

THE CONSTITUTION AND BYLAWS
OF THE
MASSACHUSETTS PSYCHIATRIC SOCIETY
APRIL 29, 2008
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**THE CONSTITUTION AND BYLAWS
OF THE
MASSACHUSETTS PSYCHIATRIC SOCIETY
April 29, 2008**

Article I -Identification

Section 1. The name of this organization shall be the Massachusetts Psychiatric Society (MPS), a District Branch of the American Psychiatric Association (APA).

Section 2. The Massachusetts Psychiatric Society (MPS) shall be incorporated under the laws of the Commonwealth of Massachusetts as a nonprofit organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 3. In the event of dissolution, all assets of the MPS shall be forthwith distributed to the APA solely for scientific and educational purposes.

Article II –Objectives

The objectives of the MPS shall be to foster the science and progress of psychiatry; in cooperation with and as a constituent part of the APA, to serve as an influence toward the maintenance of high professional and administrative standards and to assist the APA in promoting its aims and objectives. These are (a) to improve the treatment, rehabilitation, and care of people who suffer from psychiatric disorders, substance abuse disorders, developmental disorders, and significant emotional distress; (b) to promote research, professional education in psychiatry, and allied fields, prevent disability and impairment; and assist families of people with psychiatric disorders, substance abuse disorders, and developmental disorders and significant emotional distress (c) to advance the standards of all psychiatric services and facilities to provide the best treatment for our patients; (d) to foster the cooperation of all who are concerned with the medical, psychological, social, and legal aspects of mental health and illness; (e) to make psychiatric knowledge available to other practitioners of medicine, to scientists in other fields of knowledge, and to the public; (f) to promote the best interests of patients and both consumers and potential consumers, and (g) to establish and support standards for psychiatric practice and assurance of its quality .

The MPS shall not participate in or intervene in (including the publishing or distribution of campaign statements of) any political campaign of any candidate for public office.

Article III. Territorial Jurisdiction

For the objectives above stated, the territorial jurisdiction of the MPS shall be delimited by the geographical boundaries of the Commonwealth of Massachusetts.

Article IV –Membership

Requirements and qualifications for membership in the Massachusetts Psychiatric Society shall be the same as those for the American Psychiatric Association at the time of application.

All members of the MPS shall be bound by the ethical code of the medical profession, specifically defined in The Principles of Medical Ethics with Annotations Especially Applicable to Psychiatry of the APA.

Section 1. Any physician who is, or who is eligible to be, a member of the American Psychiatric Association and who resides or practices within the Commonwealth of Massachusetts shall be eligible for membership.

Section 2. There shall be the following classes of members who are to qualify according to the standards and procedures of the APA as set forth in Chapters 1 and 2 of the AP A Bylaws. They are (a) Members-in- Training; (b) Associate Members*; (c) General Members; (d) Fellows; (e) Life Members; (f) Life Fellows; (g) Distinguished Fellows; (h) Life Associate Members; (i) Distinguished Life Fellows; and j) Inactive Members or Fellows.

Previous section 3 re: Affiliates deleted

Section 3. The right to vote will be the same as in the APA Constitution and Bylaws.

Article V -Election to Membership

Applications for membership in the MPS shall be made in accordance with the procedures established from time to time by the Council. The Committee on Membership shall be chaired by the Secretary of the MPS. The Council of the MPS, acting as a Committee-of-the-Whole, or a subcommittee appointed for the purpose by the MPS Council, shall be the membership committee.

The MPS Secretary, or the Secretary's designee, shall inquire into the standing of each applicant and the Secretary shall make a report and recommendation to the MPS Council. Election to membership shall be by a two-thirds vote of the members of the MPS Council present and voting, a quorum being present.

Following the approval of the MPS Council, the applicant is considered an MPS member. The MPS Secretary or the Secretary's designee, shall notify the applicant.

When no action is taken on an application for six months or the applicant is rejected, the applicant may appeal according to the provisions of the Bylaws of the APA. Rejected applicants who wish to reapply for membership to the MPS must wait at least one year before doing so.

