

BYLAWS OF THE AMERICAN SOCIETY FOR ADOLESCENT PSYCHIATRY

As Adopted, May 17, 2019

ARTICLE I: NAME

The name of the organization shall be the AMERICAN SOCIETY FOR ADOLESCENT PSYCHIATRY. The abbreviation of the name shall be ASAP.

ARTICLE II: ASAP PURPOSES

The purposes of ASAP are:

- a. To provide a national forum for the enhancement and dissemination of the knowledge and skills of physicians and mental health professionals, through local, regional, and national educational and scientific programs;
- b. To support the publication of clinical and scientific materials related to adolescent mental health and adolescent psychiatry; and psychiatric issues of adolescents and emerging adults;
- c. To initiate efforts and to cooperate with other organizations concerning the mental health on behalf of adolescents' and emerging adults' mental health.

ARTICLE III: MEMBERSHIP

3.1 GENERAL REQUIREMENTS

3.1.1. Categories of ASAP Membership

- a. Regular Members
- b. Associate Members

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- c. Honorary Members
- d. Life Members
- e. Members-in-Training
- f. Organizational Affiliate Members
- g. Senior Psychiatrist Members
- h. Early Career Psychiatrist Members

3.1.2. Except for Associate, Organizational Affiliate, and Honorary Members, every ASAP Member must be:

- a. a member of the American Psychiatric Association (APA) or a member of the Canadian Psychiatric Association (CPA) and not be ineligible for membership in the other, except by reason of domicile or residence; or
- b. be eligible for membership in the APA or CPA, and not ineligible for membership in the CPA or APA, except by reason of domicile of residence

3.1.3. As used in these Bylaws, the term “ASAP Member(s)” refers to person(s) who are regular, associate, honorary, senior psychiatrist, early career psychiatrist, or members-in-training; If an organizational affiliate member, a designated staff member of the affiliated organization.

3.2. REGULAR MEMBERS

3.2.1. Any person who is a psychiatrist meeting the general requirements in Section 3.1.1 of this Article may apply for Regular Membership. Applications for Regular Membership shall be referred to the Membership Committee. If there is a Regional Society in the area where the applicant resides and/or practices, the recommendations of the Regional Society may be requested.

3.2.2. Admission to Regular Membership in ASAP shall occur when the applicant is:

- a. provided with an application developed by the Membership Committee;
- b. recommended for approval by the Membership Committee as having met the qualifications for membership established by these Bylaws and the Governing Board; &

approved by the Executive Committee.

3.2.3. Regular Members shall have all the rights and privileges of membership, including the right to vote, serve on ASAP Councils and Committees, and hold national office in ASAP.

3.2.4. Regular Members shall pay dues in the amount determined by the Governing Board.

3.2.5. At the age of 75, any regular, associate, fellow, or life member will automatically become a “distinguished” member of their respective category, with dues set at 20% of the rate decided that year for members of their membership category under the age of 75.

3.3. ASSOCIATE MEMBERS

3.3.1 An Associate Member shall be a person with education, training, and a post-baccalaureate degree in a mental health or related field.

3.3.2 This includes psychologists, social workers, nurses, mid-level medical practitioners, counselors, non-psychiatrist physicians, and other disciplines as approved by the Governing Board from time to time.

3.3.3 An Associate Member shall be:

- a. licensed to practice in their field; or
- b. a faculty member of an accredited academic institution; or
- c. determined by the Governing Board to have commensurate standing (e.g., through research or publications).

3.3.4 Applications for Associate Membership shall be referred to the Membership Committee.

If there is a Regional Society in the area where the applicant resides and/or practices, the recommendations of the Regional Society may be requested.

3.3.5 Admission to Associate Membership in ASAP shall occur when the applicant has:

- a. completed an application developed by the Membership Committee;
- b. been recommended for approval by the Membership Committee as having met the qualifications for membership established by these Bylaws and the Governing Board;

and

c. been approved by the Executive Committee.

3.3.6 An Associate Member must be a member of his/her discipline's national organization or is not ineligible for membership.

3.3.7 Associate Members are eligible to participate in all ASAP Councils and Committees, but do not have the right to vote or hold national office in ASAP

3.4 HONORARY MEMBERS

3.4.1. An Honorary Member shall be a psychiatrist, physician, a non-psychiatric mental health professional who has made outstanding contributions to adolescent psychiatry, or an individual deemed by the Governing Board as having made extraordinary contributions to ASAP. An invitation to be an Honorary Member shall be approved by the Governing Board.

3.4.2. Honorary Members shall not hold office nor pay dues. An Honorary Member does not receive the publications of the Society except by subscription.

3.5 LIFE MEMBERS

3.5.1. Life Members are those whose years of membership in ASAP, plus age at the start of the fiscal year, equals or is greater than 95. Attainment of Life status shall be upon the Membership Committee's certification that the member has met the foregoing criteria. Life Members are recognized by the conferral of an appropriate certificate.

