

**BYLAWS**  
of the  
**PSYCHIATRIC SOCIETY OF WESTCHESTER COUNTY, INC.**  
*(Westchester County District Branch of the American Psychiatric Association)*

**ARTICLE I**

**NAME OF THE CORPORATION**

The name of this corporation shall be the Psychiatric Society of Westchester County, Inc. The Corporation (hereinafter called "The Society") shall be the Westchester County District Branch of the American Psychiatric Association (hereinafter called "The Association").

**ARTICLE II**

**MEMBERSHIP**

**Section 1. Requirements for Membership**

The requirements for membership in the Society shall be the same as those for the Association at the time of application. Any physician who is eligible for the categories of membership below shall be eligible for membership.

**Section 2. Categories of 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 APA Bylaws. They are (a) Members-in-Training; (b) Associate Members; (c) General Members; (d) Fellows; (e) Distinguished Fellows; (f) Life Fellows; (g) Life Associate Members; (h) Distinguished Life Fellows; (i) Inactive Members; (j) Inactive Fellows. Some categories of membership in the APA, such as Medical Student Members and Honorary Fellows, are not required to join the Society.

**Section 3. Honorary Fellows**

Honorary Fellows shall be elected by the Executive Council upon recommendation of the Membership & Fellowship Committee.

**Section 4. Privileges**

1. The right to vote, to nominate candidates, to propose referenda and amendments to the Constitution and Bylaws, and to serve on a committee, council, commission and board shall be limited to Fellows, Distinguished Fellows, Life Fellows, General Members, Life Members, and Members-in-Training in good standing.

2. Any voting member may hold elected office, serve on councils, or serve as chairperson of committees, boards and commissions.

**Section 5. Procedure for Admission to Membership**

[a] Applications for membership, except for Honorary Member status, shall be made in accordance with procedures established from time to time by the APA Board of Trustees through its Membership Committee.

[b] The Membership and Fellowship Committee of the Society shall inquire into the standing of each applicant and make a recommendation to the Council. The Council shall pass upon the application at its next regular meeting. Each applicant shall be voted on individually, and the majority of the vote of the Council, at which there is a quorum present, shall be required for election to the membership. The newly elected members shall then be presented at the next annual meeting of the Society.

[c] Approval of an applicant by the Council results in membership in the American Psychiatric Association. The Council through its Administrative Director will ensure that the appropriate officials of the American Psychiatric Association are notified of such election.

[d] Where the Council has not voted on an applicant for 60 days from the date of submission of such application, or where an applicant is rejected, he may appeal in accordance with the provisions of the Bylaws of the American Psychiatric Association.

[e] An applicant who is rejected for membership may not reapply for at least one year from the date of rejection.

### **ARTICLE III**

#### **PROCEDURE FOR ETHICAL VIOLATIONS AND TERMINATION**

##### **Section 1.**

Failure to pay dues and assessments shall be grounds for termination of membership in the Society. When a member is in arrears for at least one year's dues, he/she shall be notified in writing by the Treasurer of the Society. If the member has not paid his/her dues by a date specified by the Treasurer and of which the member has received written notice, and has not filed an appeal for an exemption from the dues, he shall be notified in writing of his loss of membership in the society. Thereafter, any former member may apply for membership in accordance with Article II of the Bylaws.

##### **Section 2.**

A complaint concerning the behavior of a member of the Society shall be in writing signed by the complainant, and filed with the Chairperson of the Ethics Committee. The Chairperson of the Ethics Committee will refer non-Ethics complaints or disputes to the Chair of the Membership Mediation Committee. The Membership Mediation Chairperson will follow procedures in accordance to Article VII of these Bylaws. The Society will comply with New York State mandatory reporting requirements.

##### **Section 3.**

Loss of membership for any reason in the Society or in the American Psychiatric Association shall automatically result in loss of membership in both organizations.

##### **Section 4.**

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 of the Council preset at a closed meeting, a quorum being present. A member dismissed from the Society may appeal to the Association as described in its *Operations Manual*.

