

*Bylaws of the American
Academy of Forensic
Psychology*

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Bylaws of the American Academy of Forensic Psychology

Article I Mission

Section 1.1 Statement of Mission

The mission of the American Academy of Forensic Psychology, Inc. (“Academy”), a non-profit corporation organized under the laws of the Commonwealth of Pennsylvania, is to contribute to the development and maintenance of forensic psychology as a specialized field of study, research and practice. It shall do this by:

- a. operating a continuing education program in forensic psychology;
- b. providing a forum for the exchange of scientific information among its members; and
- c. conferring awards upon outstanding students and practitioners of forensic psychology.

Section 1.2 Review of Mission

The Academy shall review its mission no less than every three years at a regularly scheduled Board meeting. It may revise its mission as long as the revision advances forensic psychology as a profession and promotes acceptable activities for a non-profit entity under the United States Tax Code.

Article II Offices

Section 2.1 Establishment of Offices

The Academy’s registered office shall be established by a vote of the Board. The Board may establish additional offices in any other state of the United States.

Section 2.2 Maintenance of Records

The registered office shall maintain or archive all records of the Academy, including:

- a. minutes of all Academy meetings;
- b. copies of all financial statements and other data pertaining to the Academy’s financial status;

- c. originals of all documents pertaining to the Academy's incorporated status;
- d. copies of all correspondence to and from the President of the Academy;
- e. resolutions of the Academy; and
- f. a copy of the Corporate Seal.

Section 2.3 Records Maintained by Officers

All Officers of the Academy shall maintain records pertaining to their own terms of office, after which they shall transmit these records to the designated Academy archivist for storage.

Article III Corporate Seal

Section 3.1 Description of Corporate Seal

The Corporate Seal shall be circular in form and shall include the words: "American Academy of Forensic Psychology, Inc., 1978."

Section 3.2 Use of Corporate Seal

The Corporate Seal may be used by any person authorized by the Academy to conduct the Academy's business.

Article IV Membership

Section 4.1 Composition

All persons currently certified by the American Board of Forensic Psychology, Inc. (ABFP) are Members of the Academy. Each Member shall be entitled to one (1) vote on each matter submitted to a vote of the Members.

Section 4.2 Dues

All Members (with the exception of those members whose status is addressed in Section 4.3 of these *Bylaws*) shall be required to pay annual dues which shall be set by the Executive Committee. The Executive Committee shall have the authority to establish differential dues based on categories of professional practice.

Section 4.3 Automatic Dues Exemption

Members whose application for ABFP certification was submitted and accepted prior to March 1, 1984 shall be exempt from annual dues.

Section 4.4 Dues Exemption Based on Retirement

Members whose application for ABFP certification was received after March 1, 1984, who (a) have been certified by ABFP for ten years and have reached the age of sixty-five (65), or (b) are disabled and have retired from a full-time practice of psychology, may petition the Executive Committee to be excused from further annual dues payments.

Section 4.5 Voluntary Contribution

Members who are exempt from annual dues may contribute any amount of money as a voluntary contribution. There shall be no adverse consequences for non-payment of such a voluntary contribution.

Section 4.6 Failure to Pay Dues

Non-exempt Members who fail to pay dues by the end of the Academy's fiscal year shall be automatically suspended from membership in the Academy for non-payment of dues, and shall be automatically reinstated upon payment of outstanding dues. Currently suspended Members are not eligible for any privileges of the Academy, including the right to vote and the right to hold elective office.

Section 4.7 Removal

A Member may be removed, due to nonfeasance or malfeasance in his or her role as a Member or as an Officer, by a majority vote of Executive Committee members present at any Annual, Semiannual, or Special Meeting at which a quorum is present. A Member shall be removed automatically upon revocation of his or her ABFP certification.

Article V Academy Board of Directors

Section 5.1 Composition

The Academy Board of Directors ("Academy Board") shall consist of six (6) Directors:

- a. its Officers (the President, President-Elect, Secretary, and Treasurer);

- b. the ABFP President; and
- c. the Executive Director of ABFP (*ex officio*).

Section 5.2 Voting

Each Director (with the exception the ABFP Executive Director) shall be entitled to one (1) vote on all matters brought before the Academy Board.

Section 5.3 Duties

The Academy Board shall:

- a. establish and revise as needed the Fiscal Year of the Academy Board;
- b. conduct the business and manage the affairs of the Academy, including the Academy's investments and properties; and
- c. establish and implement the policies and objectives of the Academy.

