

# Psychologists in Long-Term Care, Inc.

## Bylaws - Revised 9/2019

### Article I: NAME AND PURPOSE

- A. The name of this organization shall be Psychologists In Long-Term Care, Incorporated.
- B. The purpose of this organization is promotion of the interests of the organization and its members, in education, training, service and advocacy with regard to the psychological concerns of individuals in long-term care, caregivers, and professionals who serve in or provide services to individuals in long-term care. Purposes of the organization, Psychologists In Long-Term Care, Inc., shall include, but are not limited to, the following:
  - 1. The development, promotion, and appraisal of models for the delivery of high-quality psychological services to individuals in long-term care.
  - 2. Advocacy, on behalf of all those in long-term care, as well as professionals involved with their care, concerning ethical, regulatory, organizational and public policy issues, which have an impact on individuals and professionals in long-term care.
  - 3. Promotion and development of standards of professional expertise and clinical practice for psychologists who provide mental health services in long-term care.
  - 4. Provision of an opportunity and forum for the sharing of information pertaining to professional issues among psychologists and others who provide services in long-term care.
  - 5. Provision of training and educational opportunities for professionals who provide, or are preparing to provide, psychological services in long-term care.
- C. The organization, Psychologists In Long-Term Care, Inc., shall establish or endorse no policies that are contradictory to the current published Ethical Principles of the American Psychological Association.

### Article II: MEMBERSHIP

- A. There shall be 5 categories of membership in the organization, Psychologists in Long-Term Care: Professional Member, Affiliate Member, Student Member Emeritus Member and Institutional Member. The Professional Member category will include a subgroup entitled Early Career Psychologist.
- B. To qualify for the status of Professional Member an individual shall have obtained the doctoral degree in psychology and have expressed an interest in matters relevant to the provision of psychological services to individuals in long-term care.

Professional members may be designated as Early Career Psychologists if they are within 10 years of beginning their career after obtaining the doctoral degree.

A Professional Member shall be entitled to the following rights and privileges:

1. To attend and participate in the annual biannual business meetings of the organization and to receive its publications and communications.
  2. To vote in all elections and amendments to the by-laws
  3. To hold office according to the Nominations and Elections Process described in Article VI.
  4. To serve as a voting member of the committees of the organization.
- C. To qualify for the status of Affiliate Member, an individual, who is not a doctoral-level psychologist, shall be either employed in long-term care, or be affiliated with an organization whose interests include matters relevant to long-term care issues, or otherwise demonstrate a special interest in matters related to the provision of services to individuals in long-term care. An Affiliate Member shall be entitled to attend and participate in the meetings of the organization and be entitled to receive its publications and communications.

In addition, an Affiliate Member with expertise in financial matters shall be eligible to run for and hold the office of Treasurer as a member of the Board of Directors, with the right to vote, as well as all other rights and responsibilities of this office as described in Article III: Officers, Section E. Thus, an Affiliate Member shall be entitled to hold office in the position as Board Treasurer according to the Nominations and Elections process described in Article VI.

- D. To qualify for the status of Student Member, an individual shall be enrolled in a regionally accredited undergraduate, graduate, or post-doctoral program in psychology and express a special interest in matters related to the provision of services to individuals in long-term care. A Student Member shall be entitled to attend and to participate in the meetings of the organization and to receive its publications and communications.
1. Student Members shall be automatically reclassified as Professional Members of the organization upon submitting evidence of completion of graduation requirements from their doctoral program unless they are continuing their training in a post-doctoral fellowship.
  2. Members employed as post-doctoral fellows may maintain their Student Membership status until their fellowship has been completed.
- E. To qualify for the status of Emeritus Member, an individual must have been a qualified Professional Member of the organization who has retired from primary employment in an area related to the purposes of the organization. An Emeritus member shall be entitled to attend and participate in the meetings of the organization and to receive its publications and communications, and shall be assessed membership dues at the Student Member rate.

