

**THE AMERICAN BOARD OF  
CLINICAL PSYCHOLOGY (ABCP)**

*A Member Board of*

THE AMERICAN BOARD OF PROFESSIONAL PSYCHOLOGY (ABPP)

**BY-LAWS**

September 8, 2006

**CHAPTER 1**

Name

The name and title by which this organization shall be known is the American Board of Clinical Psychology (ABCP). The ABCP is affiliated with the American Board of Professional Psychology (ABPP) as a Member Specialty Board, with representation through a Board of Trustees. These By-Laws are consistent with those of the ABPP and the ABCP has signed the Articles of Agreement between ABPP and ABCP (6/06) in accord with the ABPP Affiliations Manual\*.

**CHAPTER 2**

Purposes and Goals

The purposes and goals of the organization are:

- A. To serve the public and the profession by ensuring that psychologists certified by the ABPP in Clinical Psychology have completed the education, training, and experience requirements of this specialty, including an examination designed to assess the competencies required to provide quality Clinical Psychology services, and who maintain ethical standards
- B. Function as a Member Specialty board in the American Board of Professional Psychology and in doing so comply with the basic requirements for recognition, acceptance, and continued affiliation with the American Board of Professional Psychology, Inc. as established by the Board of Trustees of the American Board of Professional Psychology, Inc. Specific functions of ABCP as it relates to the American Board of Professional Psychology, Inc., shall be:
  1. To maintain a Board of Directors as the Executive Committee of the Clinical Specialty Board, actively responsible for designing and implementing the function of the examining body in the Specialty of Clinical Psychology;
  2. To function in accord with the organization's established bylaws, policies and procedures, and those of the American Board of Professional Psychology;
  3. To maintain a close, collaborative relationship with the ABPP Board of Trustees;

4. To relate and communicate with the profession, the ABCP applicant base, the American Academy of Clinical Psychology, and the ABCP board certified specialists;
  5. To recommend to the Board of Trustees of the American Board of Professional Psychology, Inc. policies (or changes in policies) and procedures with regard to the organization's Specialty area of Clinical Psychology;
  6. To develop and maintain examination procedures for those who apply for Board Certification in Clinical Psychology (the Diploma) issued by the American Board of Professional Psychology, Inc. in the organization's specialty area of Clinical Psychology, and to submit such periodically for review, recommendation and formal approval of the American Board of Professional Psychology;
  7. To establish and execute procedures for recertification of Board Certification (Diplomas) in clinical psychology.
- C. To conduct information and education programs designed to make information about the specialty certification process available to the public and profession.
- D. To demonstrate a commitment to excellence through self-study and its relationship to the Standards Committee of the ABPP.

### **CHAPTER 3**

#### Composition of the Board of Directors

- A. The organizational powers of ABCP shall be vested in a self-perpetuating Board of Directors consisting of no less than six persons, who shall supervise, control, direct and manage the affairs and activities of the organization.
- B. The Board of Directors is composed of representatives selected from certain geographic regions of the United States. Specifically, there shall be at least one Director from each of the Northeastern, Western, Mid-Eastern, Southeastern, Mid-western and Intermountain regions. One of these individuals also serves as the Credentials Reviewer. Although referred to in this document as "Directors," these individuals are also referred to interchangeably as "Regional Representatives" or "Regional Coordinators" in other ABCP documents (i.e., the Policies and Procedures Manual) and on the ABPP website.
- C. The number of Directors may be changed at any regular meeting of the Board of Directors by a majority vote.
- D. The board President and Past-President may serve as the Director/Regional Coordinator for their region, or that position can be filled with other Directors from their same Region as deemed necessary.

