

**AMENDED AND RESTATED**  
**BY-LAWS**  
**OF**  
**CENTER FOR PSYCHOANALYTIC STUDIES**

**ARTICLE I**

**STRUCTURE AND PURPOSES**

Section 1. Structure. The corporation (hereinafter referred to as the “Center”) is a non-profit corporation organized under the laws of the State of Texas, which has members within the meaning of the Texas Non-Profit Corporation Act TEX. REV. CIV. STAT. ANN. art. 1396 (Vernon 1997) (“Act”). The Articles of Incorporation (as amended from time to time, the “Articles of Incorporation”) were filed with the office of the Secretary of State of Texas on August 17, 1976.

Section 2. Purposes. The purposes for which the Center is organized are to study, teach, promote, and advance psychoanalysis and psychodynamic psychotherapy (hereinafter referred to as “psychotherapy”); and to establish and maintain standards for the teaching of psychoanalysis and psychotherapy and the training of psychoanalysts and psychodynamic psychotherapists.

The Center is organized and operated solely for educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and not for pecuniary gain, and no pecuniary gain shall inure to the benefit of any Board member or member of the Center, and the earnings, if any, of the Center shall be used exclusively for the purposes for which the Center is formed, as hereinabove described.

**ARTICLE II**

**OFFICES AND REGISTERED AGENT**

Section 1. Offices. The principal office of the Center is located in Houston, Harris County, Texas. The Center may have such other offices, either within or without the State of Texas, as the Board of Directors (hereinafter referred to as the “Board”) may determine or as the affairs of the Center may require from time to time.

Section 2. Registered Office and Agent. The Center shall have the continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Act. The registered office may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board.

## **ARTICLE III**

### **FACULTY**

Section 1. Members. The Center shall have one (1) class of members (hereinafter referred to as "Faculty"). The Faculty shall have the rights, powers, and privileges granted under these By-Laws.

Section 2. Election of Faculty. New Faculty may be elected by a vote of two-thirds (2/3) of the Board at any duly called meeting of the Board. Current faculty membership is renewed annually by a vote of two-thirds (2/3) of the Board at the meeting of the Board just prior to the annual meeting of the Faculty and is then ratified by a majority of the Faculty present at the annual meeting.

Section 3. Voting Rights. Each member of the Faculty shall be entitled to vote on each matter submitted to a vote of the Faculty and as delineated in these By-Laws. Faculty on an administrative leave of absence shall not be entitled to vote.

Section 4. Powers. The Faculty shall delegate the management of the affairs of the Center to the Board except for the following powers which shall reside with the Faculty alone: (a) approval of the By-Laws and amendments to the By-Laws as described in Article XIII by a vote of two-thirds (2/3) of the Faculty present at any duly called meeting of the Faculty; (b) election of Board members by a majority of the Faculty present at the annual meeting of the Faculty; (c) removal of elected Board members by a vote of two-thirds (2/3) of the Faculty present at any duly called meeting of the Faculty provided that at least five (5) days notice has been given to the Faculty and to the Board member(s) to be removed; (d) reversal of decisions of the Board by a vote of two-thirds (2/3) of the Faculty present at any duly called meeting of the Faculty; and (e) discussion and ratification of "Policies of the Board" and amendments to policies by a majority vote of the Faculty present at any duly called meeting of the Faculty.

Section 5. Termination of Membership. Faculty membership may be terminated by resignation or by a vote of two-thirds (2/3) of the Faculty present at any duly called meeting of the Faculty provided that at least five (5) days notice has been given to the Faculty and to the faculty member(s) to be removed.

## **ARTICLE IV**

### **MEETINGS OF FACULTY**

Section 1. Meetings. The Faculty shall meet at least three times per year. These meetings shall include two regular meetings, one at the commencement of the academic year, one near the end of the academic year, and an annual meeting held during the second trimester of the academic year on such dates and at such times as the President shall specify in the notice thereof, for the transaction of such business as may properly come before the meeting.

Additional regular meetings of the Faculty may be called by the Board.

Section 2. Special Meetings. Special meetings of the Faculty may be called by the President, the Board, or not less than one-tenth (1/10th) of the members of the Faculty, by giving notice as hereinafter described.

