

BYLAWS OF THE MAINE DISTRICT BRANCH OF THE AMERICAN PSYCHIATRIC ASSOCIATION

CHAPTER ONE: NAME; PURPOSES; LEGAL IDENTITY

Section 1.1 Name. The name of this organization shall be the Maine Association of Psychiatric Physicians (herein after referred to as the “District Branch”) of the American Psychiatric Association, (herein after referred to as the “Association”).

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

Section 1.3 Legal Identity. The District Branch is organized exclusively as a professional organization not organized for profit, within the meaning of [Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.] No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Section 1.4 Dissolution. In the event of dissolution, all assets of this District Branch shall be forthwith distributed to the Association solely for scientific and educational purposes.

Section 1.5 Territorial Jurisdiction. For the objectives stated above, the territorial jurisdiction of the District Branch shall be delimited by the boundaries of the state of Maine.

CHAPTER TWO. MEMBERS

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

Section 2.2 Qualifications. Any physician who is eligible for the categories of membership below shall be eligible for membership.

Section 2.3 Categories of District Branch membership. There shall be the following categories of members who are to qualify according to the standards and procedures of the Association as set forth in Chapter 2.1 of the Bylaws of the Association. They are (a) Members-in-Training; (b) Associate Members; (c) General Members; (d) Fellows; (e) Distinguished Fellows (f) Life Members; (f) Life Fellows; (g) Life Associate Members; (h) Distinguished Life Fellows; (i) Inactive Members or (j) Inactive Fellows.

Section 2.4 Voting. The right to vote shall be the same as in the Bylaws of the Association. Members with voting rights are Members-in-Training, General Members, Fellows, Distinguished Fellows, Life Members,

Life Fellows, and Distinguished Life Fellows. All other categories of membership are non-voting. Each voting member shall have one vote.

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

(a) A Committee on Membership shall be appointed by the President and approved by Council. Each member of this committee will serve a two-year term, with one or more members of this committee rotating off each year. Terms of the first members appointed after adoption of this section shall be adjusted accordingly.

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

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

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

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

Section 2.7 Application of Fellows and Nomination of Distinguished Fellows. Application of General Members for fellowship status is primarily the responsibility of the Association. Nomination of General Members or Fellows for distinguished fellowship status is primarily the responsibility of the District Branch. Election of Fellows and Distinguished Fellows is by the Board of Trustees of the Association upon recommendation of the Association's Membership Committee.

Section 2.8 Dues. Each member of the District Branch shall pay annual dues as determined by the general membership of the Maine District Branch. The Council may, by a three-fourths (3/4) vote of the voting members at a meeting called for that purpose, levy an assessment in order to meet exceptional financial needs of the District Branch.

Section 2.9 Inactive Status and Dues Waiver. Members of any category may be placed in inactive status by the Board of the Association and excused from paying dues in both the Association and the District Branch. Inactive members shall not receive credit toward the number of years of active membership required for Life status for those years of inactive status. Active members may be granted waiver of dues by the Board of the Association for sufficient reason, and such members shall receive credit toward the number of years of active membership required for Life status for those years the members are in the dues waiver status.

Section 2.10 Dismissals and Resignations.

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

(b) Any member found by the Council, after due hearing to which he or she has been invited, to be unsuitable for continued membership for adequate reason, shall be notified in writing of the proposed action of dismissal. After thirty days notice, the member may be dismissed by the affirmative closed ballot vote of three-fourths of the voting members present at a closed meeting of the Council, a quorum being present. A member dismissed from the Branch may appeal to the Association as described in its *Operations Manual*.

CHAPTER THREE. COUNCIL

Section 3.1 Number. Voting members of the Council shall include the President, President-Elect, Secretary, Treasurer, the immediate Past President, Representative and Deputy Representatives to the Assembly of the Association, Legislative Representative, MMA Representative, Public Affairs Representative, Resident Representative, and three (3) voting members duly elected as Councilors. In addition, District Branch members who hold office in the Assembly of the Association shall become voting ex-officio members of the Council for the duration of their Assembly office. Appointed Committee Chairs and Chapter Presidents (or their designates) shall become non-voting members of Council.

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

(a) A Nominations and Elections Committee, composed of at least three (3) members, shall be appointed by the Council and announced to the District Branch. This Committee will present its recommendations to the District Branch at least 30 days before the autumn meeting.

(b) Any voting member may, on his or her own initiative, make a nomination for any office by a letter which reaches the President in time for him or her to present it to the District Branch at the autumn meeting. Nominations for more than one office may be made by such letter, if it is endorsed by a number of voting members equal to the number of nominations made.

