clinical Members shall be Catholic individuals who possess a graduate degree in a mental health field and, where applicable, are licensed or certified by their state or province, or are working toward such, to practice in a mental health profession.
  - ii. **Academic Members.** Academic Members shall be Catholic individuals who possess a graduate degree in a mental health field, social sciences, philosophy, or theology. These members have a primary role in teaching/instruction, research, consultation, and scholarly writing.
- b. **Student Members.** Student Members shall be Catholic individuals enrolled in an undergraduate or graduate degree program in the mental health field or social sciences. A member in this category cannot work independently in a clinical capacity.
- c. **Affiliate Members.** Affiliate Members shall be persons who do not meet the criteria for Clinical, Academic, or Student membership but who otherwise meet the general criteria for membership. Affiliate Members shall include, but are not limited to, Bachelor level professionals, para-professionals, spiritual directors, chaplains, and non-Catholics who are not publically or actively working against the mission of the CPA.
- d. **Emeritus Members.** Former Professional Members who are no longer actively providing clinical or consultation services nor employed in teaching or research or otherwise conferred by the Board in an honorific manner.
- e. **Ecclesial Members.** Ecclesial Members shall be US and International Catholic Bishops or their delegate.
- f. **Sponsor Members.** Sponsor Members shall be religious, charitable, or educational organizations, which may include Dioceses, commercial businesses, and other non-profit organizations that meet the general criteria for membership.



- g. **Friends of CPA.** Friends of CPA shall be other interested individuals who support the mission of the Catholic Psychotherapy Association. These members are permitted journal access.

**3.4 Other Membership Distinctions.** The following categories are defined for the purposes and needs of the association.

- a. **International members.** International Members shall be Catholic individuals who have a primary residence, for a majority of the year, in a country other than the United States of America, possess an equivalent degree in the mental health field, and hold to the regulations of their country/ province of training and residence.
- b. **Clergy and Religious members.** Members in this category shall be Catholic individuals who have been ordained or taken vows.

**3.5 Rights and Privileges of Members.** Professional, Emeritus, and Student Members have general voting privileges. Professional and Emeritus Members are eligible to serve as Officers on the Executive Committee as President, Past-President, and President-Elect.

**3.6 Membership Renewal:** Membership renewal shall be annual. At Membership renewal, members shall reaffirm with an attestation statement their agreement to follow the Mission Statement and the Code of Ethics of the Association.

**3.7 Termination of Membership.**

- a. Membership in the Association may be terminated for reasons including, but not limited to:
  - i. Death or termination of legal existence;
  - ii. Non-payment of dues in a given year;
  - iii. Resignation of a member;
  - iv. Failure to adhere to the association's Mission Statement;



- v. Persistent and notorious moral conduct that causes scandal;
  - vi. Persistent disruption of Association programs and activities, or otherwise persistently refusing to uphold standards of civil discourse within the Association;
  - vii. Outrightly calumnious and unjustified public attacks upon the Association, its leadership, or its membership;
  - viii. Failure to adhere to the Association's Code of Ethics.
- b. The process of investigations for terminations shall begin with the Membership Committee. Once the allegation is received, the Membership Committee will request a consultation with the Ethics Committee within a reasonable timeframe. The Ethics Committee shall present its findings to the Membership Committee Chair within thirty (30) useful days. The Membership Chair, with the opinion of the Ethics Committee and any other useful information from the investigation, makes their determination in the affirmative or negative by a majority vote.

A terminated member may appeal the decision of the Membership Committee within ten (10) useful days to the Board of Directors by written notice to the President. The Board of Directors shall review the appeal and either confirm or reverse the decision of the Membership Committee by a majority vote. This decision shall be final, unless a new allegation emerges or new information comes forward

**3.8 Resignation of Member.** Members can resign at any time throughout the year. Resignations shall be submitted in writing to the CPA Staff and shall be effective as of the date received. CPA Staff shall notify the Membership Chair of their resignation.

**3.9 Dues.** The Board of Directors may determine the amount of application fees, if any, and the members' annual membership dues payable to the Association. The Board of Directors shall also have the right to impose general or special assessments.



## ARTICLE IV – MEETINGS OF MEMBERS

**4.1 Annual and Additional Meetings.** The annual meeting shall consist of one or more business meetings as determined by the Board of Directors. Interim meetings may be held at appropriate intervals between annual meetings as determined by the Board of Directors.