3.5.2 Life Members are exempt from all except 60% of the relevant ASAP Regular Member dues. Life Members may also be eligible for conference registration rates of 75% the regular ASAP membership charge each year if decided by the Governing Board when the annual meeting budget is set. Life Members will receive all ASAP publications that do not require a subscription and for those requiring a subscription, a discount may be applied at the time.

3.6 MEMBERS-IN-TRAINING

3.6.1 A Member-in-Training (MIT) shall be a physician who has completed at least one year of an accredited residency in psychiatry and who meets the general requirements for membership in Section 3.1 of this Article (except the APA or CPA membership or eligibility shall be for membership-in-training rather than for regular membership).

3.6.2. There is no Member-in-Training category for Associate Members.

3.6.3. Dues for a Member-in-Training are waived the first year of membership. Subsequent annual dues while in MIT status shall then be 20% of ASAP Regular Member dues but may be waived by the membership committee based on existing policies and membership objectives at the time and/or demonstrated involvement in ASAP affairs and meetings.

If a Member-in Training subscribes to any ASAP publications, he/she would be eligible for any applicable MIT subscription discounts in effect at the time.

3.6.4 Members- in- Training may serve on committees and the Governing Board if appointed, the latter being in ex-officio, non-voting capacity. Accordingly, an MIT member cannot be an officer.

3.7 EARLY CAREER PSYCHIATRISTS (ECP)

3.7.1 An Early Career Psychiatrist (ECP) shall be a physician who has completed an accredited residency in psychiatry and/or an accredited post-residency fellowship in an approved psychiatric sub-specialty who is within 5 years post completion of all such training requirements

3.7.2 There is no ECP category for Associate Members

3.7.3 Dues for Early Career Psychiatrists shall be 65% of the ASAP regular Member dues. ECP members have all the rights and privileges of Regular Members.

3.8 SENIOR PSYCHIATRISTS

3.8.1 Senior Psychiatrist members are ASAP members who have reached the age of 65 yet do not meet criteria for Life Member Status.

3.8.2 Senior Psychiatrist members retain all the benefits of regular membership but will pay dues at 65% of the regular membership dues rate until eligible for Life Member Status.

3.8.3 Senior psychiatrists bear complete responsibility for apprising the national office of their age eligibility for the discounted rate.

3.9 ORGANIZATIONAL AFFILIATE MEMBERS

3.9.1. There shall be a category named “ASAP Organizational Affiliate Member,” and those admitted to ASAP membership in this category shall be entitled to designate themselves as “ASAP Organizational Affiliate Members.”

3.9.2 Any psychiatric facility or academic institution serving adolescents may apply to be an Organizational Affiliate Member.

3.9.3 Such facilities shall be:

- a. Accredited by the Joint Commission on Accreditation of Healthcare Organizations (JCAHO) or equivalent certifying organization if located outside the USA,
- b. Have a Medical Director who is an Individual Member in good standing of ASAP,
- c. Be sponsored by an ASAP Individual Member.

3.9.4. Admission to Organizational Affiliate membership shall be by:

- a. Submission of an application for Organizational Affiliate membership to the Membership Committee;
- b. Membership Committee certification that the applicant meets the criteria and recommendation to the Governing Board for approval; and
- c. Approval of membership by the Governing Board.

3.9.5. An application fee and annual dues shall be assessed in the amount determined by the Governing Board. Factors such as how the organizational affiliate will relate to ASAP as well as the number of members enrolled are considered in setting the annual dues.

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of members enrolled are considered in setting the annual dues. Organizational affiliate Members shall be listed in the ASAP Newsletter and the ASAP Directory, and they will receive a copy of each ASAP publication. any ASAP publication or directory that regular members receive which does not require a subscription.

3.7.6. Organizational affiliate members shall not have the right to vote, serve on ASAP Councils and Committees, or hold national office in ASAP unless they subsequently join ASAP as a regular member.

3.7.7. Removal from membership shall occur if the facility institution no longer meets the requirements for organizational affiliate membership (e.g., loss of licensure or accreditation) or for non-payment of annual dues.

3.10 FELLOWS

3.10.1. To be a candidate for the honor of being an ASAP Fellow, the member must have been a member of the American Society for Adolescent Psychiatry (ASAP) for a minimum of eight years and must have been actively involved in the affairs of ASAP, nationally or locally through a constituent society or as a member-at-large.

3.10.2. Active and Life Members may be honored by election to Fellowship. A candidate for ASAP Fellowship shall be elevated on five parameters:

- a. Certification by the American Board of Psychiatry and Neurology, the Royal College of Physicians and Surgeons of Canada, the American Board of Adolescent Psychiatry, or their equivalent.
- b. Active participation in the affairs of the community, particularly with reference to the psychiatric needs of youth.
- c. Outstanding clinical and administrative contributions to mental health services, particularly those serving the needs of youth.
- d. Outstanding contributions to the teaching programs of a hospital, clinical, medical school, or other academic institution, including aspects of adolescent psychiatry.