Section 5.4 Funds

All funds of the Academy shall be made subject to the draft of the Treasurer. The Academy's financial holdings shall be structured in such a fashion that transfer, disbursement, or withdrawal of funds in excess of \$10,000 per transaction, or in excess of \$12,000 per month shall require written authorization of the President or documentation from the CE Chair.

Section 5.5 Liaisons

The Academy Board may invite representatives of other educational, professional or scientific boards or associations to serve as Liaisons. Liaisons shall not have voting privileges.

Section 5.6 Annual and Semiannual Meetings

The Academy Board shall:

- a. conduct an Annual Meeting in conjunction with the ABFP Annual Meeting; and

- b. conduct a Semiannual Meeting in conjunction with the ABFP Semiannual Meeting.

Section 5.7 Special Meetings

The Academy Board shall conduct a Special Meeting at the direction of the President, or at the request of any three (3) voting Directors. Special Meetings may be held via teleconference or specific e-mail discussion.

Section 5.8 Teleconferencing

One or more Directors may participate in a meeting of the Academy Board by means of teleconferencing. Participation in this fashion shall be deemed the equivalent of a Director's physical presence at that meeting.

Section 5.9 Quorum

A majority of voting Directors shall constitute a quorum for all meetings of the Academy Board.

Section 5.10 Procedure

The rules contained in the most recent revision of *Robert's Rules of Order* shall govern the Academy Board procedurally in all cases to which they are applicable, and in which they are not inconsistent with these *Bylaws*.

Section 5.11 *Ad Hoc* Committees

The President may appoint Members as chairs and members of *ad hoc* committees to study, recommend, or implement policies of the Academy Board. An *ad hoc* committee shall serve until the President determines that its purpose is satisfied or eliminated.

Article VI Executive Committee

Section 6.1 Composition

The Executive Committee shall consist of the Officers of the Academy: the President, President-Elect, Secretary, and Treasurer.

Section 6.2 General Duties

The Executive Committee shall be the administrative body of the Academy. During any interval between meetings of the Academy Board, the Executive Committee shall have

the authority to take action as necessary, via any medium of communication chosen by the President, to conduct the business and manage the affairs of the Academy, in accordance with these *Bylaws* and with the policies of the Academy Board. If an emergency is declared by a majority of the Officers, the Executive Committee shall have the power to take action as though such action were taken by the Academy Board, and shall make a report of any such action at the next meeting of the Academy Board.

Section 6.3 Specific Duties

The Executive Committee shall also, meeting via any medium of communication chosen by the President:

- a. promulgate and update as needed a Continuing Education Policy Statement;
- b. review and approve plans for continuing education workshops;
- c. set dues as provided in Section 4.2 of these *Bylaws*; and
- d. administer the conferral of awards of the Academy as provided in Sections 6.4 through 6.6 of these *Bylaws*.

Section 6.4 Established Awards

The Executive Committee shall ensure that the Distinguished Contribution to Forensic Psychology Award is conferred on an annual basis. The Saleem Shah Early Career Development Award will be presented annually in conjunction with the American Psychology-Law Society. The Beth and Charlie Clark Service Award will be conferred periodically based on nomination or consideration by The Executive Committee. The Executive Committee shall determine in the case of each award the monetary amount, if any, to be attached thereto.

Section 6.5 Determination of Established Award Recipients

Established Award recipients shall be determined as follows:

- a. Nominees for the Distinguished Contribution Award shall be solicited annually via the AAFP and AP-LS listservs. The Saleem Shah Early Career Award shall be solicited via announcements on the AAFP and AP-LS listservs, as well as via the Fall issue of the American Psychology/Law Society (AP/LS) *Newsletter*;
- b. The Executive Committee shall review nominations and determine, by a majority vote, the recipients of the Established Awards; and

- c. The recipients of the Established Awards shall be notified thereof and invited to present a paper at the AP/LS Biannual Meeting or the APA Annual Meeting.

Section 6.6 Additional Awards

The Executive Committee may also establish and confer additional Awards of the Academy, subject to the approval of the Academy Board.