Section 3. Place of Meeting. The Board may designate any place, within the Houston metropolitan area, as the place of meeting for any annual or regular meeting or for any special meeting called by the Board. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the Center in State of Texas; but if all of the Faculty shall meet at any time and place, either within or without the State of Texas, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporation action may be taken. Faculty members are allowed to attend faculty meetings, and be present as voting members, by videoconference or teleconference

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour, and agenda of any meeting of the Faculty except for meetings of Faculty as described in Section 1 above shall be delivered either personally, or to the mailboxes of, or by facsimile transmission, or by mail, or by electronic transmission, to each member of the Faculty entitled to vote at such meeting, not less than five (5) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President or the Secretary. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, properly addressed to the faculty member at his/her address as it appears on the records of the Center, with postage thereon prepaid. If transmitted by facsimile, notice is deemed to be delivered on successful transmission of the facsimile. If by electronic transmission, notice is deemed to be delivered upon successful transmission of the email. In case of a special meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 5. Informal Action by Faculty. Any action required by law, to be taken at a meeting of the Faculty, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Faculty entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. Except as provided in Article XIII a quorum at all meetings of the Faculty shall consist of the presence, in person, of one-third (1/3) of the Faculty entitled to vote at such meeting. If a quorum is present, a vote of the Faculty present at the meeting and entitled to vote on the subject matter shall be considered the act of the Faculty. If at any meeting of the Faculty there is less than a quorum present, a majority of those present may adjourn the meeting from time to time.

Section 7. Proxies. There shall be no use of proxies at meetings of the Faculty.

## ARTICLE V

### BOARD OF DIRECTORS

Section 1. General Powers. The property, business, and affairs of the Center are managed by the Board of Directors and, subject to the restrictions imposed by law, the Articles of Incorporation and these By-Laws, the Board shall exercise all of the powers of the Center.

The Board may, according to its discretion, delegate to the standing committees the power to make administrative and educational decisions according to its stated policies. These policies shall be set forth and established through the usual manner of acting as defined in Article V, Section 10 and shall be recorded in the minutes of the Board. These policies shall be discussed and ratified by a majority vote of the Faculty present at any duly called meeting of the Faculty. They shall be further maintained and distributed to the Faculty in the form of a manual certified by the Secretary and titled "Policies of the Board of Directors." If there is a question of interpretation of a policy, that question shall be referred to the Board. The Board shall regularly review the work of the Board members and all committees.

The Board shall act as a professional review body to evaluate the quality of mental health services rendered by health professionals who are members, faculty, trainees, employees, or independent contractors of the Center. The evaluation may include, but shall not be limited to, the qualifications and competence of the professionals and any incidents involving the professionals. When evaluating the qualifications and competence of the professionals rendering services on behalf of the Center, the Board may consider reports made to the Board by another medical or professional peer review committee. All communications and proceedings of the Board are privileged and confidential peer review information. Reports and communications received from another medical or professional peer review committee, any reports made to another peer review committee, and all proceedings and communications to and from the Board are privileged and confidential under the Texas Medical Practice Act, TEX. OCC. CODE §§ 160.001-014, and TEX. HEALTH & SAFETY CODE §§ 161.031-033.

Other standing or *ad hoc* committees of the Center also are charged with the evaluation of the professional qualifications and professional quality of services of trainees, members, faculty or employees, including, but not limited to, the Admissions Committee, Child Analysis Committee, Curriculum Committee, Ethics Committee, Faculty Committee, and Progression Committee. In addition, these committees may consider confidential physician/patient or psychotherapist/patient communications as part of their review. Patient information is protected by TEXAS HEALTH & SAFETY CODE § 611.002. The proceedings, communications, reports, and discussions of all such committees are privileged and confidential according to the patient confidentiality and the peer review privilege laws.

Section 2. Number and Composition. The Board shall be comprised of the President, Vice President, Secretary, Treasurer and Faculty Committee Chair person. The Executive Director shall be a non-voting member of the Board. A quorum shall consist of a simple majority of the voting Board members. The Board members will be elected by a vote of two-thirds (2/3) of the Faculty. The number of the Board members serving on the Board shall never be less than

four (4), and any decrease in number of Board members, as decided by amendment to these By-Laws in accordance with the provisions of Article XIII, shall not have the effect of shortening the term of any incumbent Board member. The Vice President shall serve as the Chairperson of the Education Coordinating Committee. The Secretary shall serve as the Chairperson of Human Resources Committee. The Treasurer shall serve as the Chairperson of the Finance Committee and serve on the Development Committee. The Executive Director shall serve as a non-voting member of the Board of Directors and serves on the Human Resources and Development Committees. The Executive Director shall be hired by the Board of Directors.