**4.2 Special Meetings.** Special meetings of the members may be called by the President or the Board of Directors or by not less than one-tenth (1/10) of the members having voting rights.

**4.3 Place of Meeting.** The Board of Directors may designate an annual or special meeting location. The annual meeting of the members of the Association shall be at a time and place designated by the Board of Directors.

**4.4 Notice of Meetings.** Written notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, by mail, facsimile, or electronic mail to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, at the direction of the President, the Secretary or the Board of Directors.

In case of a special meeting or when required by statute or these Bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail with postage thereon prepaid, or by facsimile or electronic mail, when transmitted to the member at his or her number or e-mail address as it appears on the Association's membership records.

**4.5 Informal Action by Members.** Any action required to be taken at an annual meeting of the members or any action which may be taken at an annual meeting of the members may be taken without a meeting, if a ballot in writing or by electronic transmission, setting forth the action to be taken, indicating the quorum and approval requirements, and specifying the time by which a ballot must be received by the Corporation to be counted, shall be delivered to every member entitled to vote on the matter. The number of affirmative votes cast by such ballot equals or exceeds the number of votes required to approve the action at a members' meeting.

**4.6 Quorum.** Members holding one quarter (1/4) of the votes which may be cast at any meeting shall constitute a quorum. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice.



**4.7 Open Meetings.** The Membership Meetings of this Association are open to all members and other persons. Upon proper application and payment of fees, any member or other person may attend any Membership Meeting. Members of the Association shall have preference if the meeting site imposes restrictions on attendance.

## ARTICLE V – DIRECTORS

**5.1 Board of Directors.** The general governance of this Association shall be vested in its Board of Directors, who shall manage in accordance with the purposes, principles, Code of Ethics, and other requirements of these Bylaws and the Articles of Incorporation.

- a. **Number.** The number of the Association's Board of Directors shall be as set forth in the Articles of Incorporation. It may be increased or decreased occasionally as deemed necessary by the Board of Directors within the parameters set by the Articles of Incorporation.
- b. **Qualifications.** Members seeking nomination shall be reviewed for the following qualifications by the Nominating Committee. Members seeking nomination shall be notified of the determination of the Nominating Committee.

Within ten (10) useful days from the date of such notification to the member, a member may appeal the determination made by the Nominating Committee by written notice to the President, and the decision of the Board of Directors shall be final.

- i. **Membership.** Immediately prior to nomination to the Board of Directors, a potential candidate shall have two years of uninterrupted membership in the association with at least one year as a member with voting rights as defined in Section 3. of these Bylaws.
- ii. **Annual Conference.** A potential candidate must have attended at least one of the three prior national conferences of the Association, either in-person or virtually.
- iii. **Letter of Intent & Endorsements.** A potential candidate (or board member seeking re-election) must present a letter of intent and endorsement to the Nominating Committee. The Board of Directors shall approve the format, specific requirements, and rubric of the Letter of Intent and Letters of Endorsement.



1. Completed application
2. Letter of Intent must include positive details of verifiable evidence of his or her past and current service to the Association or other organizations. The Nominating Committee shall verify such service as part of the vetting process.
3. Three letters of endorsement
  - a. By a member with voting rights as defined in Section 3.3 of these Bylaws.
  - b. By a current member of the Board of Directors, the Chairperson of a standing or 'ad-hoc' committee, or the Chairperson of a Special Interest Group (SIG).
  - c. By a colleague, a parish priest. For clergy members, Bishop or Superior at their current diocese, or Ordinary or Superior.
- iv. Evidence of Service. Membership on the Board of Directors requires
  1. A minimum of 10-20 per month. The time will vary depending on the committee you oversee and the time of year.
  2. Monthly attendance at board meetings
  3. Attendance at the Fall and Spring Board Retreats.
  4. Committee work, a willingness to take leadership in the Association.
- v. Exclusions. Members with a history of disciplinary actions by a licensing or certification board or professional association will require documentation of rectification of the cited disciplinary action provided directly from the disciplinary body to the Nomination Committee in order to be considered a potential candidate by the Nominating Committee. This would include canonical sanctions or boundary violations.



- vi. **Waivers.** From time to time, the Board of Directors may issue a waiver to a potential candidate of any of the Qualifications or Exclusions. Such action would require the Board of Directors affirmative two-thirds (2/3) vote.