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e. Contributions to psychiatric research and/or publications.

3.10.3 A candidate for ASAP Fellowship may be recommended by a constituent society, by members of the Governing Board, or upon recommendation of three ASAP Fellows.

a. Nomination by a constituent society: The local society must thoroughly evaluate the candidate's credentials, including satisfactory completion of the Nomination for Fellowship Form and supporting letters. If the local society determines that the candidate qualifies to be a Fellow, all supporting material should be sent to the ASAP Membership Committee.

b. Nomination by a member of the Governing Board: The Board member should be personally familiar with the candidate's credentials, and whether he meets the criteria for fellowship, including satisfactory completion of the Nomination for Fellowship Form. If so, the Board member shall send all supporting material to the ASAP Membership Committee

c. An ASAP member in good standing who believes that he/she may meet the criteria for fellowship shall complete the Nomination for Fellowship Form, obtain letters of recommendation from at least three ASAP Fellows, and submit the Nomination for Fellowship Form, the recommendation letters, and any other supporting data to the ASAP Membership Committee.

d. If a nominee is a member of a constituent society, the Membership Committee shall ask the constituent society for its recommendation, and that recommendation will be considered in the Membership Committee deliberations.

e. A nominee may also petition the membership committee for a nomination based on the committee's review of the application and interview with a committee member in the event he/she does not know 3 fellows, a board member, or is not in a constituent society.

In all cases, the Membership Committee will review the credentials and make a recommendation at the next Governing Board Meeting. Election to Fellowship shall be made by a two-thirds

majority vote of the Governing Board.

3.11 ANNUAL MEMBERSHIP BUSINESS MEETING

3.11.1 There shall be an annual business meeting for all members.

3.11.2 The Governing Board shall schedule all membership meetings, as required in Section 5.3.6.

3.11.3 While all ASAP members may attend the annual business meeting, only Regular, Life, Early Career Psychiatrist, Senior Psychiatrist. and Fellow Members are entitled to vote. Those members unable to attend in person may vote via electronic ballot in advance of the meeting on any matters to be voted on at the annual business meeting.

3.11.4. The annual Membership Business meeting may be held in conjunction with a Governing Board meeting, immediately before or after.

3.12 ETHICAL COMPLAINTS

3.12.1. Any complaint made to ASAP, to any ASAP officer, ASAP component, or to a constituent regional society, containing allegations that an ASAP member acted in an unethical or unprofessional manner must be in writing and signed by the complainant. Any such complaint made to a Constituent Regional Society shall be forwarded to ASAP for action pursuant to this Section.

3.12.2. All such complaints shall be reviewed first by the Member Ethics Review Sub-Committee assembled at the request of the Ethics Committee chair when directed by the President, with a recommendation made by the sub-committee chairperson to the Governing Board. If the complaint is considered valid, it will be handled by the Governing Board in the following manner:

- a. The complainant shall be informed of whether the member belongs to the national professional organization for his/her discipline. If the member belongs to that organization, the complainant shall be informed of how to report his or her

allegations to that organization. If the ASAP member does not belong to that organization, then the complainant shall be informed of how to report his or her allegations to the licensing body having jurisdiction over the ASAP member.

b. For complaints regarding Associate Members, complainants shall be informed of the Associate Members' membership in their respective professional organization.

c. If the complaint is about an Organizational Affiliate Member, the complainant shall be promptly informed of whether the member belongs to the National Association of Psychiatric Treatment Centers for Children (NAPTCC) or the Association of Children's Residential Centers (ACRC). If the Organizational Affiliate Member belongs to either organization, the complainant shall be informed of how to report his or her allegations to the organizations. If the ASAP Organizational Affiliate Member does not belong to one of these organizations, then the complainant shall be informed of how to report his or her allegations to the state licensing body with jurisdiction over the ASAP Organizational Affiliate Member.

3.12.3. The ASAP Individual or Organizational Affiliate Member named in the complaint shall be promptly notified that a complaint was received, of the substance of the allegations, and the recommendation made to the complainant.

ARTICLE IV CONSTITUENT SOCIETIES AND GROUPS

4.1 ORGANIZATIONAL STRUCTURE

4.1.1. Historically, ASAP was a confederation of constituent societies.

4.1.2. ASAP is now an organization of members, as defined in Article III, above. Members may be organized into constituent societies or groups.

4.2 CONSTITUENT REGIONAL SOCIETIES

4.2.1. To be designated a Constituent Regional Society, a group must meet the following

requirements:

- a. have at least ten ASAP individual members from a defined geographic region;
- b. have aims and purposes consistent with those of ASAP;
- c. have Bylaws approved by the Governing Board of ASAP as meeting the requirements for admission into ASAP;
- d. be voted into membership by a two-thirds vote of the Governing Board; and agree to participate in the ASAP Governing Board, in accord with these Bylaws.