### **ARTICLE IV**

#### **MEETINGS OF MEMBERS**

##### **Section 1. Annual Meetings.**

The annual meeting of the membership shall be held during the spring of each year at a time and place as is designated by the Council in the notice of such meeting. Such notice shall be sent to the membership not less than ten and not more than 50 days prior to the date of such meeting.

The Council shall make all necessary arrangements for the Annual Meeting, except that the Program Committee is responsible for the arrangements of any scientific program if any is to take place at the Annual meeting, and shall place before the members at that time a report of the proceedings of the previous year, submit an accounting of the condition of the funds and property of the Society and give information relative to its management.

### Section 2. Regular Meetings

There shall be regular quarterly meetings of the entire membership to be held at such time and place as shall be fixed by the Council and designated in the notice of such meeting. The quarterly meetings may be used to present matters relating to the general business of the Society as well as a forum for lectures, panel discussions and various types of presentations of topics of general interest to the membership. Each class of membership may hold its own meeting as part of the quarterly meetings.

### Section 3. Special Meetings

Special meetings of the membership may be called at any time by the President of the Society. The Secretary of the Society shall call a special meeting of the membership if he/she receives a written request by at least 20 members of the Society. Notice of a special meeting shall state the purpose for which the meeting is called and shall be mailed to the membership at least 10 days prior to the date of such meeting. At such special meeting, only the business stated in the notice shall be transacted.

### Section 4. Quorum

Ten percent of the membership, or 30, whichever is less, constitute a quorum for the purpose of conducting the business of the Society.

Notwithstanding the foregoing, in the event of a meeting of one class of membership only, a majority of the total members of such class shall constitute a quorum for such meeting. The members present at a duly called or held meeting, at which a quorum is present, may continue to do business until adjournment, notwithstanding a withdrawal of a sufficient number of members to be less than a quorum.

## **ARTICLE V**

### **COUNCIL**

#### Section 1.

The government of the Society and of its property, business and concern shall be vested in the "Council". The individuals designated as "Councilors" shall consist of those individuals elected in accordance with these Bylaws to the Offices of President, President-elect, Program Chairperson, Program Chairperson-elect, Secretary, Treasurer, the Past President, two Councilors-at-Large, two Representatives or a Representative and Deputy Representative (depending on total membership) to the American Psychiatric Association Assembly and the Chairperson of the Legislative Committee. The President will appoint a Member-in-Training Representative, an Early Career Psychiatrist Representative and the Editor of the Newsletter as ex-officio members with the endorsement of the Council. The chairpersons of other committees, such as Public Affairs, Membership Mediation, Child, Women, Private Practice and others as determined by the President, are also considered as ex-officio members of the Council.

#### Section 2. Term of Office

The term of office of each member of the Council shall coincide with his term of office as an officer in accordance with Article VI and VII of the Bylaws.

### Section 3. Removal from Office

Any member of the Council may be removed from the Council in accordance with the procedure described in Article VI and VII of the Bylaws.

### Section 4. Vacancies

In the event of any vacancies of the Council, such vacancy shall be filled by an individual officer appointed by the President, with the approval of Council, to fill the vacant office. The individual elected to fill such vacancy shall serve until the expiration of the original officer's term.

### Section 5. Compensation

No compensation shall be paid to any Councilor serving in such capacity. Notwithstanding the foregoing, however, the Council may, in its sole discretion, reimburse any of its members for expenses actually incurred on behalf of the Society provided such expenses are approved and authorized in advance by the Council or its designee.

### Section 6. Increase or Decrease in the Number of Councilors

The Council shall have the power to increase or decrease the number of Councilors upon a vote of the majority of the entire Council. No decrease in the number of Councilors shall shorten the term of any incumbent Councilor.