*** Associate membership has been closed since 1989.**

The Board of Trustees of the APA shall be the final judge of the acceptability of all candidates for membership.

The MPS shall have the responsibility to advance Members-in-Training to General Members. This is an administrative action to be taken upon completion of four years of approved residency or at the end of any additional residency or fellowship training. The APA Membership Division shall be notified of the action by the MPS Secretary or the Secretary's designee.

The MPS Fellowship Committee shall nominate, annually 1 general members deemed to meet the criteria of eligibility for fellowship and forward their names to the APA Membership Committee. Election of Fellows is by the Board of Trustees of the APA upon recommendation of the APA Membership Committee.

Whenever an Associate Member becomes qualified for General Membership, the MPS is responsible for the advancement, and notification of the APA Membership Division by the MPS Secretary or the Secretary's designee.

Article VI –Dues

Section 1. Annual dues shall be established by vote of the Council of the MPS for membership in the MPS. All General Members, Fellows, Life Members, Life Fellows, and Members-in- Training shall pay both dues and assessments as determined by the Council of the MPS or the Board of Trustees of the APA. All other categories of membership shall be exempt from paying dues and assessments to the MPS.

Section 2. Members of any category may be placed in inactive status by the APA and excused from paying dues in both the APA and the MPS. Inactive members shall not receive credit toward the number of years of active membership required for Life status for those years of inactive status. Active members may be granted waiver of dues by the APA for sufficient reason, and such members shall receive credit toward the number of years of active membership required for Life status for those years the members are in the dues waiver status.

Article VII -Dismissals and Resignations

Section 1 .Any member failing to pay his or her dues or other assessments within the time period designated by the APA shall be dropped from membership thirty days after written notice of such proposed action has been sent to the member concerned. If payment in full or an appeal for exemption has not been received by the specified date, the member shall be notified of loss of membership in the MPS and the APA. Former members may reapply for membership in the MPS and the APA in accordance with Chapter 2 of the Bylaws of the AP A. Payment of dues in arrears shall be made prior to reinstatement after loss of membership for non-payment of dues. This procedure may be waived for good cause by action of the MPS Executive Committee.

Section 2. Other reasons for dismissals include: no longer meeting the membership criteria, such as loss of license or expulsion for an ethics violation as described in Article XVIII.

Section 3. Members dismissed from the MPS may appeal to the American Psychiatric Association as described by its Constitution and By-laws.

Section 4. Any member who wishes to resign may do so at any time (except as noted in Article XVIII). Resignation or loss of membership in the MPS or in the American Psychiatric Association shall entail loss of membership in both.

Article VIII –Officers

Section I. The Officers of the MPS shall be a President, a President-Elect, a Secretary, a Treasurer, and the Immediate Past President.

Section 2. The term of office for the above positions shall be:

President	-	One year
President- Elect	-	One year
Immediate Past President	-	One year
Secretary	-	Two years
Treasurer	-	Two years

The President-Elect [once elected] shall succeed to President and Immediate Past President in successive years. The President and President-Elect may not run for sequential terms. A five-year period must elapse before the individual can run for President-Elect again. The Secretary and Treasurer shall be elected in alternate years. The Secretary and Treasurer may run for two two-year terms and three years must elapse before they can then run for Secretary or Treasurer again.

Section 3. Only voting members of the MPS shall be eligible for nomination and election to office.

Section 4. The President shall be the executive officer of the Society, shall preside at all meetings of the membership, the Council and the Executive Committee, and shall otherwise perform such duties as are customary for presiding officers. In the absence of the Treasurer, the President shall fulfill the functions of the Treasurer.

Section 5. The President-Elect, in the absence of the President, shall perform the duties of the President. Otherwise, the President-Elect shall perform the duties assigned or delegated by the President, and shall be installed as President at the Annual Meeting at the end of his/her term of office as President-Elect. If both the President and President-Elect are absent, the Immediate Past President shall perform the duties of President/President Elect until the President or President Elect returns.