- F. To qualify for the status of Institutional Member, an institution, organization, or corporation, shall have interests and functions relevant to long-term care issues, or otherwise demonstrate a special interest in matters related to the provision of services to individuals in long-term care. An Institutional Member shall be entitled to attend and participate in the meetings of the organization and to receive its publications and communications. Employees of such institutions, organizations, or corporations may apply to become individual members if they meet all the criteria for a membership category described above.
- G. Election to membership shall be accomplished as follows:
  - 1. Application shall be made to the Membership Coordinator of Psychologists In Long-Term Care, Inc., using the prescribed Membership Application form.
  - 2. Applications shall be reviewed by the Membership Coordinator, who shall examine and evaluate applications, and determine whether applicants meet the criteria for membership.
  - 3. Any questions regarding the completeness or adequacy of an application for membership in the organization shall be referred by the Membership Coordinator to the Officers of the organization, as defined in Article III of these bylaws, who shall make a determination regarding the application and communicate their decision to the Secretary.
  - 4. New applicants to any membership category, who have remitted dues and been approved by the Membership Coordinator shall be admitted and shall be entitled to receive the organization's newsletter and communication from the organization's listserv. The Membership Coordinator shall notify applicants of their membership status in a timely fashion. This notice shall specifically indicate the class of membership to which the individual has been formally admitted.
- H. A member in any membership category who wishes to resign membership in the organization shall indicate that intention in writing to the Membership Coordinator. Any member who is in arrears of the payment of effective dues or assessments for a period of one year shall be presumed to have resigned from the organization and shall forfeit all attendant rights and privileges.
- I. A member of the organization may be removed by a 3/4 vote of members present at a biannual meeting or the unanimous vote of the Board of Directors for actions deemed to be contrary to the purposes of the organization, as described in Article 1.
- J. The Membership Coordinator of the organization shall publish and make available a comprehensive PLTC Membership Directory, including the names, membership status and contact information of each member. The PLTC Membership Directory shall be updated every other year.

### **Article III: OFFICERS**

- A. The officers of the organization shall be the President, Past President, Secretary, Treasurer, Membership Coordinator and the Communications Coordinator. The Membership Coordinator and the Communications Coordinator shall be appointed by the President of the organization during years ending with an even numeral. The Membership Coordinator and the Communications Coordinators will serve for a two-year term and may be reappointed for an additional term at the discretion of the President upon consultation with the other officers of the organization.

- B. The President shall be the Member elected to the office and shall succeed to office at the beginning of the calendar year immediately subsequent to the election, and shall serve for a term of three years. The President shall preside at all meetings, shall be the Chair of the Board of Directors, and shall perform all other usual duties as a presiding officer. Members shall not be eligible to serve more than two consecutive terms as President. If for any reason the President cannot complete his/her term of office, the Secretary shall fill the office of President until a new election for the President is completed.
- C. The Past President shall be the most recently retired President of the organization, shall serve on the Board of Directors with the right to vote, and shall serve as Chair of the Committee on Nominations and Elections. If for any reason the Past President cannot complete his/her term of office, the office shall remain vacant through the balance of the term in which the vacancy occurs. In consultation with the other officers of the organization, the President shall appoint a member to serve in the role of Chair of the Committee on Nominations and Elections during the period of the vacancy.
- D. The Secretary shall be a Member of the organization elected for a term of three years. During his/her term, he/she shall be a member and Secretary of the Board of Directors with the right to vote, shall maintain all records of the organization, shall keep the minutes of the organization and of its Board of Directors, shall codify the policy actions of the Board of Directors as published rules, shall issue calls and notices of meetings, shall inform the membership of action taken by the Board of Directors, and shall perform all other usual duties of a Secretary.
- E. The Treasurer shall be a member elected for a term of three years. During his/her term, he/she shall be a member of the Board of Directors with the right to vote, shall oversee custody of all the membership funds and property of the organization, shall oversee the receipt of all money to the organization, shall direct disbursements as provided under the terms of these Bylaws, shall oversee the keeping of adequate accounts, shall make biannual financial reports to the membership, and in general shall perform the usual duties of a Treasurer.
- F. The Membership Coordinator shall keep an updated membership mailing list, send renewal notices to members, recruit new members, work with the Student Representatives to recruit student members, coordinate the current membership list with the Treasurer and Newsletter Editor, and update the PLTC Membership Directory for distribution at least every two years.
- G. The Communications Coordinator shall be responsible for communications with members and outside interested persons through social media, website design and other means and will oversee the Newsletter Editor, appointed by the President, who will publish a Newsletter at least on a biannual basis. The Newsletter Editor shall be appointed for a 2-year period and may be appointed or reappointed by the President, in consultation with the Communications Coordinator. The Newsletter Editor shall be assisted by at least one Associate Editor. The Newsletter Editor shall maintain an archive of past newsletters. The Associate Editor(s) shall be appointed for a 2-year term and may be reappointed by the President, in consultation with the Communications Coordinator.
- H. Newly elected officers shall assume their positions on January 1 of each calendar year and shall maintain them until their successors are seated. During the period between their election and the assumption of office, the officers shall be given the title of officer-