### Section 7. Duties and Powers of Councilors

The Council shall have the following duties, powers and responsibilities:

- (a) It shall have the full power to control and manage the property and conduct the affairs and business of the Society.
- (b) It shall have the power to select and remove all agents and employees of the Society; prescribe such powers and duties for such officers, agents and employees as shall not be inconsistent with law and shall be consistent with the Certificate of Incorporation of the Society and with these Bylaws; fix the compensation of such agents and employees, if any, and require from such individuals security for faithful service.
- (c) The Councilors shall discharge their duties in good faith and with the degree of diligence, care and skill which ordinarily would be exercised under the same circumstances and like positions.
- (d) The Council shall establish policies relative to the management and operation of the Society and shall not enter into an agreement limiting such responsibilities.
- (e) The Council shall have the power to use the Corporate seal, to procure membership application forms and membership certificate forms and to alter the form of such seal and such membership applications and membership certificates in accordance with the regulations and Bylaws of the American Psychiatric Association.
- (f) The Council shall have the power to appoint an Administrator who shall not be a member of the Council. Such Administrator shall be directly responsible for the management of the day-to-day affairs of the Society commensurate with the authority conferred in him/her by the Council and consistent with its expressed policies.
- (g) The Council shall have the power to create an Executive Committee which includes the President, President-elect, Secretary and Treasurer. The Council may then delegate any of its power and authority to enable the Executive Committee to act as a full Council.
- (h) At the annual meeting, the council shall present a report, verified by the President, Treasurer, or by a majority of the Council or certified by an independent public or certified accountant or firm of such account selected by the Council, showing in appropriate detail the following:

1. the assets and liabilities, including the trust fund of the Society at the end of twelve months fiscal period terminating not more than 6 months prior to said meeting.
2. the principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
3. the revenue or receipts of the Society both unrestricted and restricted to particular purposes for the year immediately preceding the date of the report.
4. the expenses or disbursements of the Society for both general and restrictive purposes, during the year immediately preceding the date of the report.
5. the number of members of the Society as of the date of the report, together with a statement of increase or decrease of such members during the year immediately preceding the date of the report, and a statement of the names and addresses of the current members. This report shall be filed with the records of the Society and an abstract thereof shall be entered in to the minutes of the annual meeting.

(i) The Council shall maintain minutes of all the meetings and its committees including a record of attendance, which minutes shall be retained and approved by the council as permanent records.

### Section 8. Meetings of the Council

(a) Meetings of the Council shall be held at regular intervals as determined by the President at such time and place as shall be designated by the President of the Council in the notice of such meeting.

(b) A special meeting of the Council for any purpose or purposes may be called at any time by the President, or in his absence, the President-elect or any four Councilors. A written notice of the time and place of such special meeting shall be delivered personally at least 24 hours prior to the holding of such meeting or by certified mail at least 48 hours prior to the time of holding such meeting and such notice shall contain the purpose or purposes for which such meeting is called. Such special meetings shall be held at such time and place as shall be contained in the notice of such meeting. No other business shall be conducted at such special meeting except that which is contained in the Notice.

(c) The presence in person of a majority of the voting members of the Council shall constitute a quorum for the transaction of business. The members of the Council present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of members to leave less than a quorum.

## **ARTICLE VI**

### **OFFICERS OF THE CORPORATION/SOCIETY**

#### Section 1. Principal Officers

The Principal Society Officers shall be:

President  
President-Elect  
Secretary  
Treasurer

#### Section 2. Election and Term of Office of Principal Officers

(a) Election of officers shall be by a majority of those voting. Voting shall be by secret mail ballot of the entire membership, in accordance with provisions outlined in Article VII, Section 8 of the Bylaws. The results shall be published in the Newsletter. The officers shall assume their respective offices at the close of business on the last day of the annual meeting of the American Psychiatric Association. They shall be presented to the membership at the annual meeting of the Society.

(b) Each officer shall hold office for a period of one year, except as otherwise required by these Bylaws, or until his/her respective successor has been duly appointed and qualifies or until his/her death or until he/she shall resign or shall have been removed in a manner hereinafter provided. No two principal offices shall be held by the same individual.

### Section 3. Additional Officers, Appointees, Agents, Employees

(a) The Council may appoint such additional officers, appointees, agents and employees with such titles, authorities and duties as it may deem advisable from time to time.