**5.2 Executive Committee.** The Executive Committee shall consist of the Past President, the President, and the President-Elect. The Executive Director sits ex officia on the Executive Committee.

### **5.3 Election and Term.**

- a. **Term.** At the first annual meeting of the Board of Directors, the number of the Directors shall be divided into three (3) equal groups, with each group containing one-third of the total, as nearly equal in number as possible.

The term of the Directors in the first group shall expire at the first annual meeting of the members after their appointment. The term of the Directors in the second group shall expire at the second annual meeting of the members after their appointment. The term of the Directors in the third group shall expire at the third annual meeting of the members after their appointment.

Thereafter, each group of Directors shall serve three-year terms. Directors may serve unlimited successive terms. The term of newly elected Directors shall begin at the end of the last regularly scheduled Board meeting of the calendar year in which they were elected or the beginning of the first such meeting of the following calendar year, as determined by the Board of Directors.

- b. **Nomination and Ratification.** Each year, the Nominating Committee shall establish a slate of Directors for presentation to the Board of Directors. Ratification of the presented candidates requires an affirmative vote of a simple majority of the Board of Directors. Once the slate of candidates has been ratified, the Nominating Committee shall present the slate to the required Association members who have voting rights.
- c. **Voting Procedures.** The Board shall conduct elections in a manner that safeguards the integrity of the process and allows for the results of the election to be determined before the conclusion of the Annual Meeting of the members. At this time, the terms of





the newly elected Directors will commence. Voting may be conducted by ballot in the manner described in Section 4.5 of these Bylaws. The Board may determine special laws regarding voting when needed.

- d. **Election by Members.** Each member may cast a number of votes equal to or less than the number of Directors whose terms are expiring, but each member may cast only one vote per candidate. The candidates who receive a majority of the votes cast by the members shall be elected as Directors to succeed those whose terms expire. No individual shall be elected as a Director without prior consent. Elected members shall be notified within ten (10) useful days from the closure of the election by the nominating committee, and Elected members shall have ten (10) useful days to accept the nomination in writing.
- e. **Extended Terms.** The term of a Director currently serving as President or President-Elect may be extended for such period as is necessary to permit such Director to complete his or her service.

**5.4 Removal; Vacancies.** The Board of Directors may remove any Director, with cause, only at a meeting called for that purpose. Notice of the meeting must state that the purpose, or one of the purposes, of the meeting is to consider the removal of a Director. The removal of a Director shall be effective only upon the affirmative vote of a majority of the remaining Directors.

The Director to whom the decision binds may ask the Board to reconsider their decision within ten (10) days. The Board shall have thirty (30) days to consider the request for reconsideration. This decision shall be final.

A vacancy on the Board of Directors, including a vacancy resulting from the removal of an elected Director or an increase in the number of Directors, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors, and may, in the case of a resignation that will become effective at a specified later date, be filled before the vacancy occurs, the new Director may not take office until the vacancy occurs.

**5.5 Meeting.** The Board of Directors may hold regular or special meetings at such place, either within or without the State of Georgia, as may be provided in the notice of the meeting and approved by the President. Meetings can be held synchronously on a platform such as Zoom. If



no such place is designated in the notice of a meeting, it shall be held at the Association's principal office.

**5.6 Notice of Meetings.** Notice of meetings of the Board of Directors shall be given to each Director not less than twenty-four (24) hours before the meeting by delivering the notice to the Director in person or to the Director's residence, business address, or such other place as indicated by the Director in writing. Notice can be sent via mail, electronic mail, messenger, telecopier, facsimile, or other means of written communication and telephoning such notice to the Director. Any such notice shall set forth the time and place of the meeting.

**5.7 Waiver of Notice.** A Director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to giving such notice. Except as provided in the next paragraph of this section, the waiver shall be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records.

A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

**5.8 Quorum; Voting.** A majority of the Directors fixed in these Bylaws shall constitute a quorum for the business transaction at a Board of Directors meeting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless the Director (i) objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting; or (ii) votes against, or abstains from, the action taken.

**5.9 Telephonic Meetings.** The Board of Directors may permit any or all Directors to participate in regular or special meetings by or conduct the meeting through any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed present in person at the meeting.