Section 3. Appointment and Term. Board members shall be elected by the Faculty and shall serve a term of three (3) years subject to Article VI. The Board members shall also serve on the Board of Directors throughout their three-year term of office. Each person serving as a Board member of the Board shall hold office until the earlier to occur of (1) the expiration of the term for which he/she is appointed and until his/her successor has been appointed and qualified, or (2) his/her death, resignation, or removal as hereinafter provided.

Section 4. Regular Meetings. A regular annual meeting of the Board shall be held without other notice than this By-Law, immediately before, and at the same place as, the annual meeting of the Faculty. At this meeting, the Board shall consider and act upon the recommendations of the Faculty Committee. At the time of its election, the newly elected Board shall meet within two months of the annual meeting of the Faculty to select and appoint committee chairpersons. The Board may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution, except that the schedule of those meetings shall be distributed to the mailboxes of all Faculty at the beginning of the academic year or within seven (7) days after the resolution has carried to hold such a meeting. An agenda for each meeting of the Board shall be distributed to the Faculty and the trainees seven (7) days prior to the meeting. Meetings shall be open to all Faculty and trainees. The President may choose to recognize non-members of the Board. When issues of confidentiality are concerned, the President shall hold that portion of the meeting in a closed executive session.

Section 5. Special Meetings. Special meetings of the Board may be called by or at the request of the President or any two (2) Board members. The person or persons authorized to call special meetings of the Board may fix any place in the Houston metropolitan area as the place for holding any special meeting of the Board called by them.

Section 6. Notice. Notice of any special meeting of the Board shall be given at least three (3) business days prior thereto by written notice delivered either personally, or to the mailboxes of, or by facsimile transmission, or by mail, or by electronic transmission to each member of the Board and the Faculty and to the trainees. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, properly addressed to the Board member at his/her address as it appears on the records of the Center, with postage thereon prepaid. If transmitted by facsimile, notice is deemed to be delivered on successful transmission of the facsimile. If by electronic transmission, notice is deemed to be delivered upon successful transmission of the email. The purpose or purposes for which the special meeting is called shall be stated in the notice. Any Board member may waive notice of any meeting. The attendance of

a Board member at any meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice by such meeting, unless specifically required by law or by these By-Laws.

Section 7. Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Board members are present at said meeting, a majority of the Board members present may adjourn the meeting from time to time without further notice.

Section 8. Vacancies. Any vacancy occurring in the Board not delineated in the provisions for succession set forth in Articles VI and VII shall be filled by a majority vote of the remaining Board. A Board member elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. However, vacancies need not be filled unless such a vacancy would result in fewer than four Board members remaining on the Board.

Section 9. Resignation and Removal. Board membership may be terminated by resignation or by a vote of two-thirds (2/3) of the Faculty provided that at least five (5) days' notice has been given to the Faculty and to the Board member to be removed.

Section 10. Manner of Acting. The act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these By-Laws.

Section 11. Proxies. There shall be no use of proxies at meetings of the Board.

Section 12. Compensation. Board members as such shall not receive any stated salaries for their services, but by resolution of the Board a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board, but nothing herein contained shall be construed to preclude any Board member from serving the Center in any other capacity and receiving compensation therefor.

Section 13. Informal Action by Board members. Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Board members.

Section 14. Educational Duties. As part of its activities in managing the affairs of the Center, the Board shall have responsibility for all educational activities of the Center. The Board shall establish educational policies under which trainees shall be selected, educated, and evaluated. In fulfilling these duties, the Board shall be governed by policies in agreement with the standards, rules and regulations of the American Psychoanalytic Association, including the *Principles and Standards for Education in Psychoanalysis*. It shall see these policies implemented by the appropriate standing committees through the authority it delegates to them

but shall regularly review their work. It shall appoint, promote, and if necessary recommend disciplinary action or dismissal of members of the Faculty. At the annual meeting of the Board it shall appoint and reappoint members of the Faculty, including training and/or supervising analysts which action will then be ratified by the Faculty at the annual meeting of the Faculty. The Board shall also appoint representatives and alternates to represent the Center at the Board on Professional Standards of the American Psychoanalytic Association at its first fully constituted meeting following the annual meeting of the Faculty.