(b) The Council may delegate to any principal officer the power to appoint any such additional officers, appointees, agents or employees and to prescribe their respective authorities and duties. All such additional officers, appointees, agents and employees shall hold office at the pleasure of the Council.

### Section 4. Removal and Resignation

(a) Any officer may resign at any time by giving written notice of such resignation to the Council or to the President or the Secretary thereof. Such resignation shall be effective upon receipt thereof by the Council or such officer.

(b) The recall or removal of any officer of the Society or other elected officials, with or without cause, may be initiated at any time by the affirmative vote of a majority of the Council at a regular meeting of the Council or at a special meeting called for that purpose, or through the petition of the number of the members of the Society constituting a quorum.

(c) Recall election shall be secret mail ballot of the entire membership. Recall shall be by an affirmative vote of the majority of members voting.

(d) Any additional officers or appointees, agents or employees may be removed with or without cause at any time by the Council in its discretion.

### Section 5. Vacancies

The vacancy of any office because of death, resignation, removal, disqualification or any other cause, may be filled for the unexpired portion of the term at any meeting of the Council.

### Section 6. Compensation

The officers of the Society shall serve without compensation. However, the Society may employ or contract with such additional appointees, agents or employees as may be appointed pursuant to this Article and such financial and investment advisers, counselors and custodians, brokers and attorneys, as it may deem necessary or advisable.

### Section 7. Duties Applicable to All Officers

(a) All officers shall discharge their duties in good faith and with a degree of diligence, care and skill which ordinarily would be exercised under similar circumstances and like positions.

(b) In discharging their duties, officers, when acting in good faith, may rely upon financial statements of the Society, represented to them to be correct by the President or Treasurer of the Society, or stated in a written report by an independent public or certified public accountant or firm of such accountants, fairly to reflect the financial condition of the Society.

### Section 8. Duties of the President

(a) The President shall be the Chief Executive Officer of the Society and shall, subject to the control of the Council, have general supervision, direction and control over business and affairs of the

Society. He/she shall be responsible for carrying into effect the policies, programs and resolutions approved or adopted by the Council for the conduct and management of the affairs of the Society.

(b) He/she shall preside at the meetings of the Council and of the Society, appoint special committees not otherwise provided by these Bylaws, call special meetings of the Council subject to the provisions of these Bylaws, execute all necessary and proper instruments in writing in the name of the Society, and do or perform other acts and exercise such other powers as are required by law or incidental to his office, or which may be assigned to him/her by these Bylaws, or by the Council.

(c) The President shall appoint, subject to approval of the majority of the Council, all committees of the Council or the Society and their chairpersons, except that he/she shall not appoint the members or chairpersons of the Nominating Committee.

#### Section 9. Duties of the President-Elect.

In the absence or disability of the President, the President-elect shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon the President. The President-elect shall do and perform other duties as may be assigned to him/her by these Bylaws, by the Council, or by the President. The President-elect shall serve as coordinator of all committees and represent the President as an ex-officio member of such committees.

#### Section 10. Duties of the Program Chairperson.

(a) The Program Chairperson shall be responsible for planning and arranging scientific meetings of the Society.

(b) In the absence of the President and the President-elect, the duties of the President shall be performed by the Program Chairperson.

#### Section 11. Duties of the Secretary.

The Secretary, through the Administrative Director, shall keep all records, including that of membership, minutes of the Society and Council meetings and issue all notices to members and shall have charge of the arrangements necessary for the meetings of the Society, except that arrangements for scientific programs will be made by the Program Chairperson as set forth by these Bylaws.

The Secretary, through the Administrative Director, shall act as Secretary for both the Council and the Society and shall prepare an agenda for all meetings of both bodies. He/she shall see that all books, reports, statements, certificates and other documents of records required by law be kept and filed properly. He/she shall have the responsibility of the custody of the seal of the Society and be authorized to affix it to all documents whenever such affixation is deemed desirable. He/she shall do and perform all other duties and have and exercise such other powers as from time to time may be assigned to him/her by these Bylaws or by the Council.