- E. **Nomination and Selection of Board Members:** Upon notification of an upcoming vacancy by the ABCP, the President of the ABCP will ask each Regional Coordinator to appoint a Board Certified Clinical Psychologist to a nominations committee and will also appoint a Chair of the Nominations Committee. The President will send out a public call for nominations that will include a request for a Curriculum Vitae and a description of professional activities reflective of suitability for the role. The Nominations Committee will review the applications and design a rank-ordered slate of at least three nominees for each of ABCP Directors' seats within their region. The ABCP Board of Directors shall then choose, not necessarily in the rank order, the nominee to fill the vacant Director's seat for the corresponding region.
- F. **Terms of Office:** Each member of the Board of Directors shall be elected to hold office for a term of four years, beginning January 1 and ending December 31. No director shall serve more than two consecutive four year terms. Following two consecutive four-year terms, one year must pass before an individual may be re-nominated for election to the Board of Directors. To achieve staggered terms, the initial election to the Board of Directors will include three positions of one year, three of two years, and three of three years duration. All subsequent elections will be for four year terms.
- G. **Qualifications.** To serve as a Director, a person must hold an ABPP Diploma in Clinical Psychology and be in fees-paid good standing status with both the ABPP and ABCP.
- H. **Vacancies:** In the case of a vacancy, resignation, or removal of a director, the ABCP Board of Directors shall designate a person to fill the unexpired portion of the term, utilizing the same selection process as outlined above in 3E.
- I. **Resignation:** A director may resign at any time by filing a written resignation with the President of the Board of Directors.
- J. **Removal.** The Board of Directors may remove any director for cause by two-thirds (2/3) vote of the entire Board of Directors during any regular meeting of the Board of Directors, provided that a statement of the reason(s) for removal shall have been mailed by Registered Mail to the director proposed for removal, and to the other Directors, at least thirty (30) days before any final action is taken by the Board of Directors. This statement shall be accompanied by a notice of the time when, and the place where, the Board of Directors is to take action on the removal. The director shall be given an opportunity to appear and be heard by the Board at the time and place stated in the notice. The only grounds for removal of a Director shall be:
  - 1. prejudicial loss of qualifying credentials leading to revocation of the ABCP Board Certification (Diploma)
  - 2. nonfeasance of office or of duties as a member of the Board of Directors

3. malfeasance of office as a member of the Board of Directors.
- K. Consultants: The Board of Directors may utilize consultants whose specialized knowledge and ability would be of value in the conduct of the affairs of this organization.
  - L. Other Affiliates: The National Exam Coordinator/Practice Sample Reviewer is a non-voting affiliate of the Board. He/she shall attend meetings of the Board of Directors and may participate in committees as deemed appropriate. Duties of the National Exam Coordinator include receiving and reviewing practice samples for completeness and eligibility, forwarding acceptable practice samples to the appropriate Director/Regional Coordinator, contacting the Candidate when the practice samples are not complete, and interfacing with the ABPP Central Office to verify candidate status.

## **CHAPTER 4**

### Functions of the Board of Directors

- A. Consistent with the bylaws of the ABPP, the Board of Directors shall have full legal control of the organization's assets, shall have the power to make contracts on behalf of the organization, oversee the conduct of all the business affairs of the organization, and shall also have the authority and duty to establish, direct and promulgate policies and procedures:
  1. which establish the qualifications for Board Certification (a Diploma) in Clinical Psychology
  2. by which credentialing activities of the Board are conducted
  3. in conjunction with the BOT of ABPP for recall, reinstatement and maintenance of Board-Certified status and
  4. all other activities engaged in by the ABCP
- B. Policy manual: The Board of Directors shall maintain a policy manual, the intent of which is to set forth the specific implementation of the bylaws and other actions taken by the Board.
- C. Academy: The Board of Directors shall work cooperatively with, but independently from, the American Academy of Clinical Psychology.
- D. Parliamentary Procedures: The Board shall be governed by its own bylaws. However, Board meetings shall be conducted or according to Keesey's abridged parliamentary procedures.