## **ARTICLE VI**

### **BOARD MEMBERS**

Section 1. Board members. The Board members of the Center (“Board members”) shall be a President, a Vice President, a Secretary, a Treasurer, the chairperson of the Faculty Committee, and such other Board members as may be elected by the Faculty from its membership in accordance with the provisions of this Article VI. The Faculty may elect or appoint such other Board members, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such Board members to have the authority and perform the duties prescribed, from time to time, by the Board. The Executive Director shall be a non-voting member of the Board.

Section 2. Election and Term of Office. The Board members of the Center shall be elected by a majority of the Faculty present at the annual meeting of the Faculty. If the election of Board members shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be called. Each Board member shall hold office from July 1 of the year of election until June 30 of the year in which his/her term expires. The term of office shall be three years provided that the Board member receives annual reappointment to the Faculty.

Section 3. Removal. Any Board member elected or appointed by the Faculty may be removed by a vote of two-thirds (2/3) of the Faculty present at any duly called meeting of the Faculty whenever in its judgment the best interests of the Center would be served thereby provided that at least five (5) days notice has been given to the Faculty and to the Board member(s) to be removed. Such removal shall be without prejudice to the contract rights, if any, of the Board member so removed.

Section 4. Vacancies. A vacancy in the office of the President because of death, resignation, removal, disqualification or otherwise shall be filled by the Vice President until a new President is elected by the Faculty at a special meeting called for that purpose from a single slate selected by the Nominating Committee and from any nominations made from the floor. If there is a vacancy in the office of the Vice President for any reason, a new Vice President shall be elected by the Faculty at a special meeting called for that purpose from a single slate selected by the Nominating Committee and from any nominations made from the floor. If a vacancy occurs in any other office because of death, resignation, removal, disqualification or otherwise, the Board may appoint a person to the vacant office for the unexpired portion of the term.

Section 5. Powers and Duties of the President. The President shall be the principal executive officer of the Center, and subject to the control of the Board, shall in general supervise all of the business and affairs of the Center. He/She shall develop the agendas for the meetings of the Faculty and for the meetings of the Board. He/She shall preside at all meetings of the Faculty and of the Board. He/She shall be required to make timely and regular reports to the Board. He/She has no independent policy making powers and no independent negotiating power, except as delegated by the Faculty or the Board. He/She may sign, with the Secretary or any other proper officer of the Center authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these By-Laws or by statute to some other Board member or agent of the Center. He/She shall be an ex officio member of all standing committees except the Ethics Committee, the Faculty Committee, and the Nominating Committee. In general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 6. Powers and Duties of the Vice President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform 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 Vice President shall serve as the chairperson of the Education Coordinating Committee. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board. He/She shall be required to make timely and regular reports to the Board.

Section 7. Powers and Duties of the Secretary. The Secretary shall review and publish the minutes of the Board meetings and of the Faculty meetings with the assistance of the Center Administrator within ten (10) days following the meetings; shall keep the minutes of the meetings of the Board and of the Faculty in a place provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; shall be custodian of the records and of the seal of the Center; shall keep a register of the post-office and e-mail address of each faculty member which shall be furnished to the Secretary by such member; shall supervise the maintenance of the Center's publications; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board. The Secretary shall serve as the Chairperson of the Human Resource Committee.

Section 8. Powers and Duties of the Treasurer. If required by the Board, the Treasurer shall be bonded by the Center for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine. He/She shall have charge and custody of and be responsible for all funds and securities of the Center, receive and give receipts for moneys due and payable to the Center from any source whatsoever, and deposit all such moneys in the name of the Center in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-Laws.

The Treasurer shall obtain from chairpersons of committees and from other faculty

members, whose duties require expenditure of Center funds, annual estimates of proposed expenditures. He/She, with the assistance of the Finance Committee, shall prepare a budget based on these estimates and present it for approval to the Board at the first regularly scheduled meeting of the Board in the new fiscal year. The budget will then be distributed to the Faculty. The Treasurer shall then report to the Board and distribute the report to the Faculty four times annually, at the end of each quarter of the fiscal year, comparing actual with budgeted expenditures by each category of expense, and shall make a quarterly statement comparing total actual with total budgeted expenditures. When expenditures are discussed by the Board, the Treasurer shall indicate whether or not the proposed expenditures are within the budget already approved by the Board. The Treasurer shall provide an annual report to the Faculty and additional reports as may be requested by the President and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board. The Treasurer shall be the chairperson of the Finance Committee and shall serve as a member of the Development Committee.

