

THE AMERICAN BOARD OF CLINICAL CHILD AND ADOLESCENT PSYCHOLOGY

BYLAWS

8/24/2009; Revised 6/14/2011; Revised 1/26/2012; Revised 6/19/2015

ARTICLE I

ORGANIZATION DESCRIPTION

The name of the Organization shall be the American Board of Clinical Child and Adolescent Psychology (ABCCAP).

The ABCCAP is a specialty Board of the American Board of Professional Psychology (ABPP):

- A. **BASIC REQUIREMENTS:** The Organization will 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.
- B. **FUNCTIONS:** The functions of the Organization as it relates to the American Board of Professional Psychology, Inc. shall be:
 - 1. 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 Child and Adolescent Psychology.
 - 2. To develop and maintain examination procedures for those who apply for Board Certification in Clinical Child and Adolescent Psychology issued by the American Board of Professional Psychology, Inc. in the Organization's specialty area of Clinical Child and Adolescent Psychology, and to submit such procedures periodically for review, recommendation and formal approval of the American Board of Professional Psychology.
 - 3. To establish and execute procedures for recertification of Board Certification (Diplomas) in Clinical Child and Adolescent Psychology. Nothing in these Bylaws shall be in conflict with the Bylaws of the ABPP.

ARTICLE II

PURPOSE AND RESTRICTIONS

The purpose of the ABCCAP is to promote advanced competence in the practice of clinical child and adolescent psychology by awarding Board Certification (a Diploma) to those who meet all the standards of the specialty. The ABCCAP will determine eligibility of applicants to sit for the examination in Clinical Child and Adolescent Psychology; examine candidates in Clinical Child and Adolescent Psychology; and recommend Board Certification to ABPP to those passing – thereby serving the consumers of Clinical Child and Adolescent Psychology services.

No part of the net earnings or other assets of ABCCAP shall inure to the benefit of, be distributed to or among, or revert to any director, officer, contributor or other private individual having, directly or indirectly, any personal or private interest in the activities of the Organization, except that the Organization may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the non-profit purposes stated in the Articles of Incorporation.

ARTICLE III
OFFICES

ABCCAP will be operated through the Central Office of ABPP in Chapel Hill, North Carolina.

ARTICLE IV
MEMBERSHIP

- A. Membership status is conferred upon successful completion of the ABCCAP exam.
- B. Any member who has had board certification revoked by ABPP will lose status as a member in ABCCAP.

ARTICLE V
BOARD OF DIRECTORS

- A. **POWERS.** The powers of the Organization shall be vested in a self-perpetuating Board of Directors, who shall supervise, control, direct and manage the property, affairs and activities of the Organization. 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 in Clinical Child and Adolescent 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 ABCCAP.
- B. **NUMBERS.** There will be a minimum of 6 and a maximum of 15 members of the Board of Directors. The usual number will be 12, but the number of Directors may be changed at any regular meeting of the Board of Directors by a majority vote. Attention will be paid to diversity in selection of members of the Board of Directors.
- C. **REGULAR MEETINGS.** The Board of Directors shall hold at least one annual face-to-face meeting for the purposes of choosing Directors, electing officers, and transacting such business as may come before the meeting.

- D. 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.
- E. BUSINESS YEAR. 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.
- F. 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 be delivered to Board Members prior to the meeting date. The Board of Directors shall circulate proposed relevant changes in Bylaws to each Director, as well as to the fellows of ABCCAP, at least thirty (30) days prior to the meeting at which the Board of Directors will vote on the proposed changes, for its review and comment. Upon approval of an action by the Board of Directors, reasonable advanced notice will be given prior to implementation.
- G. QUORUM. A majority of all members of the Board of Directors, PRESENT OR NOT, shall constitute a quorum for the transaction of business at regular or special meetings of the board. If a quorum is not physically present, enough Directors must vote via mail, facsimile, email or telephone conference call to obtain the necessary quorum. When not in meetings, should a matter requiring a vote of the Board of Directors arise, a ballot by mail, email, or fax, authorized by the President, may be taken.
- H. PRESENCE AT MEETINGS. The President may authorize a telephone conference meeting of the Board of Directors when deemed necessary.
- I. ACTION BY CONSENT. Any action that is required to be, or may be taken at a meeting of the Directors, may be taken without a meeting if consents in writing or electronically, setting forth the action so taken, are agreed 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 Board or Directors of the Committee, as the case may be.
- J. MANNER OF ACTING. The act of the majority of the Directors at a meeting, or by consent, at which a quorum is obtained as specified elsewhere in these Bylaws shall be the act of the Board of Directors.
- K. APPOINTED COMMITTEES. 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 child and adolescent psychologists deemed necessary, under such terms and powers as shall be specified in each resolution. Directors, required members (more can be appointed at the President's or board's discretion), and assignments for the Standing Committees of the Board shall be:

1. Executive: Director – President; Members – President Elect, Past President, Secretary, Treasurer, Representative to the ABPP Board. Primary assignment is to provide direction to the Organization.
 2. Finance: Director – Treasurer; Members – President, President Elect, Past President. Primary assignments are to manage fiscal policies and advise on financial decisions.
 3. Examinations: Director – Practice Sample Coordinator; Members – President, Credential Reviewer. Primary assignment is to maintain an even flow of candidates through the examination pipeline.
 4. Marketing: Director and Members – established by vote, will vary over time. Primary assignments are promoting Board principles and the professional significance of its diploma; sponsoring professional meetings and workshops under the auspices of the Board; exchanging scientific information with Board fellows, with other mental health professionals and the public.
 5. Recruitment and Mentoring: Director and Members – established by vote, will vary over time. Primary assignments are generating interest in applying for the ABPP and linking candidates to mentors who will assist in the preparation of examination materials. Once someone has served as a candidate’s mentor, he or she may not examine that candidate.
- L. SALARY. The Directors shall receive no salary for serving as members of the Board of Directors. Directors may be reimbursed for expenses incurred in the performance of their duties.
- M. FEES AND ASSESSMENT. The Board of Directors may from time to time assess holders of the Board Certification in Clinical Child and Adolescent Psychology certain Operations and/or Services Fees as may be adjudged by the Board of Directors to be necessary to conduct the not-for-profit affairs of the Organization.
- N. 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 certification by ABPP;
 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.
- O. 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.

- P. POLICY MANUAL. The Board shall follow the ABPP Policies and Procedures Manual.
- Q. PARLIAMENTARY PROCEDURES. The Board shall be governed by its own Bylaws. However, Board meetings shall be conducted or according to Robert's abridged parliamentary procedures.

ARTICLE VI
NOMINATION AND SELECTION OF BOARD MEMBERS

- A. NOMINATION AND SELECTION OF BOARD MEMBERS. The Board of Directors shall solicit nominations from all board certified specialists in good standing in ABCCAP. The Board of Directors shall appoint incoming Board members taking into account matters such as, but not limited to, the specific needs of the ABCCAP Board, the number of nominations a particular nominee receives, and representation on the board of diverse opinions and perspectives.
- B. TERMS OF OFFICE. Each member of the Board of Directors shall be elected to hold office for a term of four (4) years. Should a Director be elected President Elect or Treasurer or be nominated to serve as Representative to the Board of Trustees of the ABPP, the term of the Director will be extended to cover the term of office. Normally, no Director shall serve more than eight (8) consecutive years.
- C. QUALIFICATIONS. To serve as a Director, a person must hold an ABPP Board Certification in Clinical Child and Adolescent Psychology and be in fees-paid good standing status with both ABPP and the ABCCAP.
- D. VACANCIES. In the case of a vacancy, resignation, or removal of a Director, the ABCCAP Board of Directors shall designate a person to fill the unexpired portion of the term.
- E. RESIGNATION. A Director may resign at any time by filing a written resignation with the President of the Board of Directors.

ARTICLE VII
OFFICERS

- A. TITLES. The officers and Executive Committee of the Organization shall be a President, Past President, President Elect, Secretary, and Treasurer. The Board shall, by a majority, elect officers annually. The terms of officers shall be three (3) years for the Presidential term (one year each as President Elect, President, and Past President) and Treasurer and one (1) year for Secretary. No officer may serve more than two (2) consecutive terms in the same office. All officers shall have the following specific functions in addition to the general responsibilities of Directors (see Article V, A).
 - 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, may execute 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 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. **PRESIDENT ELECT.** The President Elect 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 President Elect 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 meeting 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 take 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. 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 present the best interests of the specialty area of Clinical Child and Adolescent Psychology, appropriately balanced with the interests and viability of the ABPP. The Representative will be nominated by the ABCCAP Board of Directors, and will be elected by the ABPP Board of Trustees to a four (4) year term.
 7. **THE EXECUTIVE COMMITTEE.** The ABCCAP Executive Committee shall consist of the President, President Elect, Past President, Secretary, Treasurer, and Representative to the Board of Trustees.
 8. **MEMBERS-AT-LARGE.** All board members who are not in an appointed position listed in VII, A, 1-6 will serve as members-at-large in an active contributing capacity on various committees.
- B. **REMOVAL AND RESIGNATION.** Any officer may be removed with or without cause, by a vote of the 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, the Secretary, or the Treasurer. 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.

- C. 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.

ARTICLE VIII GENERAL PROVISIONS

CONTRACTS, LOANS, DEPOSITS, CHECKS, ETC. Except as otherwise provided or restricted in these Bylaws the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of, or on behalf of the Organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have power or authority to bind the Organization by any contract or engagement or to pledge its credit or to render it liable financially for any purpose or in any amount.

- A. Under no circumstances will a loan be made by the Organization to its Directors or Officers.
- B. The Board of Directors of the Organization hereby authorizes, until and unless such time as these Bylaws may be officially amended in this respect, the Chief Executive Officer of the American Board of Professional Psychology to receive, bank, invest and disburse monies in the name of the ABCCAP as directed in general by the policies of the Board and in particular the specific consultation of the ABCCAP Treasurer, consistent with the Bylaws of the ABPP.

ARTICLE IX 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 30 days prior to the meeting at which the proposed Amendment is to be voted on. The approval of at least two-thirds (2/3) of the entire Board of Directors is required to adopt any Amendment.