Section 6. The Secretary or the Secretary's authorized agent shall keep a record of the proceedings of the MPS, the Council, and the Executive Committee and keep a list of the members. The Secretary shall certify the election results. Further, the Secretary shall

serve as the Chair of the Membership Committee and shall also be responsible for voting procedures.

Section 7. The Treasurer or the Treasurer's authorized agent, shall receive, disburse, account for and manage all monies of the MPS under the general direction of the Council. The Treasurer shall also submit a financial statement each year at the business session of the Annual Meeting, which will include transactions of income and expenditures of the MPS.

Section 8. All newly elected officers shall enter upon their duties at the close of business of the Annual Meeting of the MPS following their elections.

Article IX -The Council

Section 1. The Council of the MPS shall be responsible to provide for and oversee implementation of the policies of the MPS that are not otherwise assigned.

Section 2. The voting members of the Council shall be the five officers, the six Councilors, all Representatives to the Assembly of the APA, the Member-in- Training Representative to the Council and the President of each Chapter .

Section 3. A majority of the voting members of the Council shall constitute a quorum.

Section 4. The Council shall meet eight times each year and at such times as the President may decide. By petition, one-third of its voting members may call a special meeting of the Council.

Section 5. The responsibilities of the Council shall include: (1) interpreting the provisions of the Constitution and Bylaws; (2) establishing dues and assessments for the several categories of membership;(3) authorizing expenditures from the funds of the MPS to implement its goals and purposes; (4) appointing an Executive Director who shall function as a full-time administrator of the MPS; (5) acting upon matters referred from any organizational entity; and (6) performing all other acts consistent with the Constitution and Bylaws that may be needed to carry out the purposes and resolves of the MPS.

Section 6. The Council may, at its discretion, delegate to the Executive Committee, composed of the President, President-Elect, the Immediate Past President, Secretary, Treasurer, and the designated Representative, authority to act on matters which require action prior to the next Council meeting, providing that all such actions are reported at the next scheduled meeting of the Council. Such delegation shall not include the expenditure of funds of greater than an amount specified by the Council

Article X –Councilors

Section 1. There shall be six Councilors elected to serve on the Council. Each Councilor will be elected to a three year term, with two elected in each successive year. Each Councilor may run for two three-year terms and three years must elapse before they can then run for Councilor again.

Section 2. The Member-in-Training Representative to the Council (MTRC) shall be elected for a two year term as a full voting Representative to the Council.

The MTRC shall be responsible for the coordination of information between the Members-in-training of the MPS and the Council.

The selection of candidates for MTRC will be done in a manner determined by the Nominating Committee, with the assistance of area Residency Training Directors.

Article XI –Representatives

Section 1. The number of MPS Representatives to the Assembly of the APA is determined by APA policy based upon the number of members in the MPS.

Section 2. The Representatives to the Assembly of the APA shall represent the MPS in the Assembly and its subgroups. The Representatives shall be instructed by the MPS Council as to the MPS's policies and shall submit reports to the MPS on the activities of the Assembly.

Section 3. The Representative with the longest tenure in office shall be designated the Senior Representative and serve as a voting member of the MPS Executive Committee. If the Senior Representative is unable to serve or if two representatives have equal tenure, the MPS Executive Committee shall select one of the Representatives to fill this position.

Section 4. Each Representative may run for three three-year terms and three years must elapse before they can then run for Representative again.

Article XII –Voting

Nominations for office shall be made by the Nominating Committee. The Nominating Committee shall make reasonable efforts to provide at least two (2) nominees for each office to be filled. If that is not possible for all offices, at the most, two candidates may run unopposed. Additionally, nominations may be made by a petition signed by twenty-five (25) or more members eligible to vote. Nominating petitions shall be filed with the Secretary before a designated date, not earlier than twenty-one (21) days after the mailing of the newsletter or special membership mailings announcing the nominations of the Nominating Committee.

All voting for the election of Officers, Councilors, Representatives, amendments to the Constitution and Bylaws, and referenda shall be by secret ballot. All ballots must be received by the Secretary before the designated date. The candidate receiving the greatest number of votes shall be declared elected. A majority vote shall be necessary for amendment changes.