**5.10 Action Without Meeting.** Action required or permitted to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each Director either before or after the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last Director signs the consent unless the consent specifies a different effective date and states the date of execution by each Director. In this event, it shall be effective according to the terms of the consent.

**5.11 Compensation and Expenses.** No Director shall be entitled to any direct or indirect compensation related to that person's services as a Director. A Director may be reimbursed for any out-of-pocket expenses incurred on behalf of the Association or in connection with the transaction of the Association's affairs and approved for reimbursement by the Board of Directors or any committee of the Board of Directors specifically authorized to grant such approval.

## ARTICLE VI – COMMITTEES

The Association shall have two (2) standing committees: the Membership Committee and the Nominating Committee. Additional committees shall be determined as needed.

**6.1 Membership Committee.** The President of the Association shall appoint the Chairperson of the Membership Committee out of an elected member. At least two additional members shall serve on the Committee at the pleasure of the Board of Directors.

The Membership Committee has two (2) significant functions:

- a. This committee shall review new membership applications. Solicit from eligible Association members, interest in becoming a member of the Board of Directors.
- b. The committee will make decisions related to the suspension or termination of current members.

**6.2 Nominating Committee.** The President of the Association shall appoint the Chairperson of the Nominating Committee. At least two additional members shall serve on the Committee at the pleasure of the Board of Directors. Members who are seeking election or re-election to the Board of Directors and the President-Elect may not serve on the Nominating Committee. The Nominating Committee shall annually select a slate of no fewer than three (3) and no greater



than six (6) candidates who are members of the Association and eligible to serve on the Board. Both current Directors and voting members of the Association are eligible for nomination. The Nominating Committee shall present the slate of candidates to the Board of Directors for ratification and the ratified slate to the Association's members who have voting rights.

**6.3 Advisory Committee.** The Advisory Committee is not a standing committee. Instead, with the consent of the Board of Directors, the President shall occasionally appoint prominent Catholic scholars or practitioners and others involved in the field of psychology or related disciplines to an Advisory Committee to provide advice and assistance in the direction of the Association.

**6.4 Committees.** The Board of Directors may create one or more additional committees and appoint members to serve on them. Each committee shall have three or more members who serve at the pleasure of the Board of Directors. The creation of a committee and the authority granted to the committee shall be approved by a majority of Directors in office when the action is taken. A committee member shall serve for a term of three (3) years, or until his or her successor is appointed, unless the committee is terminated, or the member is removed from the committee, or the member ceases to qualify as a member of the Association. Committee appointments shall take place at regular meetings of the Board of Directors.

**6.5 Sub-Committees.** A sub-committee is a subdivision of a committee that is assigned a portion of the committee's jurisdiction, holds meetings, and reports to the committee. Sub-committees can be deemed necessary and appointed by the Committee Chair.

**6.6 Operations.** The Board of Directors has fiscal responsibility for the operation of each Committee. All proposed expenditures or significant use of any of the Association's resources shall be submitted for review and approval by the Board of Directors. Each Committee may be granted an annual operating budget following the due process of review and approval given above. Prior to the Annual Meeting of the Association's membership, all budgets must be reviewed and renewed or at another time if so directed by the board. Additional review of the Association's allocated budgets occurs at all Board of Directors meetings.

**6.7 Committee Meetings; Miscellaneous.** The provisions of these Bylaws, which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, shall also apply to Committees.



## ARTICLE VII – OFFICERS AND CHAPLAIN

7.1 **Officers.** The officers of the Association shall be a President-Elect, President, Past-President, Secretary, and Treasurer. At the discretion of the Board of Directors, other officers may be established so as to carry on the business of the Association. The same person may hold two or more offices, excluding the offices of President-Elect, President, and Past-President.

7.2 **Election and Term of Office.** Officers shall be members of the Board of Directors and, except for the President and Past-President, shall be elected by the Board of Directors. Except with regard to filling vacancies, the election of officers shall take place at the Board of Director's last regularly scheduled meeting of the calendar year or as soon thereafter as practicable. Each officer shall hold office according to the tenure for that office, or until the Director's term expires, or until a successor has been duly elected and qualified.

Notwithstanding the foregoing, the term of a Committee Director who is also nominated as President-Elect shall be extended for such period as is necessary so as to permit the Committee Director/President-Elect to complete Committee service. Correspondingly, the terms of the President and Past-President shall be extended for such period as is necessary to permit such director to complete his or her service as Past-President of the Association.