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

(d) Election will be effected in the following manner: all ballots received by the Nominations and Elections Committee by the specified date will be tabulated, and an announcement made at the spring meeting of the District Branch. The candidate for each office receiving the greatest number of votes shall be declared elected.

e) All voting by members shall be by confidential ballot conducted by mail or by such other means as determined by the Council from time to time.

Section 3.3 Quorum; Action.

(a) Executive Council. A majority of the voting members of the Council shall constitute a quorum of the Council. Unless otherwise provided in these bylaws, the act of a majority of the voting members present at any Council meeting at which there is a quorum shall be the act of the Council. Council voting may also be conducted by e-mail or by such other means as determined by the Council from time to time.

(b) District Branch. Ten percent (10%) of active members of the District Branch shall constitute a quorum of the District Branch. Unless otherwise provided in these bylaws, the act of a majority of the voting members present at any District Branch meeting at which there is a quorum shall be the act of the District Branch.

Section 3.4 Meetings. General meetings of the District Branch shall be held at least twice a year, unless otherwise determined by the Council. One of the two meetings shall be designated as an annual business meeting. The Council shall meet as it deems necessary and appropriate. Special meetings may be called by the President or upon petition signed by twenty (20) members of the District Branch. The Secretary shall notify members of meetings not less than one week before the meeting. The procedure of the District Branch shall be governed by *Robert's Rules of Order* (current edition).

CHAPTER FOUR. OFFICERS

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

Section 4.2 President. The President shall be the chief executive officer of the District Branch. The President shall preside at all meetings of the membership and of the Council and shall otherwise perform such duties as are customary for presiding officers.

Section 4.3 President-Elect. The President-Elect, in the absence of the President, shall perform the duties of the President. The President-Elect shall assume the office of President as of the last day of the Association annual meeting on or about one year following his/her election as President-Elect. The President-Elect shall assist the President by acting as overall coordinator of all committee functions.

Section 4.4 Secretary. The Secretary shall keep a record of the proceedings of all meetings of the District Branch and of the Council; keep a list of all members; issue notices of all meetings; notify officers and members of committees of their election or appointment; and certify all official records.

Section 4.5 Treasurer. The Treasurer or agents authorized by the Council to act for the Treasurer shall have charge of all funds and collect all dues; pay all expenses of the District Branch by and with the consent and approval of the membership; make an annual report to the District Branch on the official transactions of income and expenditures of the District Branch at a specified meeting; and sign all checks of the District Branch.

Section 4.6 Representative to Assembly. The Representative to the Assembly of the American Psychiatric Association or his/her Deputy shall represent the District Branch in the Assembly and/or its subgroups, at all official meetings of the Association, and report back to the District Branch.

Section 4.7 Assumption and Terms of Office. All officers shall assume their respective offices at the close of business on the last day of the Annual Meeting of the Association next following their election. The President, Secretary, and Treasurer shall continue in office for two years, or until their successors are duly elected and assume office. The President-Elect shall hold office for a term of one year, during the year immediately preceding his/her term as President. The immediate Past President will serve for a term of one year immediately following his/her term as President. The Representative and Deputy Representative to the Assembly shall continue in office for three years, or until their successors are duly elected and assume office. Three Councilors will be elected, one each year, for three-year terms of office. The Legislative Representative shall be elected every two years beginning in even numbered years. The MMA Representative and Public Affairs Representative will be elected every two years beginning in odd numbered years. The Resident Representative will be elected annually.

Section 4.8 Recall. An action for recall of an officer or any member of the Council of the District Branch may be initiated by a petition signed by twenty percent (20%) of the voting members of the District Branch or by a majority of the voting members of the Council. The petitioners shall set forth the reasons for initiating the petition and this shall be forwarded to the Secretary with a copy to the officer in question. A mail ballot shall then be sent to the general voting membership of the District Branch to be returned no later than twenty-one (21) days upon its issuance. Recall shall be effected if two-thirds of the voting membership so indicates.

Section 4.9 Vacancies. Vacancies among the officers shall be filled as follows:

(a) President. If the office of President becomes vacant, the President-Elect will become Acting President for the remainder of the term and then will begin his/her term as President. In years when there is no President-Elect, the immediate Past President will become Acting President for the remainder of the term. If the immediate past President is unable to serve, the Secretary will serve as Acting President and will request the Nominations and Election Committee to meet at an early date for the purpose of nominating one or more candidates for President. As soon as practical, at a regular or special meeting of the general membership, a new President will be elected. The person so elected will serve the remainder of the term.