designate and shall be ex officio members of the Board of Directors without voting privileges on the Board.

- I. An elected officer is eligible to run for another office in the organization only during the last year of his/her term of office. No member may serve more than two (2) consecutive terms as an officer of the organization and each officer shall be elected for a three-year term in a staggered sequence to be determined by the members subsequent to the adoption of these Bylaws.
- J. In the case of death, incapacity, or resignation of any officer, except the President or Past President as described in Article III Sections B and C, the vacant office shall be awarded to the candidate who was, at the time of the most recent past election, the first runner-up for the office. If the runner-up declines to serve or is for any reason unavailable, the Board of Directors shall, by majority vote, elect a successor to serve until the next annual election, at which time the position will be filled by election for the remainder of the term of office. When an individual is appointed or elected to serve the remaining term of a vacated office, such service shall not apply under such limitations on terms of office as may be specified in these Bylaws.

#### **Article IV: BOARD OF DIRECTORS**

- A. There shall be a Board of Directors of the organization and, except when otherwise specified, in these Bylaws the phrase Board of Directors shall refer to the organization's Board of Directors. Its membership shall consist of the following persons:
  1. The elected and appointed Officers of the organization as specified in Article III, Sections A through H of these Bylaws,
  2. Two Student Representatives, who shall serve as nonvoting members of the Board of Directors for a period of two years.
  3. An Early Career Psychologist, who is appointed by the President and shall serve as a non-voting member of the Board of Directors for a period of two years.
- B. The duties of the Board of Directors shall include:
  1. Exercising general supervision over the affairs of the organization, and the transaction of the necessary business of the organization provided; however, that the actions of the Board of Directors shall not conflict with these Bylaws or with the recorded votes of the membership and shall be subject to the review of the members at the biannual meetings.
  2. Reporting of its activities to the members, and recommending matters for the consideration of the membership.
  3. Filling such vacancies in any office of the organization, as so authorized under the terms of Article III of these Bylaws.
  4. Advising the President regarding the appointment of Chairpersons and members of committees of the organization in accordance with these Bylaws.
  5. Recommending or approving the disbursement of funds of the organization in accordance with Article VIII of these Bylaws.
  6. Electing new members in accordance with Article II, Section G of these Bylaws.
  7. Advising the President regarding the appointment of the Membership Coordinator, Newsletter Editor, Early Career Psychologist, and Student Representatives of the organization.