Unless specified otherwise in these Bylaws, the terms of those elected shall begin at the end of the Board of Directors last regularly scheduled meeting of the calendar year in which they were elected or at the beginning of the first such meeting of the following calendar year.

7.3 **Removal.** An officer may be removed by a majority vote of the Board of Directors.

7.4 **Vacancies.** A vacancy in any office because of death, resignation, disqualification, termination, or otherwise may be filled by the Board of Directors for the unexpired portion of the term. A Director serving in a vacancy is eligible to seek nomination and be elected to that office following completion of the remainder of the vacated term.

7.5 **President-Elect.** The President-Elect shall hold office for a term of one (1) or two (2) years, as determined at the discretion of the Board of Directors. The President-Elect shall handle the executive functions of the Association in the President's absence and shall perform all other functions assigned by the President and these Bylaws. After completing a term of service as



President-Elect, a Director shall serve as President for one term and thereafter as Past-President for one term.

**7.6 President.** The President shall hold office for the term of twelve (12) to twenty-four (24) months, as determined at the discretion of the Board of Directors. The President shall preside at all meetings of the members, shall serve as the Chief Executive Officer and Chairperson of the Board, and shall carry out all the executive functions of the Association. The President shall appoint the chairpersons of all committees. The President shall convey the office of Presidency to the President-Elect at the end of the President's term, and thereafter, the President shall serve as the Past-President.

**7.7 Past-President.** The Past-President shall hold office for the term of one (1) or two (2) years, as determined at the discretion of the Board of Directors. The Past-President shall serve as a consultant to the new President as requested. The Past-President shall convey the office of Past-Presidency to the President at the end of the President's term.

**7.8 Secretary.** The Secretary shall serve for a term of three (3) years. The Secretary and the President shall handle the Association's correspondence and record-keeping. The Secretary shall take minutes at all Association meetings. The Secretary will collect and count ballots in all Association's elections or referenda provided for in these Bylaws or which is authorized by the Board of Directors.

**7.9 Treasurer.** The Treasurer shall serve for a term of three (3) years. The Treasurer shall handle financial disbursements, maintain financial records, and collect membership dues from Association members.

**7.10 Chaplain.** The Chaplain shall serve for a term of three (3) years with the option to terminate early or be offered an extended term. The Chaplain is appointed to the Board by the President with input from the Board of Directors. The Chaplain must be a priest in good standing with a letter of recommendation and consent of his Ordinary or Superior. The Chaplain, who does not hold voting rights during this tenure, serves as an Advisory Member to the CPA Board. A Chaplain may be reimbursed for his expenses with Board approval.

**7.11 Member at Large** A Member at Large shall serve for a term of three (3) years. A Member at large is a position on the Board of Directors used to fill the evolving needs of the Association.



7.12 **Executive Director:** The Executive director reports directly to the board and is responsible for carrying out the board's decisions. The Executive director is also involved in the day-to-day management of the organization.

7.13 **Compensation.** Officers shall not receive any compensation for their services; however, reasonable expenses associated with the execution of duties may be reimbursed, provided such expenses are submitted in advance and approved by the Chairperson of the Board.

## ARTICLE VIII – CONFLICTS OF INTEREST

8.1 **Duty of Directors, Officers, and Employees.** The Directors and employees of the Association shall exercise the utmost good faith in all transactions related to the Association's duties and property. In their dealings with and on behalf of the Association, Directors, and employees are bound to the teaching of the Catholic Magisterium, with attention to honesty and fidelity. Directors and employees shall not use their positions, information, or knowledge in any way that could create an employee conflict of interest that may arise between the Association, the membership, the public, and the Director or employee.

8.2 **Interest.** A Director or employee shall be deemed to have an interest in a contract, transaction, or other arrangement or in the same or related business as the Association. This interest is also present when the Director or employee is a director, trustee, officer, or general partner or has a material financial or influential interest in an entity contracting or dealing with the Association. Relationships and dealings of the Association with corporations, partnerships, joint ventures, or other entities owned, controlled, or managed by the Association shall not constitute interests under this Article.

8.3 **Full Disclosure.** Each member of the Board of Directors, employees, and committee members shall complete the Conflict-of-Interest form annually. The Conflict-of-Interest form, completed by the Board of Directors, committee members, and employees, identifies previous and current involvements with other organizations and business relationships. The association shall hold the conflict of interest form for a period of five (5) years.