4.2.2. To maintain participation in ASAP as a Constituent Regional Society, the Regional Society shall:

- a. continue to meet the provisions of these Bylaws as outlined in Section 4.2.1.
- b. have any changes to the Regional Society Bylaws approved by the Governing Board of ASAP and be kept on file at the ASAP Office;
- c. have voting members and officers who are psychiatrists;
- d. continue to have at least ten ASAP individual members from their defined geographic region; and
- e. continue to participate in the ASAP Governing Board in accord with these Bylaws.

4.2.3. A Constituent Regional Society may be suspended or expelled for due cause by two thirds vote of the Governing Board.

4.2.4. A Constituent Regional Society may resign at any time but shall not be relieved from its obligations to pay its share of any expenses to or for which ASAP has been committed prior to its withdrawal.

ARTICLE V GOVERNING BOARD

5.1 PURPOSE

The Governing Board is ASAP's governing body.

5.2 COMPOSITION

5.2.1. Voting Members

a. Elected Officers

- (1) President
- (2) President-Elect
- (3) Vice President
- (4) Secretary
- (5) Treasurer
- (6) Four Members-at-Large

b. Constituent Society Delegates

One delegate from each Society that has ten or more members 90 days prior to the annual business meeting. The President of the Constituent Society or his/her designee shall be the Constituent Society's member on the Governing Board. Each shall serve until a successor has been designated.

c. Past Presidents

- (1) Penultimate Past President
- (2) Immediate Past President

5.2.2. Non-voting Members (unless also serving as a voting member as defined in 5.2.1)

a. Appointed Chairs of all committees

b. Editors

- (1.) "Adolescent Psychiatry"
- (2.) ASAP Newsletter

c. Continuing Medical Education (CME) Officer

d. An appointed member-in-training

e. ASAP Delegate to the APA Assembly

5.3 POWERS AND FUNCTIONS

5.3.1. Set policy, aims, and goals

5.3.2. Define and regulate the relationships among ASAP, Constituent Regional Societies, Constituent Groups, and members.

5.3.3. Vote upon the admission of new Constituent Regional Societies and Constituent Groups;

5.3.4. Hold elections of ASAP Officers;

5.3.5. Instruct and review actions of its Executive Committee;

5.3.6. Set time and place of Annual Meetings and Special Meetings in conjunction with the President and Executive Committee;

5.3.7. Set the amount of dues and assessments upon the recommendation of the membership committee, Treasurer and Executive Committee;

5.3.8. Oversee the operations of Adolescent Psychiatry, the ASAP Website, the ASAP Newsletter, and other ASAP publications in conjunction with the Editors;

5.3.9. Act to suspend or expel a Constituent Regional Society or Group, to drop an ASAP Member, the latter on account of loss of eligibility for membership;

5.3.10. Shall meet at least once annually in open meetings with the unit vote, as defined in this Article and Section 5.4.4; having given each Constituent Regional Society, Constituent Group, and the membership advance notice of meeting time and place. For the purposes of member notification, posting the scheduled Governing Board Meetings on the ASAP Website is sufficient.

5.3.11. Shall review and ratify or nullify all actions of the Executive Committee.

5.3.12. Amend these Bylaws in accordance with the procedures outlined in Article XI;

5.3.13. Perform all other duties of a governing body.

5.3.14. All members are required to attest annually to their fiduciary responsibility, identify any potential or existing conflict of interest, and acknowledge their commitment

via the Code of Conduct and Personal Commitment and Whistleblower Policies or equivalent.

5.4 GOVERNING BOARD MEETINGS

5.4.1. Advance notice of the date, time, and place of a meeting shall be given each member of the Governing Board and be posted on the ASAP website. The Secretary will send or request that the Executive Director send the agenda and committee reports to all members before the meeting. This notice may be sent by the United States Postal Service, by e-mail, by publication in the Newsletter, by posting on the ASAP Website, or via any electronic platform approved by the Governing Board for use by the ASAP Executive Office at the time.

5.4.2. Meetings shall be presided over by the President. In his/her absence, the President-Elect or the next ranking officer present shall preside.

5.4.3. A quorum shall consist of a 25% representation of the voting members.

5.4.4. Each member except the President shall be entitled to cast only one vote, even if he or she holds more than one position. A simple majority is needed to pass a motion. If a tie vote occurs, the President casts the deciding vote.

5.4.5. Unless otherwise stated in these Bylaws, a simple majority vote is required to carry a motion or resolution.

5.4.6. If a voting member is absent, he/she may cast a vote by written proxy by delivery of instructions on a specific issue to the ASAP Secretary.

5.4.7. All meetings of the Governing Board may be attended by any ASAP member without vote but only by notifying the Executive Director and Secretary at least 5 days prior to the scheduled meeting, except for any portion of a meeting deemed by the President to be closed or in executive session.