#### Section 12. Duties of the Treasurer.

The Treasurer shall be chief financial officer of the Society. He/she, through the Administrative Director, shall keep and maintain, or cause to be kept and maintained, a complete and accurate account of the properties and transaction of the Society including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall ensure that all monies and other valuables are deposited in the name and to the credit of the Society with such depositors as may from time to time be designated by the Council. He/she shall disperse the funds of the Society as may be ordered by the Council and shall render monthly statements to the Council at its regular meeting. The Treasurer shall, in addition, make an annual report to the Society at its annual meeting. He/she shall do and perform such other duties and exercise such other powers as from time to time may be assigned to him/her by the Bylaws or by the Council.

#### Section 13. Duties of Representatives

The Society shall be represented at the meetings of the Assembly of the American Psychiatric Association and the Council of Delegates of the New York State District Branches by two Representatives or a Representative and a Deputy Representative. The number of representatives is dependent on the total number of members in the Society.

Section 14. Term of the Office of Representatives.

Representatives shall enter upon their duties on the last day of the next Annual Meeting of the American Psychiatric Association and shall continue in office for two years or until their successors are duly elected. The terms of office of representatives will end on alternate years.

Section 15. Contracts or Transactions between the Society and Members of the Council or Officers thereof.

No contract or other transactions between the Society and one or more of the Councilors who are officers or between the Society and any corporation, firm, association or other entity in which one or more of the Councilors or officers has an interest shall be either void or voidable for this reason alone or by reason alone that such councilor was present at the meeting of the Council, or a committee thereof, which authorized such contract or transaction, or that his vote counted for such purpose provided:

- (1) the material facts as to such officers or such Councilors and such contract or transaction and as to any common trusteeship or directorship or officership or financial interests are disclosed in good faith or known to the Council or committee and the Council or committee authorizes such contract or transaction by a vote which is sufficient to such purposes without counting the vote or votes of such interested director or officer.
- (2) If such good faith disclosure of the material facts is made to the Council or committee authorizing such contract or transaction as provided for in subsection (a) above, the contract or transaction may not be voided by the Society for the reasons therein set forth. If there is no such disclosure or knowledge, the Society may void the contract or transaction unless the party or parties thereto shall establish affirmatively that the contract or transaction was fair and reasonable as to the Society at the time it was authorized by the Council or a committee thereof.

**ARTICLE VII**

**COMMITTEES**

Section 1. Standing Committees.

There shall be the following standing committees:

Nominating Committee  
Ethics Committee  
Program Committee  
Membership and Fellowship Committee  
Constitution and Bylaws Committee  
Membership Mediation Committee  
Legislative Committee

Section 2. Appointment of Committees.

The Chairpersons of standing committees shall be elected or appointed annually by the President with the approval of the Council as soon as possible after the Annual meeting of the Council, and shall hold office until the next Annual meeting of the Council or until their deaths, resignation or prior removal. The President, with the approval of the Council, may eliminate committees as he/she deems necessary to implement the objectives of the Society.



### Section 3. Resignation and Removal.

(a) Any member of a committee may resign at any time by giving written notice of such resignation to the chairperson of such committee or to the President or the Secretary of the Society. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof by such chairperson or officer.

(b) Any member of any committee may be removed by a majority vote of the Council.

### Section 4. Vacancies.

(a) Any vacancy on a committee due to resignation, death or removal shall be filled by appointment in the same manner as such member was originally appointed.

(b) Whenever a member of any committee is unable to attend one or more meetings of such committee, or is otherwise temporarily unable to act as a member thereof, the President may appoint a member of the Society to act as a member of such committees during the period of such inability.

### Section 5. Duties.

(a) It shall be the duty of each committee to make such reports as from time to time may be requested by the Council, or by the President, or as required by these Bylaws.

(b) In addition to respective duties specifically assigned to committees by these Bylaws, each committee shall perform such other duties in connection with the subject matter over which such committee has jurisdiction as from time to time may be requested by the Council or by the President.