8. Setting policies for the conduct of its own affairs or for the affairs of the organization, provided; however, that such policies are not in conflict with any of the terms of these Bylaws.
  9. Authorizing the adoption and publication of rules and codes for the transaction of the business of the organization, provided the same do not conflict with the Bylaws or the Principles of Ethical Conduct of the American Psychological Association.
- C. The Board of Directors shall meet at least quarterly and in conjunction with either of the annual business meetings of the organization or, if convenient, by teleconference.
  - D. Meetings of the Board of Directors shall be open to all members of the organization except at such times as a majority of the Board of Directors may declare an executive session for purposes requiring confidentiality, such as reviewing matters of personnel, or when teleconferencing is required for the Board to transact the organization's business. Any member of the organization may place a matter on the agenda for a meeting. The President shall preside over the meetings of the Board of Directors, and the Secretary shall act as recording Secretary. A majority of the voting members of the Board of Directors shall constitute a quorum. Each member shall have one vote, and members of the Board of Directors may vote by proxy if they are unable to attend a Board Meeting. An absent board member may submit their proxy vote via telephone, email, or written letter to the Secretary within 3 days of the scheduled meeting. A majority vote will be required for any measure to be adopted during a meeting of the Board of Directors, except in the case of a tie vote, in which case the vote of the President will be decisive.
  - E. Any member of the Board of Directors may be removed from office before the expiration of his/her term by a vote of 4 of the 5 members of the Board of Directors, excluding the members in question, if it appears that the individual member is not serving the best interests of the organization.
  - F. No individual may simultaneously hold two positions on the Board of Directors. In the event that a member of the Board is elected or appointed to a second position on the Board, that member may choose one of the two positions and serve in that capacity while the other position is filled by the procedures as outlined in Articles III and IV of these Bylaws.

#### **Article V: COMMITTEES**

- A. The Committees of the organization shall consist of such Standing Committees as are provided by these Bylaws and of such ad hoc or task force committees as shall be established by the President with concurrence of a majority of the Board. Unless reconstituted for a subsequent year or years, the existence of an ad hoc Committee shall terminate at the close of the year in which it has been established. All Committee meetings shall be open to all members of the organization except at such times as executive sessions may be declared for purposes of discussing confidential matters, such as issues concerning individual members or applicants. Each committee shall meet at least once each year, either in person or via teleconference, and must report annually to the Board of Directors or at a regularly scheduled biannual meeting.
- B. Except as otherwise provided in these Bylaws, the Chairs and all members of the organization's Committees shall be appointed on an annual basis by the President, in consultation with the Board of Directors, and shall serve until their successors are

appointed and qualify. In the case of a vacancy on a committee, such vacancy shall be filled in the same manner as initial appointments.

- C. The Standing Committees of the organization shall include:
1. The Program Committee, which shall be appointed by the President. It shall be the duty of the committee to solicit, evaluate, and select scientific and professional contributions, to be presented as part of the organization's biannual meeting programs.
  2. The Research Committee, which shall be appointed by the President, will broadly support research efforts, education, and dissemination of findings relevant to long-term care. It will administer the Student Research Award and will solicit, evaluate, and select contributions of graduate students' research projects pertaining to long-term care. At least one Student Representative shall serve as a member of the Research Committee. In the event that both Student Representatives submit a research project for the Award, a student member of PLTC, appointed by the President, shall serve on the committee.
  3. The Professional Award Committee, which shall be appointed by the President. It shall solicit, evaluate, and select an individual to be recognized for Outstanding Contributions To Psychology In Long-Term Care in one of the following areas: teaching/mentorship/training, research, public policy, or clinical practice.
  4. The Nominations and Elections Committee, which is described in Article VI, Section A.
  5. The Membership Committee, which shall consist of the Membership Coordinator and other members who may be appointed from time to time as deemed necessary by the President. Both Student Representatives shall also serve on the Membership Committee.
  6. The Public Policy Committee shall be appointed by the President and shall consist of a chair and at least two other members. It shall be the duty of the Committee to monitor and evaluate issues that pertain to the delivery and reimbursement of mental health services to older adults in long-term care, to advocate on behalf of psychological services in long-term care, to draft letters pertaining to policy issues as they arise, and to maintain liaison with other professional organizations with similar interests.
  7. The Communications Committee. The committee shall be appointed or reappointed by the President and shall consist of a chair and at least two other members. The committee will be active in recommending designs and activities to best promote communication with members and outside public and professional groups relevant to long-term care.
  8. The Audit Committee. The Audit Committee shall be appointed by the President and shall consist of a chair and 1 other member and both committee members shall be current members of the Board of Directors. It shall be the duty of the committee to perform an audit of the organization's Treasury function on an annual basis and report these results to both the Board of Directors at a regularly scheduled Board of Directors meeting, and to the organization's membership at a biannual meeting.
- D. Each standing committee shall have the authority to recommend procedures, new policy or policy changes, and/or amendments to these Bylaws to the Board of Directors.