5.4.8. Special meetings may be called pursuant to Section 5.4.1, above.

5.4.9. The President may, upon the approval of the Executive Committee, have a written or electronic ballot on specific issues, without convening a meeting, with a majority and quorum for the purposes of the vote being the same as otherwise stated in these Bylaws.

ARTICLE VI OFFICERS

6.1 OFFICERS AND ELECTIONS

6.1.1. Elected officers of ASAP shall be: President, President-Elect, Vice President, Secretary, Treasurer, and four Governing Board Members at Large. The President may choose to combine the secretary and treasurer positions into one secretary/treasurer position if either position becomes vacant during any given term year until elections occur.

6.1.2. The election is held via electronic voting unless the governing board determines in advance that an alternative voting format be utilized.

6.1.3. Any ASAP member in good standing is eligible to be a candidate for office, including re-election, unless prohibited by these Bylaws.

6.1.4. Elections are held annually.

- a. Annual elections shall be held for the President-Elect and the Vice President.
- b. Biannual (every two-years) elections shall be held for the Secretary, Treasurer, and two of the Governing Board Members-at-Large. The Secretary and Treasurer shall be elected on alternate years. Two of the four Members-at-Large shall be elected every two years, and the other two shall be elected on alternate years.
- c. The President-Elect becomes President at the end of his/her term of office; therefore, there is no specific vote for President.

6.1.5. The Nominating Committee (See Bylaws Section 9.1.2) shall present its slate of nominees to the President and Governing Board (for information only) and the national office at least 90 days before the date of the annual meeting.

6.1.6. At least 60 days before the date of the annual business meeting, the national office shall notify the membership of the Nominating Committee's slate, explain the petition process for nominating additional candidates for office, and the election schedule.

6.1.7. Additional candidates for any office may be nominated by petition of at least ten

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members in good standing. The petition shall be sent to the ASAP office by registered mail, for receipt no later than 45 days before the election date. The Governing Board may promulgate specific rules by which the candidates may campaign for office.

6.1.8. The ASAP office shall distribute ballots, information about the election process and about each candidate to the entire ASAP membership, at least 30 days before the business meeting. This information will be sent electronically and posted on the ASAP website.

6.1.9. Voting will be closed 5 days before the annual business meeting. Each officer shall be elected by a plurality of ASAP members casting votes in the election and announced no later than at the Annual Membership Business Meeting.

6.1.10. Newly elected officers shall take office at the conclusion of the Annual Membership Business Meeting, and each shall serve until a successor has been duly elected, qualified, and entitled to take office.

6.2 DUTIES OF THE PRESIDENT

6.1.1. Preside over meetings of the Governing Board and the Executive Committee;

6.2.2. Appoint the chairs and membership of all standing and ad hoc committees and Liaison Officers in consultation with the Executive Committee;

6.2.3. Implement and carry out the functions of the organization within guidelines established by the Governing Board and shall be accountable to the Governing Board;

6.2.4. May delegate specific tasks to members of the Governing Board, e.g., coordination of Committees and Liaison Officers.

6.3 DUTIES OF THE PRESIDENT-ELECT

6.3.1. The President-Elect shall automatically succeed the President at the conclusion of the term of office. If a vacancy should arise in the Office of President during the term, the President-Elect would assume the duties of President for the remainder of the term and would then serve a full term as President.

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6.3.2. The President-Elect shall assist the President in whatever duties the President shall assign.

6.3.3. During the absence or disability of the President, the President-Elect shall exercise the duties of the President.

6.3.4. The President-Elect will serve on and may chair the Annual Program Committee Chair for the annual meeting to be held at the end of his/her term of office.

6.4 DUTIES OF THE VICE-PRESIDENT

6.4.1. The Vice-President shall assist the President in carrying out the major functions of ASAP.

6.4.2. The Vice-President shall be elected for a one-year term but may serve successive terms if so elected to do so.

6.4.3. The Vice-President will serve on and may chair the membership committee. The Vice-President will chair the Member Ethics Review Sub-Committee (when required to assemble) during his/her term in office.

6.5 DUTIES OF THE SECRETARY

6.5.1. The Secretary shall be elected for a two-year term of office, in alternate years with the Treasurer.

6.5.2. The Secretary shall supervise the keeping of the records of the meetings, the issuance of Meetings' notices of and the solicitation of agenda items; and shall oversee the maintenance and updating of the Bylaws

6.5.3. The Secretary shall perform the usual duties of a Secretary of an organization under the supervision of the President and the Governing Board.

6.5.4. The Secretary will serve on and may chair the Media/Marketing Committee

6.6 DUTIES OF THE TREASURER

6.6.1. Supervise the collection of dues and assessments by the ASAP Executive Director.

6.6.2. Supervise the deposits and investment of ASAP funds by the ASAP Executive Director,

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subject to the approval of the ASAP President and Governing Board;

6.6.3. Prepare an annual budget and present it to the Governing Board for its approval at least 60 days before the beginning of the fiscal year.