## CHAPTER 5

### Officers

- A. Titles: The officers of the organization shall be a President, Past-president, Vice-President (who shall concurrently be the President-Elect), a Secretary and a Treasurer. The Board shall, by a majority, elect these officers, every two years at its last meeting of the year. The terms of the officers shall be two years (beginning January 1 and ending December 31, except for under extenuating circumstances), except for the term of the BOT Representative, which shall be four years. The BOT representatives shall remain a Director for as long as their Trustee term shall be in effect. The Board President may not serve more than two consecutive two year terms in office. The Board may also elect one or more additional Vice-Presidents, Assistant Secretaries or Assistant Treasurers. Any two or more offices, except the offices of President and Vice-President, or President and Secretary, may be held by the same person at the same time.
- B. All officers shall have the following specific functions in addition to the general responsibilities of Directors:
1. **PRESIDENT:** The President shall be the chief executive officer of the organization. The President shall preside at all meetings of the Board of Directors and the Executive Committee, shall have the power to transact all of the usual, necessary and regular business of the organization as may be required and, with such prior authorization of the Board as may be required by these Bylaws, to execute such contracts, deeds, bonds and other evidence of indebtedness, leases and other documents as shall be required by the organization; and, in general, the President shall perform all such other duties incident to the office of President and chief executive officer, and such other duties as may from time to time be prescribed by the Board of Directors. The President shall also recommend formation of committees and the appointment of committee chairs.
  2. **VICE-PRESIDENT:** (President-elect). The Vice President shall act as chief executive officer in the absence of the President and, when so acting, shall have all the power and authority of the President. Further, the Vice-President shall have such other and further duties as may from time to time be assigned by the Board of Directors.
  3. **PAST PRESIDENT:** The Past-President shall be responsible for soliciting the slates of candidates for the Board of Directors seats, and shall contribute advice and counsel drawn from his/her experience to the Board and its officers.
  4. **SECRETARY:** The Secretary shall record and preserve the minutes of the meetings of the Board of Directors and all committees of the Board, shall

cause notices and agendas of all meetings of the Board of Directors and committees to be given, and shall perform all other duties incident to the office of Secretary or as from time to time directed by the Board of Directors or the President.

5. **TREASURER:** The Treasurer shall have charge and custody of, and be responsible for, all funds of the organization, shall deposit such funds in such bank or banks as the Board of Directors may from time to time determine, and shall make reports to the Board of Directors as requested by the Board. As agreed to in the Articles of Agreement, the Treasurer acts to insure that ABCP adheres to the ‘Financial Plan: Policies and Procedures’, as described in the ABPP Policy and Procedures Manual, paying particular attention to the subsection on “Annual Budgets for Specialty Boards”. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the organization, that reports of such transactions are presented promptly to the Board of Directors, that all expenditures are made to the best possible advantage, and that all accounts payable are presented promptly for payment. The Treasurer shall further perform such other duties incident to the office and as the Board of Directors and the President shall determine. The Treasurer shall chair the Finance Committee and prepare an annual budget in collaboration with that committee.
  
  6. **REPRESENTATIVE TO THE BOARD OF TRUSTEES OF THE AMERICAN BOARD OF PROFESSIONAL PSYCHOLOGY:** The Representative shall represent the best interests of the specialty area of Clinical Psychology, appropriately balanced with the interests and viability of the ABPP.
- C. **The Executive Committee:** The ABCP Executive Committee shall consist of the elected Officers of the Board.
  
  - D. **Removal and resignation:** Any officer may be removed with or without cause, by vote of a majority of the entire Board of Directors at any regular meeting of the Board. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Any such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.
  
  - E. **Salary:** The officers of the organization shall receive no salary for serving as an officer. No officer shall be prevented, however, from receiving a salary as an employee of the organization. Officers may be reimbursed for expenses incurred in the performance of their duties.

## **CHAPTER 6**

### Committees

- A. The Board of Directors may by resolution, adopted by a quorum of the Directors in office, establish one or more standing committees, each of which shall consist of two or more Directors and a number of additional Board Certified clinical psychologists deemed necessary, under such terms and powers as shall be specified in each resolution.
- B. Standing Committees of the Board shall be:
  - 1. Executive
  - 2. Finance
  - 3. National Examination Committee, which shall be composed of a Co-chair for Administration, a Co-Chair for Development, each of the six Regional Examination Coordinators, and the National Exam Coordinator/Practice Sample Reviewer .