- E. The Board of Directors is empowered to authorize the formation of ad hoc or task force committees to accomplish the goals and further the purposes of the organization.
  - 1. Each ad hoc committee shall have a specific charge for a specified period of time and shall be subject to annual review by the Board of Directors.
  - 2. The number of members and terms of office of ad hoc committee members shall be determined by the Board of Directors.
  - 3. The President, in consultation with the Board of Directors, shall appoint the members and chair of each ad hoc committee.
- F. All persons serving on committees of the organization must hold one of the classes of membership in the organization. All persons serving as Chairs or entitled to vote on matters of concern to a committee must be Professional Members of the organization. Exceptions to these requirements are authorized at the discretion of the Board of Directors.
- G. It shall be the responsibility of the Chair of each standing and ad hoc committee to report on its operations and recommendations to the Board of Directors at least annually, at such times and according to such formats as specified by the Board.

#### **Article VI: NOMINATIONS AND ELECTIONS**

- A. The Committee on Nominations and Elections shall consist of the Past President as Chairperson and up to three other members of the organization, whom the President shall appoint in consultation with the membership. In the case of death, resignation, or incapacity of the Past President, the President shall appoint the duties of the Chair. The Committee shall be responsible for implementing the policies required for the nomination and election of officers.
- B. The Committee on Nominations and Elections shall distribute a nominating ballot in the issue of the organization's newsletter immediately preceding an election. Nominations should be solicited in the course of regular biannual meetings, through the organization's newsletter, or through the organization's electronic list-serve.
- C. The nominations shall be recorded by the Secretary. Except under circumstances in which it is impossible to so arrange, there shall be at least two (2) candidates for each position to be filled in a given year. Except as otherwise provided in Article II: Membership, Section C of these Bylaws, regarding qualifications for the role of Treasurer, any Professional Member who is willing to stand for election and who is nominated for an office is eligible for election. In addition, the Committee on Nominations and Elections shall be empowered, if required, to nominate such additional names for the election as to ensure that there are candidates for each position to be filled. In assigning places on the election ballot, the Committee on Nominations and Elections shall be guided by the number of nominations received by the members, using its discretion in creating slates and nominating candidates for any remaining spaces.
- D. The Chairperson or other designate of the Committee on Nominations and Elections shall consult with the Board of Directors in reviewing and selecting nominees to be contacted for their consent for having their names placed on the ballot. As an alternate



procedure, after a proposed final election ballot and its slate of nominees has been composed for submission to the membership by the Committee, the Chairperson shall submit a report of its actions to the Board of Directors, noting those candidates who were placed on the ballot as a result of nomination by the membership and those who were placed on the ballot by the Committee with the Committee's rationale for the latter.