6.6.4. Make recommendations for changes in dues structure and assessments when necessary.

6.6.5. Supervise the payment of bills properly rendered to the corporation.

6.6.6. Perform the usual duties of a Treasurer of a corporation under the supervision of the President and the Governing Board.

6.6.7. Supervise the financial duties of the Executive Director and any other persons employed by the organization.

6.6.8. The Treasurer will chair the Finance Committee.

6.7 DUTIES OF THE MEMBERS AT LARGE

6.7.1. Assist in the deliberations of the Governing Board

6.7.2. May succeed self in office.

6.7.3. Chair or serve on standing and/or ad hoc committees as assigned by the President

6.8 DUTIES OF THE CONTINUING MEDICAL EDUCATION(CME) OFFICER AND ASSISTANT CME OFFICER

6.8.1. Shall be appointed by the President for annual terms. The Assistant CME officer will only be appointed if the CME officer so requests it or if the President determines that the society's CME duties require an additional officer.

6.8.2. Shall be responsible for coordinating with any organization providing continuing medical education credit for ASAP scientific programs under Accreditation Council for Continuing Medical Education (ACCME) standards.

6.8.3. Shall have responsibility for performing duties necessary for the planning and evaluation

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of all medical education sponsored by the Society

6.8.4. Shall maintain necessary records required for accreditation of the program.

6.8.5. Shall be members of the Annual Program Committee and of the Permanent Program Committee.

6.8.6. May succeed self in office.

6.9 VACANCIES IN OFFICE

6.9.1. In the event of a vacancy in the Office of the President, the President-Elect shall succeed and assume all the duties of the President. A President-Elect who has completed his/her predecessor's term as President may continue as President during the following year when (s)he was to be President. The Office of the President-Elect shall then be filled at the next Election of Officers.

6.9.2. In the event of a vacancy in any office other than the President, the President will nominate a candidate for the position; the vacancy shall be filled by a majority vote of the Governing Board. This vote may occur at a meeting, by mail, or electronically. The Governing Board shall appoint any ASAP member to fill the vacancy until the next regular Election of Officers. The Secretary & Treasurer positions may be combined under these circumstances.

6.9.3. In the event of incapacity or the non-performance of required duties and assignments, officers may be asked to resign or may be removed from office by action of the Governing Board with a 2/3 vote subject to a special quorum requirement of 2/3 of the voting members of the Governing Board.

ARTICLE VII. EXECUTIVE COMMITTEE

7.1 MEMBERSHIP

The Executive Committee (of the Governing Board) shall consist of seven officers: the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, and Penultimate Past President.

7.2 DUTIES

- 7.2.1. implementation of the mandates and recommendations of the Governing Board;
- 7.2.2. provide consultation to the President on appointments to Committees and other positions;
- 7.2.3. review of existing policies for consideration by the Governing Board;
- 7.2.4. review agenda and have input into agenda for meetings of the Governing Board;
- 7.2.5. assist the President in carrying out interim and emergency functions of ASAP between meetings of the Governing Board, subject to review and ratification by the Governing Board;
- 7.2.6. meet at the discretion of the President or at the request of a majority of the Executive Committee; and
- 7.2.7. fill vacancies in certain offices as outlined in Section 6.9.

ARTICLE VIII. COUNCIL ON CERTIFICATION IN ADOLESCENT PSYCHIATRY

8.1 The Council on Certification in Adolescent Psychiatry is the successor organization of and continues to certify Diplomates as of to The American Board of Adolescent Psychiatry (ABAP).

8.2 The Council is responsible for developing and administering certification and recertification examinations in Adolescent Psychiatry.

8.3 The Council maintains all ABAP records and provides confirmation of certification in Adolescent Psychiatry upon request.

8.4 The Council consists of at least five ASAP members who shall be known as directors of the “American Board of Adolescent Psychiatry (ABAP).” They are responsible for the creation and administration of examinations that will (a) evaluate a psychiatrist’s knowledge and ability to evaluate and treat adolescents, and (b) certify competence in evaluation and treatment of adolescents.

8.5 The ASAP President shall fill vacancies on the Council by appointing any of the five ABAP Directors, after consultation with the ASAP Governing Board. By design, the ABAP Directors

serve staggered five-year terms and may be re-appointed to succeed themselves. If a director is unable to complete his or her term, the ASAP President shall appoint another individual to serve the remainder of that term.

8.6 The ASAP President shall appoint one of the ABAP directors to serve as the Council Chair. The Council Chair will also serve as the ABAP presiding officer.

8.7 The ASAP President may appoint additional ASAP members to the Council on Certification in Adolescent Psychiatry to serve as non-voting consultants and advisors to the five ABAP directors.

8.8 The ASAP President and CME Officer shall serve as non-voting ex-officio members of the Council if they aren't already serving as ABAP directors.