Section 9. Powers and Duties of the Faculty Chair. The Faculty Chair shall oversee the Faculty Committee and represent the Faculty on the Board, participate in Board deliberations and vote as a member of the Board.

## **ARTICLE VII**

### **COMMITTEES**

Section 1. General Powers. The standing and *ad hoc* committees shall report on a regular basis at both the meetings of the Faculty and the meetings of the Board. They shall make no decisions that create new policy and shall refer all non-routine matters to the Board. The Board shall have the power of review and of final decision for all committee decisions.

Section 2. Confidentiality. The Center is a healthcare organization dedicated to the advancement of the science and the art of psychodynamic psychotherapy and psychoanalysis. To that end, the standing and *ad hoc* committees of the Center are engaged in the review of the quality of care rendered by Faculty and candidates and thus are quality review and peer review committees defined in TEX. OCC. CODE § 151.002(a)(8) and TEX. HEALTH & SAFETY CODE § 161.031. The proceedings of and communications to and from these committees are privileged and confidential pursuant to TEX. OCC. CODE §§ 160.001-014 and TEX. HEALTH & SAFETY CODE §§ 161.031-033 as they may be amended from time to time.

Section 3. Standing Committees. The standing committees are as follows: Admissions, Child Analysis, Curriculum, Development, Progression, Faculty, Finance, Ethics, Education Coordinating, Human Resources, Colleague Assistance Committee and Nominating. New standing committees may be created by a vote of two-thirds (2/3) of the Faculty present at any duly called meeting of the Faculty.

Section 4. The Admissions Committee. The members of the Board shall select and appoint the chairperson of the Admissions Committee from the Faculty. The chairperson, in

consultation with the Board, shall select the members of the committee. The members of this committee shall serve at the pleasure of the Board and, in any event, their appointments shall expire with the end of the term of the Board. The President shall be an ex officio member of this committee. The Admissions Committee shall consider each new application to the Center, arrange for the interviewing of the applicant, and obtain such supplementary information as it may deem necessary for the proper assessment of the applicant. After it has completed its evaluation, it shall take appropriate action. In all of its activities, the Admissions Committee shall act in accordance with the Policies for the Admissions Committee of the Board.

Section 5. The Child Analysis Committee. The members of the Board shall select and appoint the chairperson of the Child Analysis Committee from the Faculty. The Chairperson of the Child Analysis Committee, in consultation with the Board, shall appoint the members of the Child Analysis Committee, which shall include a child candidate member or members, prior to the beginning of the academic year commencing on July 1. The members of this committee shall serve at the pleasure of the Board and, in any event, their appointments shall expire with the end of the term of the Board. The President shall be an ex officio member of this committee. The Child Analysis Committee is to be composed predominantly of, but is not limited to, analysts trained in child analysis.

The Child Analysis Committee shall make all recommendations about admissions, curriculum, and progression for child analytic candidates, report them to the relevant committees, and submit them to the Board for review and/or final approval. The Child Analysis Committee shall consult with other committees where indicated. Decisions, which conflict with, or are thought inadvisable by other committees, shall be resolved by the Board. The individual members of the Child Analysis Committee, in their roles as Center faculty members, teachers, and supervisors, shall also participate in the deliberations of the Progression Committee regarding the progress of individual child analytic trainees. The Child Analysis Committee will make recommendations in conjunction with the Faculty Committee about appointments of Child/Adolescent Associate Supervising Analysts and of Child/Adolescent Supervising Analysts to the Board. The Child Analysis Committee shall maintain liaison with the Committee on Child and Adolescent Analysis of the American Psychoanalytic Association regarding the status of the Center's training program in Child Analysis. In all of its activities, the Child Analysis Committee shall act in accordance with the Policies for the Child Analysis Committee of the Board.

Section 6. The Curriculum Committee. The members of the Board shall select and appoint the chairperson of the Curriculum Committee from the Faculty. The Chairperson, in consultation with the Board, shall select and appoint the members of the Curriculum Committee, which shall include the candidate and psychotherapy trainee class coordinators, prior to the beginning of the academic year commencing on July 1. The members of this committee shall serve at the pleasure of the Board and, in any event, their appointments shall expire with the end of the term of the Board. The President shall be an ex officio member of this committee. The Curriculum Committee shall establish the curriculum of the Center, assign faculty members to teach the classes, publish the annual academic schedule, and monitor the quality of the educational experience. In all of its activities, the Curriculum Committee shall act in accordance with the Policies for the Curriculum Committee of the Board.