Directors and employees that have an interest in a contract, transaction, or arrangement shall be presented to the Board of Directors for consideration, authorization, approval, discussion, or ratification. Directors and employees that engage in contracts, transactions, or arrangements



shall make prompt disclosure of the interest to the Board of Directors at the next scheduled meeting, or before the Board of Directors takes action on such contract, transaction, or arrangement. Such disclosure shall include any relevant and material facts known to the Director or employee that are an interest and have an impact on the Association.

#### **8.4 Standards and Procedures.**

- a. The Board of Directors shall determine after discussion and review and by a majority vote as to whether the disclosure indicates a conflict of interest exists or can reasonably be construed to exist.
- b. The Board of Directors may request the person to provide factual information regarding the potential or actual conflict of interest in the form of the proposed contract, transaction, or arrangement.
- c. If deemed appropriate, the Board of Directors may appoint a non-interested person, committee, or subcommittee to investigate options and/or alternatives to such proposed contract, transaction, or arrangement.
- d. If a conflict of interest is deemed to exist, the Director having the conflict of interest shall not participate or attend, vote on, or use any personal influence in connection with the discussions, deliberations, or voting related to such contract, transaction, arrangement or related matters affecting the Association.
- e. A quorum is needed at any meeting of the Board of Directors where such contract, transaction, arrangement, or related matters are being discussed or voted upon. A quorum shall be the majority of Directors who have no direct or indirect personal interest in such contract, transaction, or arrangement. This quorum shall vote to authorize, approve, or ratify such contract, transaction, or arrangement.
- f. In order to approve such contract, transaction, or arrangement, the Board of Directors must first find, by a majority vote of the aforementioned quorum, that
  - i. the proposed contract, transaction, or arrangement is in the Association's best interest and for its own benefit and
  - ii. the proposed contract, transaction, or arrangement is fair and reasonable to the Association.





- g. The minutes of the meeting shall reflect the disclosure made, those Directors present for the discussion and vote, the content of the discussion, the vote thereon (including any roll call), and, where applicable, the abstention from voting and participation, and that a quorum was present. The Association shall keep minutes of the discussions and deliberations as part of the minutes of the Association.

**8.5 Corrective and Disciplinary Action.** Violation of the Conflict of Interest policy shall be deemed a serious matter and may constitute the removal or termination of a Director or employee.

#### ARTICLE IX - CODE OF ETHICS

9.1 The Board of Directors are servants of the Catholic Psychotherapy Association and its Mission. The Board supports the Association's Code of Ethics.

9.2 The Board of Directors will speak with one voice. Only persons designated by the President or collectively by the Board of Directors may speak on behalf of the Board to the membership or the public to represent the Board's official position. Once a decision is made, it is only up for discussion under the outlined methodology.

9.3 All Directors will contribute to the business of the Association and Board activities as established and expected.

9.4 Directors are expected to attend meetings regularly. Directors shall contact and inform the President or Membership Chairperson if absence is expected.

9.5 Directors shall contribute to an environment that reflects Catholic values of generosity, charity, respect, humility, and courtesy.

9.6 Directors shall follow the acceptable, orderly format established by the Board of Directors.

9.7 Directors shall incorporate the Catholic Faith professionally and personally.



## ARTICLE X – MISCELLANEOUS PROVISIONS

**10.1 Fiscal Year.** The Board of Directors shall determine the Association's fiscal year, but in the absence of any determination, it shall be the calendar year.

**10.2 Interpretation.** For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in the other gender.

**10.3 Amendments to Bylaws.** The Bylaws shall be reviewed every two years or as needed and done by a committee appointed by the President. Any changes made to the Bylaws must be discussed and approved by a majority vote of the Board of Directors at a regularly scheduled meeting.

These Bylaws may be amended or repealed, and new Bylaws may be made by the affirmative vote of a majority of the number of Directors then serving on the Board at a meeting of the Board of Directors for which three (3) weeks' notice is given of such intended action.

*Amended as of March 15, 2012.*

*Amended and Restated as of March 20, 2015.*

*Amended and Restated as of July 17, 2015.*

*Amended and Restated as of September 20, 2019.*

*Amended and Restated as of August 20, 2021.*

*Amended and Restated as of November 17, 2023*