## **CHAPTER 7**

### Meetings

- A. Regular Meetings: The Board of Directors shall hold at least one annual meeting for the purposes of choosing Directors, electing officers and transacting such other business as may come before the meeting.
- B. Special Meetings: Special meetings of the Board of Directors may be convened by the President or any three Directors filing a written request for such a meeting with the Secretary.
- C. Meeting Location and Business Year: All meetings of the Board, regular or special, shall be held at a location designated by the President, or if not designated by the President, then as determined by the convening Directors. The business year of the Board of Directors shall begin the first day of January and end on the final day of December. All elected officers of the Board of Directors take their positions on the first day of the business year (January 1).
- D. Notice: Notice of all regular and special meetings of the Board of Directors and an agenda of all items to be discussed at such meetings shall, no less than thirty (30) days prior to the meeting date, be delivered personally or mailed to each Director at such Director's business or home address, facsimile or e-mail. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by facsimile or e-mail, such notice shall be deemed to have been given when the facsimile or e-mail transmission is sent.

- E. The attendance of a member of the Board of Directors at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Board of Directors 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 of Directors need be specified in the notice or waiver of notice of such meeting except as required by these Bylaws.
- F. A majority of all incumbent members of the Board of Directors, PRESENT OR NOT, shall constitute a quorum for the transaction of business at regular or special meeting of the Board. If a quorum is not physically present, enough Directors must vote via mail, facsimile, e-mail or telephone conference call to obtain the necessary quorum. When not in meeting, should a matter requiring a vote of the Board of Directors arise, a ballot by mail, e-mail or fax, authorized by the President, may be taken. A two-thirds (2/3) vote of the entire Board of Directors will be necessary to carry such a motion.
- G. The following applies to Director presence at meetings:
1. The President may authorize a telephone conference meeting of the Board of Directors when deemed necessary, and 10 days advance notice of such a call shall be given each member of the Board of Directors.
  2. Should an item of business require urgent attention and action by the Board of Directors, a telephone conference may be called without previous notice, as long as ALL of the members of the Board of Directors have been contacted. A two-thirds (2/3) roll call vote of the entire Board of Directors will be necessary to carry a motion presented during such an urgent meeting.
  3. Even without an urgent timetable, Members of the Board of Directors, or of any Committee designated by the Board of Directors, may participate in a meeting of the Board or Committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in this manner shall constitute presence in person at the meeting.
- H. Action by Consent: Any action which is required to be or may be taken at a meeting of the Directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by ALL of the members of the Board or Committee, as the case may be. The consent shall have the same force and effect as a unanimous vote at a meeting duly held, and may be stated as such in any certificate or document. The secretary shall file the consents with the minutes of the meetings of the Boards of Directors or the Committee, as the case may be.

## **CHAPTER 8**

### Certification Maintenance, Fees and Assessments, Privileges and Designation of Status

In accordance with the American Board of Professional Psychology, Inc. Bylaws (07/05),

- A. The Board of Trustees shall establish requirements for the maintenance of specialty certification including fees and assessments in order to insure the integrity and fiscal stability of the organization, and with approval of the Board of Trustees, ABCP may establish fees and assessments in addition to those established by the Board of Trustees.
- B. Each Board Certified Clinical Specialist must meet the annual maintenance of specialty certification requirements established by the Board of Trustees in the American Board of Professional Psychology, Inc., Bylaws (07/05).
- C. Board Certified Specialists who are in compliance with Certification Maintenance requirements are designated as Board Certified Specialists or Retired Board Certified Specialists and are entitled to the following privileges:
  - 1. To serve on the Board of Trustees of the Corporation
  - 2. To participate in the election of Directors of the Clinical Board
  - 3. To be listed in and to have access to the on-line Directory and to receive the publications of the ABPP
  - 4. To be selected to serve on committees and task groups of ABCP
  - 5. Other privileges as may be granted by the Board of Trustees or ABCP
- D. Board Certified Specialists or Retired Specialists who are not in compliance with Certification Maintenance requirements will be denied ALL privileges 1-5 above, and will be assigned the certification status as certification not maintained in the ABPP Archived Directory.
- E. The revocation, suspension, voluntary resignation or failure to maintain Certification Status: A Board Certified Specialist whose Certification is revoked or suspended by action of the Board of Trustees, who resigns voluntarily, or fails to maintain his/her certification loses all privilege, including those specified above, and may no longer represent him/herself as a Specialist Certified by the ABCP.