The Secretary shall prepare a certificate of the results of the membership vote and shall present this to the Annual Meeting. In case of a tie vote, the Council shall decide the

outcome by majority vote. The results of the voting will be announced at the business session of the Annual Meeting and then published in the newsletter or special membership mailing.

The Secretary shall be responsible, with the approval of the Council, for establishing procedures for equitable voting of the membership.

Article XIII – Vacancies

Section 1. In the event the office of President becomes vacant, the President-Elect will become Acting President for the remainder of the term after which he/she shall begin a full term as President.

Section 2. If the position of President-Elect becomes vacant, the President will request the Nominating Committee to meet within thirty (30) days to select one or preferably more candidates for President-Elect. A special election by mail ballot of the MPS membership will be held within sixty (60) days of the selection of the candidates. The person elected will serve as President-Elect until the end of the President's term. In the event of a vacancy between January 30th and the MPS's spring Annual Meeting, the term of the current President shall extend until the election takes place.

Section 3. In the event any other office becomes vacant before the expiration of a term, the Nominating Committee will be convened by the President within thirty (30) days and present candidates to the Council for its review and eventual vote.

Section 4. In the event of a vacancy in the Executive Committee caused by one individual holding 2 offices, the President shall nominate one of the two senior Councilors to fill the vacancy.

Article XIV -Recall of Officials

Any elected official may be recalled from office through the following mechanism:

1. A petition to recall elected officials shall be signed by five percent (5%) of the eligible voters.
2. The petition shall be filed with the Secretary who shall validate the petition and submit the recall ballot to the membership within thirty (30) days of receipt.
3. Within thirty (30) days after the designated return date of the ballots, the Secretary shall tally the votes.
4. For a recall vote to be valid, at least forty percent (40%) of the eligible voting members must have cast ballots. If at least two-thirds (2/3) of that vote are in favor of recall, the position shall be considered vacant after the results are received by Council.
5. The vacant position shall be filled in accordance with the procedures in Article XI of the Constitution.

Article XV Meetings

Section 1. There shall be an Annual Meeting of the members of the MPS, including a Business Meeting, within the month preceding, the month of the Annual Meeting of the APA. The location and time of the Annual Meeting shall be determined by the MPS President. The Business Meeting shall hear reports and announcements of the election results.

Section 2. Special meetings may be called by the MPS President or upon petition signed by twenty-five (25) members of the MPS.

Section 3. Members shall be notified of meetings by the Secretary or the Secretary's designee, not less than one week before the meeting.

Article XVI –Committees

There shall be the following standing Committees of the MPS: Executive, Nominating, Membership, Constitution and Bylaws, Fellowship, Ethics and Continuing Medical Education.

The Executive Committee shall be chaired by the President. The composition and responsibilities of the Executive Committee are defined in Article IX, Section Six of the Constitution.

The Nominating Committee shall be responsible for providing a list of candidates for MPS offices. The Committee shall consist of seven members, four of whom shall be elected and three of whom, including the Chair, shall be appointed by the President after consultation with the Executive Committee.

The Membership Committee shall be chaired by the Secretary and the Council shall act as a Committee-of-the-whole as described in Article V of the Constitution.

The Constitution and Bylaws Committee shall be responsible for considering and proposing any changes to the MPS Constitution and Bylaws. The Chair shall be appointed annually by the President. Additional members shall be appointed by the President, upon recommendation of the Chair.

The Fellowship Committee shall be responsible for making recommendations of eligible members to the APA Membership Committee for elevation to Distinguished Fellowship status, as described in Article V of the MPS Constitution. The President of the MPS shall appoint the Chair of the Fellowship Committee, who shall be responsible for appointing members who are Distinguished Fellows to the Committee.

The Ethics Committee shall be responsible for investigation of complaints charging members with unethical behavior or practices, in accordance with procedures approved by the MPS and the APA. The Chair of the Committee shall be appointed yearly by the President. Additional members shall be appointed by the President, after consultation with the Chair. The members shall accept assignment on a rotating basis to serve on screening subcommittees. They shall disqualify themselves only if they are named a party

to a complaint or under extraordinary circumstances upon approval of the Chair of the Ethics Committee.

