

The Constitution and Bylaws of The  
Northern California Psychiatric Society

As Amended February 2025

THE CONSTITUTION

## ARTICLE I

### Name and Legal Identity

The name of this organization shall be the Northern California Psychiatric Society (herein after referred to as the "Society"), a District Branch of the American Psychiatric Association (herein after referred to as the "Association"). The organization had its first meeting in January 1954 and incorporated in this name under the laws of the State of California as a nonprofit organization on November 13, 1958. The Society is organized exclusively as a professional organization not organized for profit, within the meaning of the Section 501 (c) (6) of the Internal Revenue Code of 1986, as amended.

## ARTICLE II

### Objectives and Stipulations

1. The objectives of the Society are: a) to provide appropriate services to members of the Northern California Psychiatric Society; b) to improve the treatment, rehabilitation, and care of persons with mental disorders including intellectual disabilities 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 other practitioners of medicine, to scientists in other fields of knowledge, 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 patients and psychiatry.

2. No substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Society shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign of any candidate for public office.

## ARTICLE III

### Membership

The categories for membership in the Society and the qualifications for each category shall be consistent with those set forth in the Constitution of the American Psychiatric Association and as defined in the Bylaws of the American Psychiatric Association.

## ARTICLE IV

### Officers

The officers of the Society shall be a President, President-Elect, Vice President, Secretary, Treasurer, and the designated number of Representatives to the Assembly of the American

Psychiatric Association. The duties and powers of the Officers are defined in the Bylaws of the Society.

## ARTICLE V

### Council

The Council derives its powers from the Society including its policymaking function. The Council shall have general supervision of the affairs of the Society; none of its acts shall conflict with action taken by the Society.

1. The voting members of the Council of the Society shall be the elected Officers, six elected Councilors-at-Large, the two Immediate Past Presidents, a Resident Councilor or Co-Councilors, representing each psychiatry training program within the Society's geographic jurisdiction, exercising the power of one vote per training program.
2. The Council shall meet no less than quarterly. Additional regular meetings may be called at the discretion of the President and special meetings may be called by petition to the Secretary by one-third of the voting members of Council.
3. A majority of the voting members of the Council shall constitute a quorum; however, if a member of Council holds two voting seats, s/he shall be counted only once in determining a quorum.
4. The procedure of the District Branch shall be guided by The Standard Code of Parliamentary Procedure by Alice Sturgis.

## ARTICLE VI

### Executive Committee

1. The voting members of the Executive Committee of the Council shall consist of the elected Officers and the Immediate Past President.
2. The Executive Committee is responsible to and derives its power from the Council. In the intervals between Council meetings, the Executive Committee shall exercise the powers of the Council and all actions of the Committee shall be reported and ratified by the Council at its next meeting.
3. Meetings of the Executive Committee shall be called by the President, usually monthly or by petition to the Secretary by at least one-third of the Executive Committee members.
4. A majority of the voting members of the Executive Committee shall constitute a quorum, however, if a member of the Executive Committee holds two voting seats, s/he shall be counted only once in determining a quorum.
5. The procedure of the District Branch shall be guided by The Standard Code of Parliamentary Procedure by Alice Sturgis.

## ARTICLE VII

### Standing Committees

There shall be the following standing committees: a) Budget and Finance, b) Constitution and Bylaws, c) Ethics, d) Executive, e) Fellowship, f) Membership, and g) Leadership and Nominating.

## ARTICLE VIII

### Chapters

Chapters of the Society shall be established as provided for in the Bylaws.

## ARTICLE IX

### Relationship to the American Psychiatric Association

The Northern California Psychiatric Society shall adhere to those provisions of the Constitution and Bylaws of the American Psychiatric Association, which specifically apply to the District Branches of that organization. In case of conflict between the provisions of the Constitution and Bylaws of the Northern California Psychiatric Society and that of the American Psychiatric Association, this Society shall adhere to the provisions of the American Psychiatric Association.

The Northern California Psychiatric Society is a member District Branch of the Area VI Council of the American Psychiatric Association. The relationship of the District Branch to the Area VI Council is governed by the Procedural Code of the American Psychiatric Association Assembly.