Section 7. The Development Committee. The members of the Board shall select and appoint the chairperson of the Development Committee from the Faculty. The Treasurer and the Executive Director of the Center shall serve on this committee. The Chairperson, in consultation with the Board, shall select and appoint additional members of the Development Committee, which shall include a candidate member or members, prior to the beginning of the academic year commencing on July 1. The members of this committee shall serve at the pleasure of the Board and, in any event, their appointments shall expire with the end of the term of the Board. The President shall be an ex officio member of this committee. The Development Committee shall be responsible for securing funding and other sources of external support for the mission of the Center. In all of its activities, the Development Committee shall act in accordance with the Policies for the Development Committee of the Board.

Section 8. The Progression Committee. The members of the Board shall select and appoint the chairperson of the Progression Committee from the Faculty. The Chairperson, in consultation with the Board, shall select and appoint the members of the Progression Committee prior to the beginning of the academic year commencing on July 1. The members of this committee shall serve at the pleasure of the Board and, in any event, their appointments shall expire with the end of the term of the Board. The President shall be an ex officio member of this committee. The Progression Committee shall maintain records of each trainee's progress through the Center. It shall review the status of each trainee and take appropriate action according to its Policies. In all of its activities, the Progression Committee shall act in accordance with the Policies for the Progression Committee of the Board.

Section 9. The Faculty Committee. The Faculty Committee shall consist of three members, at least one of whom is training analysts. The Chairperson of the Faculty Committee shall be the past President of the Center and shall serve on the Board of Directors. The two other members shall be nominated by the Nominating Committee and elected by the Faculty by a majority of the Faculty present at the annual meeting of the Faculty. The members shall serve beginning July 1 of the year of election for three years, ending June 30 of the last year. The three-year terms of office of the Faculty Committee members are to be concurrent. If such election does not occur for any reason, the existing committee members shall serve until the earliest occasion on which an election can be held.

The duties of the Faculty Committee are to evaluate each member or potential member of the Faculty and to recommend action to the Board at its annual meeting. In each instance it may recommend to appoint, reappoint, promote, demote, or dismiss subject to the criteria and procedures established by the Board and included in its Policies. The Faculty shall review and ratify any recommendations made by the Faculty Committee at the annual meeting of the Faculty. The Faculty Committee shall also collect and publish data by which to describe professional activities of the Faculty. It shall also review any requests for leaves of absence from Center administration or teaching and make recommendations accordingly to the Board. It shall initiate evaluations of potentially impaired psychoanalysts subject to the criteria and procedures established by the Board and included in its policies. It shall initiate evaluations of concerns regarding faculty professional behavior that do not rise to the level of an ethics violation. The evaluation of these concerns regarding faculty professional behavior will be subject to the

criteria and procedures established by the Board and included in its policies. In all of its activities, the Faculty Committee shall act in accordance with the policies for the Faculty Committee of the Board.

Section 10. The Finance Committee. The chairperson of the Finance Committee shall be the Treasurer of the Center. The Treasurer, in consultation with the Board, shall select and appoint additional members of the Finance Committee prior to the beginning of the academic year commencing on July 1. The members of this committee shall serve at the pleasure of the Board and, in any event, their appointments shall expire with the end of the term of the Board. The President shall be an ex officio member of this committee. The Finance Committee shall prepare and present for approval an annual budget to the Board at the first regularly scheduled meeting of the Board in the new fiscal year. It shall assist the Treasurer in preparing an annual report and quarterly reports for distribution to the Faculty. It shall supervise the investments of the Center investment account in accordance with the Policies for Investments of the Board.

Section 11. The Ethics Committee. The Ethics Committee shall consist of five members, including a training analyst and a non-training analyst. The committee members shall be nominated by the Nominating Committee and elected by a majority of the Faculty present at the annual meeting of the Faculty. Members of the committee shall serve three-year terms. The terms shall be staggered. After two consecutive terms, members must rotate off the Committee for at least three years. Elections shall be held annually. The committee shall annually elect its chairperson from its membership. The President shall not be an ex officio member of this committee. The Ethics Committee shall report to the Board as needed.