(b) President-Elect. 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 nominating one or more candidates for President-Elect. As soon as practical, at a regular or special meeting of the general membership, a new President-Elect will be elected. The person so elected will serve as President-Elect until the end of the term, when he/she will become President.

(c) Representative to the Assembly. If the position of Representative to the Assembly becomes vacant, the Deputy Representative will assume the duties of the office for the remainder of the Representative to the Assembly's term. The Council shall then elect a member to serve for the remainder of the Deputy Representative's term.

(d) Immediate Past President. If the position of immediate Past President becomes vacant, the office will remain vacant for the remainder of the term.

(e) Other Vacancies. In the event any other office becomes vacant before expiration of a term, the Council shall elect a member to serve for the remainder of the term.

CHAPTER FIVE. REPRESENTATIVES

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

CHAPTER SIX. COMMITTEES AND OTHER ORGANIZATIONAL ENTITIES

There shall be the following standing committees: Bylaws and Strategic Planning, Clinical Practice, Ethics, Finance and Budget, Legislative and Governmental Affairs, Membership, Nominations and Elections, Program and Education, Public Affairs. The functions and procedures of such standing committees shall be established from time to time by the Council and published in the *Operations Manual*. The Council, upon recommendation of the President, shall establish or eliminate such other committees and organizational entities as may be necessary to implement the objectives of the District Branch. The Council, upon recommendation of the President, shall designate the chairperson and members of each standing committee and each other committee or organizational entity from among the voting members.

CHAPTER SEVEN. ETHICS COMPLAINTS AND DISCIPLINARY PROCEDURES

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

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

CHAPTER EIGHT. CHAPTERS

Section 8.1. When a group of not less than ten members residing in a contiguous geographical locality within the State of Maine desire to create a Chapter of the Maine District Branch, they will proceed in the following manner:

(a) They will submit to the Secretary of the Maine District Branch a petition personally approved by signed statement of the proposed Charter Members signifying their intention to conduct their chapter organization and business in accordance with the Bylaws of the Maine District Branch and proposing the designation by which it would be known and requesting a specific geographic jurisdiction.

(b) The Council will consider the application and make a report and recommendation to the membership of the District Branch at a regular or special meeting.

(c) If approved by a majority vote of the members present and voting, the Chapter will be created, subject to the provisions of Section 2 of this Article.

At the time when Chapters are first formed, a smaller group may petition for Chapter status and be approved by the Council on grounds of distance from the center of other Chapter groups.

Section 8.2. Following the approval of the first Chapter, the rest of the state may thereafter be organized into one or more Chapters in accordance with the procedure above.

Section 8.3. Classification of membership and qualification for membership shall be the same as for the District Branch and the Association. Application for membership in the District Branch from within the territorial jurisdiction of a Chapter shall be made in accordance with procedures established from time to time by the Board of Trustees of the Association through its Membership Committee. Members of Chapters and members of District Branches must be members of the Association. Members in the Maine District Branch residing or practicing within the political boundaries of the State of Maine, but outside the territorial jurisdiction of any approved District Branch Chapter, may choose the Chapter to which they wish to belong until such time as a new Chapter may be formed to include their place of residence or practice.

Section 8.4. The Officers of the Chapter will consist of a President, President-Elect, Secretary, Treasurer, and three Councilors, one of whom shall be, after the first year, the immediate Past-President. The President of the

Chapter, or his or her designate, shall be a member of the Council of the Maine District Branch. Chapter Officers shall be elected at an annual meeting to take place prior to the Annual Meeting of the Association,

and will assume their new responsibilities each year at the close of business of that Annual Meeting in the same manner as the officers of the District Branch.

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

Section 8.6. All meetings of each Chapter shall be open to attendance by any member of the District Branch. Each Chapter shall have sufficient meetings to conduct necessary business and to further the goals of the Chapter and the District Branch.

CHAPTER NINE. AMENDMENTS OF THE BYLAWS

Amendments to the Bylaws may be initiated by a majority vote of members present at a business meeting of the District Branch, a quorum being present. The Council will, at its next regular meeting, make a recommendation about the proposed amendment. Council may also originate amendments by three-fourths vote of its members. The Secretary will then send a mail 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 majority of the mail ballots returned by the specified tabulation date. An amendment may alternatively be approved by a two-thirds vote of the members of a regular meeting.

CERTIFICATE

I, _____, Secretary of the Maine District Branch of the American Psychiatric Association, certify that the foregoing is a true copy of the current bylaws of the Association as amended on May 13, 2005.