## ARTICLE X

### Distribution of Assets on Dissolution

In the event of termination, dissolution, or the winding up of affairs of the Society in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to the APA (American Psychiatric Association) solely for scientific and educational purposes

## ARTICLE XI

### Amendments

1. Proposals to amend the Constitution may originate either a) by petition signed by 25 or more eligible voting members of the Society or, b) by resolution of the Council.

2. Proposals to amend the Constitution by petition shall be submitted to the Secretary of the Society and shall be read at the next meeting of the Council.

3. Subsequent to the Council action/hearing, the full text of such proposed amendments to the Constitution and Bylaws shall be published to the general membership at least once prior to voting, along with the recommendation summary by Council, and stating the date on which the ballots are to be counted. The amendments will become effective if approved by a two thirds majority of the ballots returned by the specified tabulation date, or alternatively, by a two thirds majority vote of the members in attendance of a General Membership meeting.

4. Dissemination of ballots and rules for voting on proposed amendments to the Constitution are as defined in the Bylaws, CHAPTER EIGHT.

## **THE BYLAWS**

### **CHAPTER ONE**

#### **Territorial Jurisdiction**

The territory and jurisdiction of the Northern California Psychiatric Society shall be the following counties of the State of California: Alameda, Contra Costa, Del Norte, Humboldt, Lake, Marin, Mendocino, Monterey, Napa, San Benito, San Francisco, San Luis Obispo, San Mateo, Santa Clara, Santa Cruz, Solano, Sonoma and Trinity.

### **CHAPTER TWO**

#### **Membership**

##### **A. Qualifications**

Any physician who is a member of, or who is eligible to become a member of, the American Psychiatric Association and who resides or practices within the territorial jurisdiction of the Society shall be eligible for membership.

##### **B. Requirements**

Requirements and categories of membership in this Society shall be the same as those established for membership in the American Psychiatric Association at the date of application; joint membership is required.

##### **C. Voting**

1. The right to vote shall be the same as in the APA Bylaws. Members with voting rights are Resident-Fellow Members, General Members, Fellows, Distinguished Fellows, Life Members, Life Fellows, Distinguished Life Fellows, Semi-Retired Members, and Retired Members. All other categories of membership are nonvoting. Each voting member shall have one vote.
2. Any voting member may hold elected office or serve as the chairperson or member of a committee.
3. Any voting member of the Society may attend the meetings of the Council and all other organizational components of the Society, with the exception of the meetings of the Executive Committee and the Ethics Committee.
4. A General Membership Meeting of the Society shall be held at least annually at such time and place as the Council shall determine. At least one such meeting shall be held in October of each year for the purpose of accepting nominations from the floor for the various elective offices of the Society. Announcement of a General Membership

Meeting shall be made to the membership of the Society at least two weeks prior to the meeting. Such notice shall state the time, place and agenda of the meeting.

#### **D. Application and Election to Membership**

1. A Committee on Membership, appointed by the President, shall oversee all membership procedures of the Society
2. Applications for membership in the Society shall be made in accordance with the procedures established at that time by the APA Board of Trustees through its Membership Committee.
3. Membership actions will become effective after initial approval by the APA and with input from the District Branch if provided within the specified time period.
4. Categories of membership and qualifications thereof in the Society shall be consistent with those of the Association.

#### **E. 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 at that time by the Association.

#### **F. Application of Fellows and Nomination of Distinguished Fellows**

Application of General Members for fellowship status is primarily the responsibility of the APA. Nomination of General Members or Fellows for Distinguished Fellowship status is primarily the responsibility of the District Branch. Election of Fellows and Distinguished Fellows is by the Board of Trustees of the Association upon recommendation of the Association's Membership Committee.

#### **G. Dues**

1. Membership dues and assessments are set independently by the American Psychiatric Association and the Society and may be billed on a consolidated invoice or on separate invoices as determined by the Society.
2. The Board of the Association in its sole discretion may place members in any category in inactive status, excuse payment of dues, and waive or reduce dues of members, as can the Society independently from the Association. 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 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 or reduction status.
3. Full dues payment (except for those paying in monthly installments) are due January 1 of each year to which they apply and are delinquent after June 30 of that year. Any

member of the Society who fails to pay all required dues and assessments for three months thereafter shall forfeit benefits of membership in the Northern California Psychiatric Society if the arrearage is not paid in full within 30 days after written notice by registered, return receipt mail. Such letter shall also inform the member of the conditions under which an exemption from full or partial payment of dues and/or assessment may be considered and the process for requesting such consideration.