The Ethics Committee shall function as both a committee to educate and to advise the Center Faculty and trainees about ethical issues and to deal with formal complaints about Center Faculty and trainees. Should a complaint be brought against a faculty member or trainee in the Center, it shall be referred to the Ethics Committee. After a determination is made that a complaint describes a violation of the *Principles and Standards of Ethics for Psychoanalysts* as published by the American Psychoanalytic Association and an appropriate investigation is conducted following the procedures outlined in the *Provisions for Implementation of the Principles and Standards of Ethics for Psychoanalysts*, the committee shall report its findings and recommendations to the Board. In its investigation, the committee shall take appropriate steps to protect the rights and confidentiality of the individual under review and shall follow the procedures outlined in the *Provisions for Implementation of the Principles and Standards of Ethics for Psychoanalysts* to provide notice and an opportunity to be heard. In no event shall a faculty member participate as a committee member in an investigation of a complaint concerning his/her own conduct, or vote thereon.

Section 12. Education Coordinating Committee (ECC). The ECC develops policies and programs and oversees and implements all activities involved in the education of psychoanalytic candidates and psychotherapy fellows.

Membership: The ECC is comprised of the chairpersons of the Admissions, Child Analysis, Curriculum, and Progression Committees. The Faculty shall elect two additional members of the

Committee. The Vice President of the Center shall serve as the Chairperson of the ECC and the liaison to the Board. The president shall serve as an ex officio member of the ECC.

Meetings: The committee shall meet at least three times during the academic year. Any member of the committee may initiate additional meetings by contacting the vice president.

The ECC shall act in accordance with the Policies for the Education Coordinating Committee of the Board.

Section 13. Human Resources Committee. The Human Resources Committee works with the staff to ensure compliance in personnel policies and employment manuals; salary scales, benefits, diversity, layoffs, grievances and serious charges about the organizations management. They also spearhead the recruitment effort of the Executive Director which would then be approved by the Board. The committee shall have a minimum of two members, the Chair (Secretary of the Board) and the Executive Director. Other members may be appointed by the Chair in consultation with the Board.

Section 14. The Colleague Assistance Committee. The Colleague Assistance Committee shall consist of five members – nominated by the Nominating committee and elected by a majority of the Faculty. The President shall not be an ex officio member of this committee. The faculty members shall include both training and non-training analysts. The faculty members shall serve three-year staggered terms. Among the first set of faculty members elected, there shall be one elected for a one-year term, one elected for a two-year term, and two elected for three-year terms. The advanced candidate member shall serve one two-year term. The committee members shall annually elect its chairperson from its membership. The committee, as the Colleague Assistance Program, will provide appropriate and helpful responses to individual psychoanalytic colleagues and candidates who may be experiencing either personal or interpersonal difficulty, especially where their ability to function in a clinical or educational capacity is affected. In all of its activities, the Colleague Assistance Committee and Program shall act in accordance with the Policies for the Program of the Board.

Section 15. The Nominating Committee. The Nominating Committee shall consist of three members, including a training analyst, a non-training analyst, and one member who may be either a training or a non-training analyst. The members of the Nominating Committee shall be elected by a majority of the Faculty present at the annual meeting of the Faculty. No member may serve more than two consecutive terms. The President shall not be an ex officio member of this committee. The chairperson of the Nominating Committee shall be elected by the members of the Nominating Committee.

Every three years and at least two months prior to the annual meeting of the Faculty or the Faculty meeting at which elections are to be held, notice of the forthcoming deliberations of this committee together with a solicitation for recommendations shall be published. At least one month prior to the annual meeting of the Faculty or the Faculty meeting at which elections are to be held, the Nominating Committee shall submit to the Faculty a single slate of candidates for the Board members and the members of the Colleague Assistance Program, Ethics Committee, Faculty Committee, and the Nominating Committee to be filled. Written notice may be

delivered either personally, or to the mailboxes of, or by facsimile transmission, or by mail, or by electronic transmission to each member of the Faculty. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, properly addressed to the Board member at his/her address as it appears on the records of the Center, with postage thereon prepaid. If transmitted by facsimile, notice is deemed to be delivered on successful transmission of the facsimile. If by electronic transmission, notice is deemed to be delivered upon successful transmission of the email. At the annual meeting of the Faculty or the Faculty meeting at which elections are to be held, the nominees for Board members and the members of the Colleague Assistance Program, Ethics Committee, Faculty Committee, and the Nominating Committee shall be presented to the Faculty and shall be voted upon. Members of both the Ethics and Nominating Committees may not serve for more than two consecutive terms. Additional nominations may be made from the floor by any Faculty present at the meeting.