### Section 6. Procedures Subject to the Provisions of these Bylaws and to any relevant action of the Council.

Each committee shall establish its own rules or procedures. Meetings of any committee shall be called at any time by the Secretary upon the request of the President, or the chairperson of the committee or upon the request of any two members of such committees except as otherwise provided for in these Bylaws. Notice of the time and place of meetings of all committees shall be directed by the chairperson thereof. Unless required by law, such notice need not state the purpose of the meeting

### Section 7. Quorum.

Unless otherwise provided by the Bylaws in specific instances, the presence at any meeting of a committee of a majority of the members of such committee shall be necessary and sufficient to constitute a quorum for the transaction of business.

### Section 8. Nominating Committee.

(a) Membership. The Nominating Committee shall consist of five members including the Chairperson. If possible, the Past President who held office three years ago shall be appointed Chair.

(b) Manner of Appointment. The Chairperson and other members of the Committee shall be appointed by a majority vote of the Council before the end of each calendar year.

(c) Functions. It shall be the responsibility of the Nominating Committee to solicit the submission of names from the membership, in the newsletter, or by mail in December of each year. The candidates so proposed shall then be considered by the Nominating Committee in Executive Session to be held in January. The Executive Session shall yield a slate of candidates which shall be submitted to Council at a meeting held in February so as to enable the membership to receive a mailing of the slate of nominations prior to the March General Meeting. At the March General Meeting, additional members may be nominated. Each nomination shall be supported by a petition bearing at least ten signatures. No petition will be received after the March General Meeting. The final list of candidates shall then appear on a ballot for election, which shall be mailed to the membership before April 1st. The election shall be conducted in accordance with the provisions of Article VI, Section 2 of these Bylaws, and those ballots shall be counted

which are returned postmarked on or before April 15<sup>th</sup>. The Nominating Committee shall report its tally to the Executive Council prior to the April Business Meeting.

#### Section 9. Ethics Committee.

(a) Membership. The Ethics Committee shall be composed of five (5) voting members including the Chairperson, at least one of whom shall be a Past President of the Society. Each member shall serve five (5) years, staggered so that one term of membership expires each year.

(b) Manner of Appointment. All members of the committee and the chairperson shall be appointed by the President.

(c) Functions. Functions of the committee are to consider complaints submitted to it, in writing, from any source, concerning the professional conduct of a member of the Society. The Ethics Committee will follow the Ethics procedures of the American Psychiatric Association.

#### Section 10. Program Committee.

(a) Membership. The Program Committee shall be composed of the Program Coordinator (the Chairperson), Program Coordinator-elect and other members appointed by the Program Chairperson.

(b) Manner of Appointment. The Program Committee chairperson and the Program Coordinator-elect will be elected by the membership. All members of the committee shall be appointed by the Program Committee Chairperson.

(c) Functions. The Program Committee shall plan and arrange all scientific programs and meetings of the Society. The Program Committee shall have the authority to arrange the content of such meetings, and make expenditures necessary to implement such meetings. Any expenditures in excess of \$500 are subject to the approval of the Executive Council.

#### Section 11. Membership and Fellowship Committee.

(a) Membership. The Membership and Fellowship Committee shall consist of the Chairperson of the Committee and the Secretary and the Treasurer of the Society.

(b) Manner of Appointment. The Chairperson shall be appointed by the President and approved by the majority of the Council.

(c) Functions. The functions of the Membership Committee are set forth in Article II, Section 5 (b) of these Bylaws. In addition, the Committee will review nominations for Fellowship, including supporting documentation, and make recommendations to the Council for nomination to the Association's Membership Committee who will recommend the nominees to the Board of Trustees for election to Fellow and Distinguished Fellow status.

#### Section 12. Constitution and Bylaws Committee.

(a) Membership. The Constitution and Bylaws committee shall consist of no more than five members.

(b) Manner of Appointment. The president shall appoint the members to the committee.

(c) Functions. It shall be the committee's function to review, update, suggest revisions and amendments of the Society's Constitution and Bylaws to the Council. The committee, subject to the approval of the Council, will be responsible for the publication of the Constitution and Bylaws every three years for distribution to the membership.