- E. The Officers of the organization, except the Membership Coordinator and Newsletter Editor as described in Article III Section A, shall be elected by a majority vote of the Professional Members in elections conducted by the Committee on Nominations and Elections. The Committee shall be responsible for counting of votes, notification of the Board of Directors of the results of the election, notification of the members whose names appeared on the ballot, and reporting of the election to the biannual business meetings of the organization and in the pages of its newsletter. If three or more candidates appear on the ballot for a given position, the election results for that position shall be tabulated according to the Hare system.
- F. In order to provide for subsequent staggering of the terms of office of the Officers of the Organization, other provisions of these Bylaws notwithstanding, upon adoption of these Bylaws, the President, after consultation with the Nominations and Elections Committee, and with the approval of a quorum present at a biannual meeting, shall set the initial terms of the officers of the organization. Any foreshortened terms pursuant to this section shall not apply under such limitations on terms of office as otherwise specified in these Bylaws.
- G. Two student representatives, who may be nominated by any Professional Member, shall be appointed by the President in consultation with the Board. Each such representative shall serve a single term of two years and shall be entitled to vote on all business matters being voted on the Professional Membership.
- H. Write-in votes shall be acceptable in all organizational elections and must be submitted exclusively by email on a ballot form.

#### **Article VII: MEETINGS**

- A. The organization shall hold annual business meetings at the time and place of the annual convention of the American Psychological Association and either (a) at the annual convention of the Gerontological Association of America, or (b) at a time and place convened by the Board of Directors via an electronic meeting venue, to include but not necessarily limited to a telephone conference or a video conference. These in-person and electronic meetings shall constitute the primary business meetings of the organization.
- B. A quorum for the biannual meetings shall consist of ten (10) Professional Members of the organization. If a quorum is not present, the Board of Directors of the organization shall conduct the business at their next meeting and distribute the results by email.
- C. The president may call other meetings of the organization on an ad hoc basis as deemed necessary, either in person or by conference call.

#### **Article VIII: FINANCES**

- A. Membership dues are paid to the Treasurer of the organization. Dues payments shall be due by February 28 of the calendar year to which they apply. New members who first pay after August 1st may apply their dues to the following calendar year.
- B. The dues of the organization will be set by a majority vote of the Board of Directors, with appropriate review and notice to the Membership.
  - 1. The assessment of any additional or special membership fees beyond the annual dues shall be approved by a majority vote of the voting membership, with voting conducted exclusively via email.
- C. The Treasurer shall present an annual financial report of current income and expenditures to the Board of Directors for informational purposes and for comment.
- D. The Treasurer shall present a financial report for the review of the members at a regular biannual meeting.
- E. Disbursement of funds of the organization shall be made as follows:
  - 1. The Treasurer, with the concurrence of the President, is authorized to disburse funds for the payment of organization expenses.
  - 2. Disbursements for items outside normal expenditure but for purposes harmonious with the objectives of the organization may be authorized by the Board of Directors, provided only that such expenditure will not require an increase in the approved assessment during the fiscal year in which it shall be made.
- F. The Treasurer is authorized to sign checks on behalf of the organization or to direct the disbursement of funds duly approved under the provisions of these Bylaws. The Treasurer shall arrange that the President be a second signature on the organization's bank account. In the event that the Treasurer is incapacitated or otherwise unavailable for any reason, or a vacancy occurs in that office, the President is authorized to serve in his/her stead and/or to appoint another officer or member to so serve, with the concurrence of the Board of Directors, until such time as the vacancy can be filled following the procedures specified under Article III of these Bylaws.
- G. The President and the Treasurer shall execute all contracts and other financial documents, other than checks, necessary to undertake programs approved by the Board of Directors in accordance with these Bylaws jointly.
- H. In the event of the dissolution of the organization, all unencumbered funds in the treasury at that time shall be distributed in a manner to be approved by a majority of the voting membership.

**Article IX: AMENDMENTS**

- A. These Bylaws shall be amended by a vote of Professional Members only if (a) a majority of Professional Members vote and (b) two-thirds of the voting Professional Members approve the amendment. An amendment to these Bylaws may be proposed by a majority of the Board of Directors or by a petition signed by at least ten percent of voting members presented to the Board of Directors.
- B. The date of any bylaws amendment shall be recorded as part of this document.

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**Revision Dates**

The current version is the result of a revision approved by membership on 11-24-2015.