Article VII Officers

Section 7.1 Designation

Terms of office are six years in succession, beginning with Secretary and advancing to President-Elect and then President. The Secretary shall be a current Member elected to the Office in the following fashion:

- a. During the month of March of each even-numbered year, a Nominating Committee, consisting of the President and President-Elect of the Academy, and the Vice-President of ABFP, and chaired by the President-Elect of the Academy, shall submit to the membership a list of at least two nominees.
- b. Prior to inclusion on the ballot, each potential nominee shall be contacted in order to confirm his or her willingness to serve if elected.
- c. The candidate receiving the most votes for Secretary, as certified by the President, shall be elected to that Office.
- d. The President shall notify the Academy Board and the rest of the Membership of the results of the election.

Upon the completion of his or her full term as Secretary, he or she will become President-Elect. The President-Elect shall become the President.

The AAFP Board will appoint a Treasurer, who will serve at the pleasure of the Board for an unspecified term. The Treasurer will serve as a member of the Executive Committee.

Section 7.2 Terms of Office

Terms of office shall commence January 1st of each odd-numbered year, and shall terminate December 31st of the following even-numbered year. No elected Officer shall serve consecutive terms in the same Office (except as provided in Section 7.3 of these *Bylaws*), and no Officer shall serve in more than one office concurrently.

Section 7.3 Vacancy

Whenever any vacancy shall occur in the Offices of President-Elect or Secretary, for any reason other than expiration of term, the President shall appoint a Member to serve in that Office for the remainder of that term. Any vacancy in the Office of the President shall be filled by the President-Elect. Any Member filling a vacant Office shall be eligible to serve in that Office for a consecutive term if elected thereto.

Section 7.4 Removal

An Officer may be removed, due to nonfeasance or malfeasance in his or her role as a Member or as an Officer, by a majority vote of Executive Committee members. An Officer shall be removed automatically upon revocation of his or her ABFP certification.

Section 7.5 Duties of the President

The President shall:

- a. preside over meetings of the Academy Board and the Executive Committee;
- b. ensure that Minutes are taken of all meetings of the Academy Board and submitted to the Academy Board for its approval at the Academy Board's next subsequent meeting;
- c. preside over the Academy's award ceremonies;
- d. attend Semiannual and Special Meetings of ABFP;
- e. ensure that the Treasurer presents information regarding the financial status at each Semiannual meeting;
- f. appoint a Listmaster and determine the host institution of an AAFP Listserv;
and
- h. appoint the Continuing Education Chair and the chairs and members of any *ad hoc* Committees as otherwise provided by these *Bylaws*.

Section 7.6 Duties of the President-Elect

The President-Elect shall, subject to the direction of the President and the authority of the Academy Board:

- a. preside over meetings of the Academy Board and the Executive Committee in the absence of the President;
- b. preside over the Academy's award ceremonies in the absence of the President;
- c. attend Semiannual and Special Meetings of ABFP, in a non-voting capacity, in the absence of the President;
- d. conduct an annual review of these *Bylaws* and make recommendations to the Academy Board concerning any amendments he or she deems advisable; and chair the Nominating Committee, as described in Section 7.1 of these *Bylaws*.
- e. post call for nominations for Saleem Shah award, post advertisement for Dissertation Grants, and select committees to manage each.

Section 7.7 Duties of the Treasurer

The Treasurer shall, subject to the direction of the President and the authority of the Academy Board:

- a. provide for the care and custody of the Academy's general funds, securities, properties and assets, which shall remain under the direct supervision of the Academy Board;
- b. deposit or cause to be deposited the funds and securities in such bank or banks, trust companies or depositories as the Academy Board shall designate, and shall, subject to the direction of the Academy Board, disburse and dispose of the same, or cause same to be disbursed or disposed of, obtaining proper vouchers for such disbursements;
- c. keep, or cause to be kept, accurate books of account, recording therein the amounts of all monies, funds, securities, properties and other assets, showing at all times the amount of all property belonging to the Academy, wherever located, and showing the amount of disbursements made and the disposition of property;

- d. exhibit all books and records whenever requested to do so by the Academy Board, specifically including an accounting of all transactions and the financial condition of the Academy Board; and
- e. submit a report to the Academy Board, at least fifteen (15) days prior to its Annual Meeting, the financial position and results of operation of the Academy for the preceding fiscal year, as certified by an independent Certified Public Accountant.
- f. ensure the distribution of annual dues statements.
- g. retain and preserve the Corporate Seal and the archived records and correspondence of the Academy;

Section 7.8 Duties of the Secretary

The Secretary shall, subject to the direction of the President and the authority of the Academy Board:

- a. provide notice of all meetings of the Academy Board for which notice must be given as required by these *Bylaws*;
- b. coordinate the Academy's programming at the APA Annual Meeting, including a symposium scheduled under the co-sponsorship of AP/LS.
- c. serve as a liaison between the Executive Committee and the editors of any publications in which Academy business may be announced.
- d. Keep minutes during AAFP board meetings and document any Board actions decided during electronic/telephonic conferences.