8.9 The Council Chairperson is an ex-officio member of the ASAP Governing Board.

8.10 Continuity: ASAP is committed to ensuring the integrity of the original ABAP certification process and to provide those individuals who have been certified by ABAP the opportunity to be recertified in adolescent psychiatry. In order to accomplish that, the Council may continue to exist as a non-profit entity to fulfill that responsibility, even if ASAP itself is reorganized or dissolved. The Council is therefore a semi-autonomous organization within ASAP, under the ASAP Governing Board, with its own operating policies and procedures, budget, and bylaws.

ARTICLE IX. COMMITTEES

9.1 Standing Committees

9.1.1 Finance Committee

9.1.1.1 The Finance Committee is chaired by the Treasurer and convenes quarterly or on a schedule determined by the chairperson based on the society's financial needs and status at the time. The Treasurer will be prepared to report on the committee's progress at each Governing Board meeting.

9.1.2 Nominating Committee

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9.1.2.1 The Nominating Committee may be chaired by the Immediate Past President or any other officer or member of the Governing Board and will convene at a schedule determined by the chairperson to assure that an appropriate slate of candidates for the next year's governing board is vetted and in place on a schedule to comply with the society's existing by-laws.

9.1.3 Membership Committee

9.1.3.1 The Membership Committee is chaired by the Vice-President or any other officer or member of the Governing Board and will meet quarterly or on a schedule determined by the chairperson to address membership applications, nominations for fellow or life status, attrition and recruitment, and any other issues assigned or within the purview of the committee.

9.1.4 Media and Marketing Committee

9.1.4.1 The Media and Marketing Committee is chaired by the Secretary or any other officer or member of the Governing Board and convenes quarterly or on a schedule determined by the chairperson in order to assure completion of the committee's oversight tasks, which include promoting ASAP and its activities through the media and various other marketing venues available and affordable at the time.

9.1.5 Permanent Program Committee

9.1.5.1 The Permanent Program Committee is chaired by the immediate past president, an officer, or at-large member of the Governing Board appointed by the sitting President. In order to preserve continuity over time about the annual meeting process, the chairperson will serve a 3-year term and committee members will serve a one-year term but may be reappointed for two consecutive terms. The committee meets on a schedule to be determined by the chairperson in order to assure geographic and programmatic balance for the next several years of annual meetings as well as to consider proposals to join with regional or national organizations for annual meetings.

9.1.6 Annual Program Committee

9.1.6.1 The Annual Program Committee is chaired by the President or the President-Elect, one of whom also serves as the host and moderator of the next annual meeting unless an alternate host is appointed by the committee. The committee will convene on a schedule arranged by the chairperson to plan and organize the forthcoming annual meeting within the programmatic and

geographical continuity guidelines previously established by the Permanent Program Committee.

9.1.7 Past Presidents Committee

9.1.7.1 The Past Presidents Committee is chaired by the Penultimate Past President or any other former past president who is still an active ASAP member, and meets on a schedule to be determined by the chairperson. It is composed of the current President, President-Elect, and all past presidents who are still active members of ASAP. The Past Presidents Committee serves an advisory, strategic planning, and mentoring function for committees, the governing board, and general membership and serves at the pleasure of the Governing Board regarding specially assigned duties.

9.1.8 Committee on Administration and Organization

9.1.8.1 The Committee on Administration and Organization is chaired by an At-Large Member or any other Governing Board Member appointed by the President. The committee convenes on a schedule set by the chairperson in order to develop and approve or review existing operational policies and procedures, recommend amendments to the society's by-laws, and address any other issue relating to administration and organization as directed by the President or Governing Board.

9.1.9 Ethics Committee

The Ethics Committee is chaired by an officer, governing board member, or general member as appointed by the president. The ethics committee addresses ethical issues and topical concerns relating to the practice of adolescent psychiatry and any positions taken by the society professionally or politically. The committee meets on a schedule to be arranged by the chairperson.

9.1.10 Member Ethics Review Sub-Committee

The Member Ethics Review Committee is a sub-committee of the Ethics Committee chaired by the Vice-President. The sub-committee's function is to conduct a preliminary review any ethical complaints relating to a member brought to the society's attention. This sub-committee is required to assemble only when a complaint is received.

9.1.11 By-Laws Committee

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9.1.11.1 The By-Laws Committee is chaired by an At-Large Member Officer or any other Governing Board Officer appointed by the President. The By-Laws committee only meets when a request to amend the by-laws is presented for consideration per Article 11.1 below.

9.2 AD HOC COMMITTEES

9.2.1 The President and Governing Board, pursuant to these Bylaws, are empowered to appoint, abolish, and/or reorganize the any Ad Hoc Committees.

ARTICLE X. FINANCES

10.1 DUES

Each ASAP member will pay dues as approved by the Governing Board. The Governing Board will approve the amount of dues and assessments upon the recommendation of the Membership Committee, Finance Committee, Treasurer, Executive Director, and the Executive Committee.