## **CHAPTER 9**

### Income and Properties

In accordance with the American Board of Professional Psychology, Inc. Bylaws (07/05), the income and properties of the ABCP, whenever and however derived, shall be applied solely toward promoting the purposes of the Specialty board. No portion of the income or properties shall be paid or transferred directly or indirectly by way of dividend, bonus, or

otherwise by way of profit to members of the organization. As agreed to in the Articles of Agreement, the ABCP will manage its financial affairs in accordance with the “Financial Plan: Policies, and Procedures” of the ABPP Policies and Procedures, with special attention to the subsection on “Annual Budgets for Specialty Boards.”

## **CHAPTER 10**

### **Liabilities of the Board of Directors**

In accordance with the American Board of Professional Psychology, Inc. Bylaws (07/05), no member of the Board of Directors or other officer or servant of the Corporation shall be liable for the accounts, receipts, neglects, or defaults of any other like member or agent, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person with whom any monies, securities, or effects shall be deposited, or for any loss or damage occasioned by an error of judgment or oversight, or for any other loss, damage, or misfortune whatever which shall happen in execution of the official duties or in the relation thereto, unless the same happened through dishonesty, willful neglect, or default.

## **CHAPTER 11**

### **Indemnification of Officers, Directors, Employees and Board Certified Specialists**

In accordance with the American Board of Professional Psychology, Inc. Bylaws (07/05), each trustee, officer, and employee of this Corporation, and each Board Certified specialist who is officially engaged in Corporation business, shall be indemnified by the Corporation against all costs and expenses (including counsel fees) actually and necessarily incurred by or imposed on him/her in connection with the defense of any action, suit, or proceeding in which he/she may be involved or to which he/she may be made a party by reason of his being or having been such trustee, officer, employee, or Board Certified specialist, except in relation to matters as to which he/she shall be finally adjudged in such action, suit, or proceeding to be liable for dishonesty, willful neglect, or default. Such costs and expenses shall include amounts reasonably paid in settlement for the purpose of curtailing the costs of litigation, but only if a majority of the Board of Trustees (excluding the person indemnified) determines that the person indemnified did not commit such negligence or misconduct in any substantial way. The foregoing right of indemnification shall not be exclusive of any other rights to which he/she may be entitled as a matter of law or by agreement, by law, or otherwise. Any indemnification, however, shall not exceed the monetary limits of any insurance policy carried for such purposes by the Corporation regardless of the absolute monetary amount incurred by an individual trustee, officer, employee, or Board Certified specialist engaged in Corporation or organizational business.

## **CHAPTER 12**

### Ethical Principles

The ethical principles of the ABCP shall be consistent with the Ethical Principles of Psychologists and Code of Conduct promulgated by the American Psychological Association.

## **CHAPTER 13**

### Amendments

These bylaws may be amended in whole or in part at any regular or special meeting of the Board of Directors upon the receipt of the written proposed Amendment by all the Directors at least 60 days prior to the meeting at which the proposed Amendment is to be voted on. Upon approval of an action by the Board of Directors, reasonable advance notice will be given prior to implementation. The approval of at least two-thirds of the entire Board of Directors is required to adopt any Amendment. Following approval and adoption of amendments, the president of the Board of Directors will circulate the amended document to the ABCP.

The undersigned, the duly elected and acting President of the American Board of Clinical Psychology, hereby certifies that the aforesaid bylaws were duly approved and adopted by the Board of Directors of the American Board of Clinical Psychology at the meeting of said Board of Directors on the 29th day of October, 1994.

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Nadine J. Kaslow, Ph.D., ABPP, President ABCP

Last amendment date - February 2006

Current amendment date – July 2006 (subject to BOT approval)

\*Attached please find a copy of the ABPP Articles of Agreement (Appendix C of the ABPP Affiliations Manual)