#### Section 13. Membership Mediation Committee.

(a) Membership. The Membership Mediation Chairperson shall be appointed by the President for a term of one year and may be reappointed. Additional members of the committee will be appointed as needed.

(b) **Functions.** The committee shall act as a liaison and represent Society and specialty in the medical community in trying to address non-Ethics matters and matters that do not require mandatory reporting to the NYS Office of Professional Medical Conduct.

#### Section 14. Legislative Committee.

(a) **Membership.** The Legislative Committee shall consist of a Chairperson and members of the Society.

(b) **Manner of Appointment.** The Chairperson of the committee will be elected by the General membership of the Society and will serve as Legislative representative of the Society for a period of three years. The Chair may appoint members to the committee.

(c) **Functions.** The Legislative Committee shall supervise and coordinate the Association's activities with legislative and regulatory agencies at each pertinent government level. It shall also represent the Association on all matters relating to legislation affecting Society members.

#### Section 15. Special Committees.

The President, with the approval of the Council, may, from time to time, create or provide for special committees which shall have such purposes, functions and powers, and authority as the Council may, from time to time, determine. Every such special committee shall continue in existence only until it shall have been discharged by the Council. Special committees may, when deemed appropriate by the Council, have members who are not members of the Society.

### **ARTICLE VIII**

#### **GENERAL PROVISIONS**

##### Section 1. Dues.

The amount of annual dues and assessments for members shall be determined by the Council. Honorary fellows and inactive members shall be exempt from the payment of dues.

##### Section 2. Inspection of Corporate Records.

Any person who shall have been a member of the Society for at least six months immediately preceding his demand, upon at least 5 days written notice, shall have the right to examine in person, or by agent or attorney, during usual business hours, minutes of the proceedings of the members of the Society. Such inspection may be denied to any member who refuses to furnish the Society an affidavit that such inspection is not desired and shall not be used for a purpose which is in the interest of a business or object other than the business of the Society and that he has not within five years given, sold, or offered for sale any list or record of members of any domestic or foreign corporation, or aided, abetted, or attempted or offered to aid or abet, any person in procuring any such list or record of members for any such purpose. Upon the written demand of any member to inspect a current list or its directors or officers and their office addresses, the Society shall within two business days of such demand and for a period of one week thereafter, make a list available for such inspection at its office during the usual business hours. Upon the written request of any person who shall have been a member of the Society for at least six months immediately preceding such request, the Society shall give or mail to such a member an annual balance sheet and financial statement, and, if any interim balance sheet and financial statement has been issued to its members or otherwise make available to the public, the most recent such interim balance sheet or similar financial statement. The Society shall be allowed a reasonable time to prepare such annual balance sheet and financial statement.

##### Section 3. Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Society shall be signed or endorsed by such person or persons, and in such manner as from time to time shall be determined by the APA Board of Trustees.

Section 4. Annual Report.

The Council shall cause to be sent to the members, or publish in the newsletter, not later than one hundred fifty days after the close of the fiscal or calendar year, an annual report of the financial affairs of the Society.

Section 5. Fiscal Year.

The fiscal year of the Society shall be from the first day of May to the thirtieth day of April, inclusive, each year, or such other twelve consecutive months as the APA Board of Trustees may from time to time designate.

Section 6. Corporate Seal.

The corporate seal of the Society shall consist of two concentric circles between which shall be the name of the Society, the Psychiatric Society of Westchester, Inc. and in the center shall be inscribed the year of its incorporation, 1961, and the words, "Corporate Seal, New York."

**ARTICLE IX**

**AMENDMENTS TO BYLAWS**

These Bylaws may be amended or repealed in whole or in part in the same manner as the Constitution of the Society.

These Bylaws shall supersede all former Bylaws of the Society which are hereby revoked, cancelled, and rendered null and void.

**ADOPTED BY THE COUNCIL**

**WITNESS MY HAND AND SEAL OF THE COUNCIL:**

Secretary of the Council

**Revised by Bylaws Committee April 2004 and approved by Membership by mail-in Ballot in May 2004.**