10.2 FAILURE TO PAY DUES

Any ASAP member failing to pay dues by the date of the dues year Annual Member Business Meeting will be identified as suspended without member privileges until dues are paid. If the dues are not paid by December 31 of the dues year, the member will be dropped from membership.

10.3 DUES YEAR

The dues year shall begin on January 1 and end on December 31 of each calendar year.

10.4 FISCAL YEAR

The fiscal year shall be the same as the dues year.

10.5 ACCEPTANCE OF OTHER FUNDS

ASAP shall have the power to solicit and accept funds from foundations or other sources for such projects as the Governing Board may deem advisable.

ARTICLE XI. AMENDMENTS

11.1 PROPOSAL OF AMENDMENTS

11.1.1. A proposed amendment may be offered by:

- a. a petition signed by at least twenty (20) members in good standing,
- b. any Constituent Society,
- c. any Constituent Group,
- e. any standing committee
- f. a Member of the Governing Board,
- g. the Executive Committee, or
- h. a duly designated Bylaws Committee

11.1.2. Anyone proposing an amendment shall submit it in writing to the sitting President who will in turn appoint a Chair of the Bylaws Committee who will then form the By-Laws Committee. The Committee shall review the wording and make changes only so phrasing is consistent with the existing Bylaws. Any changes must be approved by the individual or group submitting the amendment (s).

11.1.3. The Bylaws Committee will discuss the proposed amendment(s) and, with input from the individual or group submitting the proposal, shall submit the proposal to the Governing Board at least thirty (30) days before it votes with the following information:

- a. the proposed amendment(s),
- b. a statement in support of the amendment,
- c. a statement in opposition to the amendment, and
- d. a recommendation for action by the Governing Board.

11.1.4. The proposal may be transmitted in writing via an electronic communication platform and/or email. It will also be posted on the ASAP Website.

11.2 VOTING ON THE PROPOSED AMENDMENT (s)

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11.2.1. Voting will be electronic unless The Governing Board selects an alternative format.

11.2.2. The Governing Board must approve an amendment by a two-thirds majority vote of those Board Members voting.

11.3 SUBMISSION OF APPROVED AMENDMENTS TO ASAP MEMBERSHIP

11.3.1. Unless waived unanimously by the Governing Board, the amendment(s) or new bylaws for adoption shall be submitted to all voting members of the ASAP within thirty (30) days of the Governing Board's approval.

11.3.2. In addition to the amendment(s) or new set of Bylaws, the Bylaws Committee statements in support and in opposition to the amendment, and the Bylaws Committee recommendation to the Governing Board shall be included.

11.3.3. The ASAP President may also include a statement on behalf of the Governing Board.

11.3.4. The Membership shall be asked to endorse or nullify the Governing Board's approval of the amendment or adoption of new Bylaws. Voting will be electronic unless the Governing Board decides otherwise.

11.4.5. For the Governing Board's action to be ratified, the vote shall:

- a. have at least 25% of the active membership voting, and
- b. at least two-thirds of the numbers of votes cast to ratify the Governing Board action.

ARTICLE XII. ADOPTION

12.1 ADOPTION PROCESS

These Bylaws shall be adopted when ratified by the membership according to the existing provisions to amend the Bylaws.

12.2 EFFECTIVE DATE

These Bylaws shall be effective as soon as a motion to accept the amendments is passed ratified by the Membership Governing Board and announced by the presiding officer in person at the annual meeting or electronically if the matter is voted on by the membership outside of the annual meeting.

BYLAWS HISTORY: Adopted May 17, 2019

APPENDIX A: Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect the ASAP's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the ASAP or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any member, principal officer, or person with Executive Committee delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity with which the ASAP does business, he or she is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the ASAP has a transaction or arrangement,
- b. A compensation arrangement with the ASAP or with any entity or individual with which the ASAP has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the ASAP is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if a majority of the Executive Committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Committee.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the Executive Committee shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation to the Executive Committee, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Executive Committee shall determine whether the ASAP can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Committee shall determine by a majority vote whether the transaction or arrangement is in the ASAP's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by

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the circumstances, the Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the Executive Committee shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Executive Committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

- a. A voting member of the Executive Committee or disinterested member or committee who receives compensation, directly or indirectly, from the ASAP for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of the Executive Committee or disinterested member or committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the ASAP for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Executive Committee or disinterested member or committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- d. Members who receive compensation from the ASAP, whether directly or indirectly or as employees or independent contractors are precluded from membership on the disinterested committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to the disinterested committee regarding physician compensation.

Article VI

Annual Statements

Each member, principal officer, or person with Executive Committee delegated powers shall be given a copy of the Bylaws with Appendix A document, which affirms such member has:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the ASAP is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the ASAP operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on comprehensive information.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the ASAP's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the ASAP may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Executive Committee of its responsibility for ensuring periodic reviews are conducted.