The Council, by majority vote, shall determine whether or not to grant such a requested waiver of dues and/or assessment in full or in part.

## **H. Dismissals and Resignations**

1. Any dues-paying member of the Association and/or the District Branches who fails to pay all dues and assessments will forfeit his or her memberships.
2. A complaint of unethical or unprofessional conduct on the part of the member shall be processed as stipulated in CHAPTER SIX, Complaint Procedures and Disciplinary Action, of these Bylaws and may result in expulsion from membership.
3. Dismissal from membership in this District Branch for any reason shall entail loss of membership in the American Psychiatric Association.

## **I. Readmission**

Readmission to membership shall require payment of outstanding obligations and possible re-application with both the Association and the Society, as outlined in the procedural code of the Association.

# **CHAPTER THREE**

## **Officers and Councilors**

### **A. Duties and Powers**

1. The **President** shall be the chief executive officer of the Society. S/he shall preside at all meetings of the Executive Committee, the Council, and of the general membership, and shall otherwise perform such duties as are customary for the presiding officer. S/he shall appoint the chair and members of all committees from the voting membership of the Society, which specifies the Treasurer shall be the chairperson of the Budget and Finance Committee and the President-Elect shall be the chairperson of the Nominating Committee. S/he shall be an ex-officio member of all committees, with the exception of the Nominating Committee and committees engaged in individual investigatory review of members. S/he shall serve as a representative, or appoint representatives as needed, for the purposes of state or federal advocacy efforts.
2. The **Vice President** shall perform those duties delegated or assigned to him/her by the President. In the temporary absence or disability of the President, the Vice



President shall preside at meetings of the Executive Committee, the Council, and the general membership.

3. The **President-Elect** shall assume the office of President at the first regular meeting of the Council after the last day of the American Psychiatric Association Annual Meeting approximately one year following his/her election as President-Elect. S/he shall have special responsibility for committee recruitment, shall chair the Nominating Committee, and shall perform such other duties as may be prescribed or delegated from time to time by the Council or President.

4. The **Secretary** shall be responsible for the accuracy of the official records of Council, Executive Committee and any general membership meetings. S/he shall receive petitions nominating candidates for office and petitions for referenda and amendments to the Constitution and Bylaws. S/he shall perform such other duties as may be prescribed or delegated from time to time by the Council or the President.

5. The **Treasurer** or his/her authorized agent shall receive, disburse, account for, and manage all monies of the Society under the general direction of the Council. In addition to the Treasurer or his/her authorized agent, the President and the Immediate Past President shall be designated as authorized to sign checks and conduct other financial transactions on behalf of the Society. All banking and financial transactions shall require the signature of one of these authorized persons.

5.1 The **Treasurer** shall serve as the Chair of the Budget and Finance Committee and shall submit a full financial report and proposed budget to the Council annually, such reports to be made available to the membership upon request.

5.2 The **Treasurer**, or his/her authorized agent, shall arrange for financial statements and preparation of appropriate State and Federal tax returns by a Certified Public Accountant at least annually.

6. The **Representatives to the Assembly of District Branches of the American Psychiatric Association** shall represent the Society in the Assembly and/or its subgroups, at all official meetings of the Association. They are responsible for reporting to Council all pertinent issues considered and for maintaining a record of their votes on all issues.

7. **Councilors-at-Large and Resident-Fellow Councilor** or Co-Councilors are voting members of the Council. Resident-Fellow Co-Councilors representing a single psychiatry training program within the Society's geographic jurisdiction shall exercise the power of one vote per training program. Regular attendance at Council meetings is expected.

8. A **Chapter president** is an Advisory Member of Council and as such is a non-voting member of Council. Please refer to chapter 5 on Chapters.

## **B. Terms of Office**

1. A President-Elect is elected for a one-year term and is installed as President one year subsequent to election as President-Elect. Vice President, Secretary, Treasurer and up to two Resident Councilors per training program are elected annually to serve one-year terms. All officers shall assume their respective positions at the close of business on the last day of the Annual Meeting of the American Psychiatric Association, with the exception of the Representatives to the Assembly, who shall serve a term coincident with the number of assigned Assembly Representatives as based on our voting strength determined by the American Psychiatric Association, with one Assembly Representative retiring from office each year. In the event that the number of Assembly Representatives is reduced, then the nominating of a new Assembly Representative will skip one term. The six Councilors-at-Large are elected for three-year terms, with two Councilors-at-large retiring from office each year.