Article VIII Continuing Education

Section 8.1 Appointment of Continuing Education Chair

The Academy President, with advice and consent of the Academy Board, shall appoint a Continuing Education Chair.

Section 8.2 Duties of Continuing Education Chair

The Continuing Education Chair shall, subject to the direction of the President and the authority of the Academy Board:

- a. appoint and serve as chair of the Continuing Education Committee, for the purpose of producing and maintaining a nationwide series of APA-accredited continuing education workshops in Forensic Psychology, consistent with the guidelines of the Continuing Education Policy Statement promulgated by the Executive Committee; and
- b. report on such activities to the Academy Board at its Semiannual Meetings.

Article IX Indemnification

Section 9.1 Third Party Actions

The Academy Board shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Academy Board) by reason of the fact that the person is or was a Director or Officer, or is or was serving at the request of the Academy Board as a Member, Officer, or representative of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending, or completed action, suit, or proceeding.

Section 9.2 Derivative Actions

The Academy Board shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Academy Board to procure a judgment in its favor by reason of the fact that the person is or was a Member or Officer, or is or was serving at the request of the Academy Board as a Member, Officer, or representative of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) judgments, fines, and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending, or completed action or suit.

Section 9.3 Procedure for Effecting Indemnification

Indemnification under Sections 9.1 or 9.2 of these *Bylaws* shall be automatic and shall not require any determination that indemnification is proper, except that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 9.4 Advancing Expenses

Expenses incurred by a person who may be indemnified under Section 9.1 or 9.2 of these *Bylaws* shall be paid by the Academy Board in advance of the final disposition of any action, suit, or proceeding upon receipt of an under-taking by or on behalf of such person to repay such amount if it shall ultimately be determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Academy Board.

Section 9.5 Indemnification of Employees, Agents and Other Representatives

The Academy Board may, at the discretion and to the extent determined by the Academy Board, (i) indemnify any person who neither is or was a Member or Officer of the Academy Board but who is or was a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (and whether brought by or in the right of the Academy Board) by reason of the fact that the person is or was an employee, agent, or other representative of the corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending, or completed action, suit, or proceeding and (ii) pay such expenses in advance of the final disposition of such action, suit, or proceeding, upon receipt of an undertaking of the kind described in Section 9.4 of these *Bylaws*

Section 9.6 Rights to Indemnification

Any amendment or modification of these *Bylaws* that has the effect of limiting a person's rights to indemnification with respect to any act or failure to act occurring prior to the date of adoption of such amendment or modification shall not be effective as to that person unless he/she consents in writing to be bound by the amendment or modification. The indemnification and advancement of expenses provided by or granted pursuant to these *Bylaws* to a person shall inure to the benefit of the heirs, executors, and administrators of such person.

Article X Conflict of Interest

It is the policy of the corporation and the Academy Board that no contract or transaction between the corporation and one or more of its Members or Officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its Members are directors or officers, or have financial interest, or in which any Member or Officer has any other conflict of interest, shall be authorized or entered into unless the material facts as to his or her interest in the contract or transaction

are disclosed or are known to the Academy Board, and the Academy Board in good faith authorizes the contract or transaction by an affirmative vote of a majority of the Members other than the interested Member or Members. Interested Members may be counted in determining the presence of a quorum at a meeting of the Academy Board which authorizes the contract or transaction.

Article XI Dissolution

In the event of dissolution or winding-up of the corporation, the corporation's assets, after all debts and expenses have been paid or provided for, shall be distributed in the manner provided by statute or in its Articles of Incorporation.

Article XII Right of Inspection

Each Member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney during the usual hours for business for any proper purpose, the books and records of account, and records of the proceedings of the Academy Board and to make copies and extracts thereof.

Article XIII Amendments

These *Bylaws* may be amended in whole or in part at any Semiannual or Special Meeting of the Academy Board, upon the approval of at least a majority of voting Directors, provided that written notice of such proposed action shall have been given at least thirty (30) days prior to said Meeting.