Section 16. Ad Hoc Committees. The chairpersons and the membership of *ad hoc* committees, including candidate members, shall be selected and appointed by the Board. The members of *ad hoc* committees shall serve at the pleasure of the Board and, in any event, their appointments shall expire with the end of the term of the Board. The President shall be an ex officio member of these committees. The minutes of the Faculty or of the Board shall record the purpose for which an *ad hoc* committee was formed. In all of its activities, an *ad hoc* committee shall act in accordance with the Policies for *Ad Hoc* Committees of the Board.

## **ARTICLE VIII**

### **NON-DISCRIMINATORY ADMISSIONS POLICY**

With respect to any school operated or to be operated by the Center, the Center shall not deny admission to any qualified individual regardless of race, creed, color, national or ethnic origin, gender, sexual orientation, or physical disability.

## **ARTICLE IX**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. The Board may authorize any Board member or Board members, agent or agents of the Center, in addition to the Board members so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Center, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Center shall be signed by such Board member or Board members, agent or agents of the Center and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the Center.

Section 3. Deposits. All funds of the Center shall be deposited from time to time to the credit of the Center in such banks, trust companies, or other depositories as the Board may select.

Section 4. Gifts. The Board may accept on behalf of the Center any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Center.

## **ARTICLE X**

### **BOOKS AND RECORDS**

The Center shall keep correct and complete books of account and shall also keep minutes of the proceedings of its Faculty, Board, and standing committees, and shall keep at the registered or principal office a record giving the names and addresses of the Faculty entitled to vote. All books and records of the Center may be inspected, examined, and copied by any faculty member, or his/her agent, accountant or attorney for any proper purpose at any reasonable time, at the expense of such faculty member. Information presented to the Board and to committees in the form of reports and letters, to provide material for deliberation, is considered part of the official record of the Board or that committee. No confidential information concerning an applicant or candidate may be released without the written consent of the individual concerned, and without his/her being informed as to its content. All such records are the property of the Center.

## **ARTICLE XI**

### **FISCAL YEAR**

The fiscal year of the Center shall begin on the first day of July and end on the last day of June in each year.

## **ARTICLE XII**

### **WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act of Texas or under the provisions of the Articles of Incorporation or the By-Laws of the Center, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of any person entitled to such notice at any meeting shall constitute a waiver of notice of such meeting unless such attendance is for the purpose of objecting to the failure of notice.

## **ARTICLE XIII**

### **AMENDMENTS TO BY-LAWS**

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a vote of two-thirds (2/3) of the Faculty present at any duly called meeting of the Faculty, at which a quorum of fifty (50) percent of the Faculty is present, if at least ten (10) days' written notice is given of intention to alter, amend, or repeal or to adopt new By-Laws at such meeting. Written notice may be delivered either personally, or to the mailboxes of, or by facsimile transmission, or by mail, or by electronic transmission to each member of the Faculty. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, properly addressed to the Board member at his/her address as it appears on the records of the Center, with postage thereon prepaid. If transmitted by facsimile, notice is deemed to be delivered on successful transmission of the facsimile. If by electronic transmission, notice is deemed to be delivered upon successful transmission of the email.

## **ARTICLE XIV**

### **INDEMNIFICATION**

The Center shall indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) any person who is or was a Board member of the Board or Board member of the Center and may indemnify (which indemnification may include, without limitation, advancing reasonable expenses) any person who is or was an employee, or agent of the Center (or any person who is or was serving at the request of the Center as a Board member, Board member, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise) to the fullest extent required or permitted by applicable law. In addition, the Center shall have the power to indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) to the fullest extent permitted by law such other persons as the Board may determine from time to time. The Center shall have the power to purchase and maintain at its expense insurance on behalf of such persons to the fullest extent permitted by applicable law, whether or not the Center would have the power to indemnify such person under the foregoing provisions. Any amendment to this Article XIV shall be prospective and shall not reduce or eliminate the right of any person to indemnification hereunder with respect to any act or failure to act occurring on or prior to the date of any such amendment.

## **CERTIFICATE**

I do hereby certify that I was Secretary of the meeting of the Center for Psychoanalytic Studies., duly called and held on the February 5, 2016, and I do hereby certify that the above and foregoing By-Laws were duly adopted as the By-Laws of the Center at such meeting.

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Sally A. Davis, Ph.D., Secretary  
Center for Psychoanalytic Studies