2. The President and President-Elect are eligible for re-election to the same office. A Resident-Fellow Councilor may stand for re-election only if his/her status as Resident-Fellow in training will extend through the entire term in office.

3. No Officer or Councilor may hold any two of the elective positions simultaneously, except under special circumstances, by resolution of Council. A member holding two elective offices shall have one vote.

4. Immediate Past Presidents may hold elective office, but no person shall have more than one vote.

### **C. Vacancies**

1. If the President is unable to function because of absence or illness, or in the event of resignation or death during his/her term of office, the Vice President will assume the Presidency and serve for the remainder of the term.

2. If the position of President-Elect becomes vacant, the President will request the Nominations and Election Committee to meet at an early date for the purpose of selecting one or more candidates for President-Elect. As soon as practical, a special election will be held. The person elected will serve as President-Elect until the end of the year, when he/she will become President.

3. If the position of Representative to the Assembly becomes vacant, the District Branch shall appoint a Representative to the Assembly who will assume the duties of the office for the remainder of the term, or until the next election cycle.

4. If any office other than President or President-Elect becomes vacant, the Council shall select any voting member of the Society to fill that office for the remainder of the term.

5. Representatives to the Assembly and Councilors-at-Large may run for another elective office before the completion of their three-year term of office; however, if elected to a new office, they must vacate the office previously held, except as provided in **CHAPTER THREE, Officers and Councilors**, Section A.3 of these Bylaws.

## **D. Nominating, Election and Recall Procedures**

1. The President with the advice and consent of Council shall appoint by July of each year a Leadership and Nominating Committee consisting of three or more members in addition to the President-Elect, who shall be chair of the Committee. Appointees shall be as broadly representative of the Society as possible. The Leadership and Nominating Committee shall propose at least two candidates for each office to be filled. Any exceptions to this requirement must be approved by Council.
2. The Leadership and Nominating Committee shall report its slate of nominees at the General Membership meeting of the Society held in October of every year. The names of all candidates will be announced to the membership in writing not later than November 30th.
3. Additional nominations may be made from the floor by any voting member at the General Membership Meeting (held annually in October) or by petition signed by five or more voting members of the Society, such petition to be filed with the Secretary of the Society on or before December 31 of that year and nominations shall be closed as of that date.
4. Voting shall be by secret ballot sent to all eligible voting members on or before January 20th. To be valid, return ballots shall be postmarked by the date specified in the ballot mailing, not later than February 15th.
5. Election will be affected in the following manner: all ballots received by the Nominations and Elections Committee by the specified date will be tabulated. The candidate for each office receiving the greatest number of votes shall be declared elected and presented to the Council for approval. Announcement will be made at the Annual Meeting of the District Branch and by other means of communication to members prior to the start of the new council term.
6. An action for recall of an Officer or any member of Council may be initiated by petition signed by five percent of the voting members of the District Branch with no more than one-third of these from a single Chapter, or by a majority of the voting 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 named Officer(s) or member(s) of Council. A ballot shall then be sent to the general voting membership to be returned no later than three weeks from its issuance. For such a recall to be considered valid at least 40 percent of the eligible voting membership must vote and at least two-thirds of the vote must be in favor of the recall.

## **CHAPTER FOUR**

### **Committees**

1. There shall be standing committees as specified in the Constitution.
2. The President, with approval of Council, shall establish or eliminate such other committees as may be necessary to implement the objectives of the Society.
3. The President shall appoint or reappoint annually the chairpersons of all committees except the Budget and Finance Committee, which is chaired by the Treasurer.
4. A Committee on Membership shall be appointed by the President and approved by Council. and shall strive to represent the various geographical divisions within the jurisdiction of the Society.
5. The Membership Committee shall review and recommend for Council approval on a regular basis all matters related to membership that fall under the responsibility of the Society. The Membership Committee shall also engage in member recruitment, retention and engagement activities.