The Continuing Medical Education Committee shall be responsible for planning and conducting educational activities for the membership throughout the year that meet the standards for Continuing Education Credit.

The President may establish or eliminate other committees or other organizational entities as may be necessary to implement the objectives of the MPS.

All Chairs of MPS committees or other entities are to be appointed yearly by the President [except where otherwise specified in the Constitution and Bylaws and shall be limited to three consecutive terms] unless this term limit is overridden by a two-thirds vote of the MPS Executive Committee.

No member of the MPS or organizational unit thereof shall speak in the name of, or encumber the funds of, the MPS unless such power is specifically granted by the MPS President or by a formal action of the Council of the MPS.

Article XVII –Attendance

Attendance at meetings of the Council, committees or other organizational entities: shall be open to all members of the MPS except for the meetings of the Ethics Committee. All organizational entities of the MPS may go into Executive Session.

Article XVIII -Ethics Complaints and Disciplinary Actions

All complaints charging members of the MPS with unethical behavior or practice must be submitted in writing to the Chair of the MPS Ethics Committee and shall be investigated by the MPS Ethics Committee. The Ethics Committee shall proceed in a manner consistent with procedures approved by the MPS and the APA. If a complaint of unethical behavior against a member is sustained, a recommendation for sanction ranging from admonishment to expulsion shall be conveyed by the Ethics Committee to the Executive Committee of the MPS. The MPS's Executive Committee recommendation for sanction is reviewed by the APA's Ethics Committee prior to final decision.

The MPS policy for publishing the names of members in connection with an ethics complaint shall be consistent with the APA's policy.

Article XIX – Indemnification

The Massachusetts Psychiatric Society, Inc. hereby indemnifies the members of its Ethics Committee and any MPS members who serve as Panel Hearing members pursuant to Article XVI of its Constitution, against all costs, legal fees and damages suffered by said member as a result of serving in such capacity, as long as said member was acting in good faith and in the reasonable belief that based on all of the facts the action or inaction on his/her part was warranted.

Article XX –Chapters

Section 1. When a group of twenty-five (25) or more eligible voting members practicing or residing in a contiguous geographical area within the Commonwealth of Massachusetts desire to create a Chapter of the Massachusetts Psychiatric Society, they will proceed in the following manner:

- A. They will submit to the Secretary of the MPS a petition personally approved by signed statement of the proposed Chapter Members signifying their intention to conduct their chapter organization and business in accordance with the Bylaws of the MPS and proposing the designation by which it would be known and requesting a specific jurisdiction.
- B. The Council will consider the application and make a report and recommendation to the membership of the MPS at the Annual Meeting.
- C. If approved by a majority vote of the members present and voting, the Chapter will be created.

Section 2. Classification of membership and qualification for membership shall be the same as for the MPS. All new applications for membership in the Chapter must first be processed by the MPS in accordance with Article IV.

Section 3. The President of the Chapter or the President's designee shall be a voting member of the Council of the MPS. Each Chapter has only one vote on the Council.

Section 4. Each Chapter shall establish its own rules consistent with the Constitution and Bylaws of the MPS and the AP A to be approved by the Council of the MPS. These rules shall address governance, elections, number of meetings, etc.

Article XXI -Amendments and Referenda

Amendments to the Constitution and Bylaws may be initiated by (1) a majority vote of the Council, (2) a two-thirds vote of the eligible voting members present at a regular or special meeting of the MPS, or (3) by a written petition signed by twenty-five (25) eligible voting members.

Proposals to initiate a referendum may originate as outlined in numbers (1) and (2) above, or by a written petition signed by fifty (50) eligible voting members.

The proposed amendment or referendum shall be announced in the MPS newsletter or a special membership mailing. The announcement may include brief statements by the sponsors, the Council and the opponents. A simple majority vote of the voting members by mail ballot shall be required for the adoption of the proposed amendment or referendum.