## **CHAPTER FIVE**

### **Chapters**

1. Chapter status may be petitioned by signature of not less than 15 voting members of this Society who reside or practice in a contiguous geographical locality within the jurisdiction of this Society. A petition for Chapter status shall include a statement that the Chapter will conduct its business in accordance with the Constitution and Bylaws of the Society.
2. The petition for Chapter status shall be submitted to the Secretary of the Society for review and subsequent presentation to the Council, which shall have the authority to approve that the Chapter be chartered.
3. Membership in the Society is required for membership in a chapter. Chapters will conduct themselves in accordance with the Constitution and Bylaws of the Society.
4. A Chapter shall elect its own Officers who shall assume their respective offices at the same time as the Officers of the Society.
5. A Chapter shall not encumber the funds of the Northern California Psychiatric Society. Any funds provided to or raised by the Chapter must be given to the Society which shall manage the funds and provide them to the Chapter to fund reasonable and documented expenses.
6. A Chapter may represent itself as a Chapter of the Northern California Psychiatric Society. A Chapter shall represent the Society as a whole only with authorization of the Council of the Society. All official communications to the American Psychiatric Association shall be directed through the Secretary of the Society for prior consideration and action by the Council as appropriate.

7. The Society's Council will review Chapter status on an annual basis and shall terminate any Chapter that is not in compliance with this section.

## **CHAPTER SIX**

### **ETHICS COMPLAINTS AND DISCIPLINARY PROCEDURES**

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.

Ethics Complaints charging members of the District Branch with unethical behavior or practices shall be investigated, processed, and resolved in accordance with 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 SEVEN**

### **Parliamentary Authority**

The procedure of the District Branch shall be guided by The Standard Code of Parliamentary Procedure by Alice Sturgis.

## **CHAPTER EIGHT**

### **Amendments, Petitions and Referenda**

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. The council may also make amendments by three-fourths vote of its members. The Secretary will then send a email 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 mail ballots are to be counted. The amendment will become effective, if approved by a two thirds majority of the email ballots returned by the specified tabulation date. An amendment may alternatively be approved by a two thirds majority vote of the members in attendance of a General Membership meeting.

## CERTIFICATE

I, \_\_\_\_\_, Secretary of the Northern California Psychiatric Society of the American Psychiatric Association, certify that the foregoing is a true copy of the current bylaws of the Association as amended on (date): \_\_\_\_\_.

Revised CONSTITUTION AND BYLAWS adopted by the membership February 28, 1984.

Amended CONSTITUTION, ARTICLE V, Council, Item 4; ARTICLE VI, Executive Committee, Item 4; Bylaws, CHAPTER FIVE, Officers and Councilors, B. Terms of Office, added Item 4, by membership February 15, 1986.

Amended Constitution, ARTICLE V, Council, Item 2; Bylaws, CHAPTER FIVE, Officers and Councilors,

A. Duties and Powers, Item 3; B. Terms of Office, Item 1; C. Vacancies, Items 1 and 2.

Amended Bylaws, CHAPTER FOUR, Membership Processing, A. Items 4, 7, 8 and 10, and B. Items 1 and 3; CHAPTER FIVE, Officers and Councilors, D. Item 3, adopted by the membership February 15, 1988.

Amendments/revisions to the Bylaws adopted by the membership March 6, 1991, certain revisions to conform to changes in internal operations and to APA changes in dues structure and ethics procedure.

Amended Bylaws, CHAPTER FIVE, Officers and Councilors, B. Terms of Office, Item 3, and C. Vacancies, Item 4, adopted by the membership May 1, 1991.

Scanned into computer June 21, 2000.

Amended Bylaws, CHAPTER FIVE, Officers and Councilors, B. Terms of Office, Item 2, amended to authorize Presidents and President-Elects to run for more than one term, adopted by the membership March 5, 2008.

Amended Constitution, ARTICLE V, Council, 2, to allow a Resident Councilor to represent each psychiatry training program within the Society's geographic jurisdiction, adopted by the membership June 6, 2012.

Amendments/revisions to the Bylaws adopted by the membership January, 2023 certain revisions to conform to model bylaws provided by the APA.

Amendments/revisions to Bylaws CHAPTER FIVE, Chapters, adopted by the membership February, 2025 to conform NCPS Chapters to model bylaws provided by the APA.