

**BYLAWS OF THE CLINICAL CHILD and PEDIATRIC PSYCHOLOGY TRAINING
COUNCIL
(CCaPPTC)**

ARTICLE 1: NAME AND PURPOSE

The name of the corporation is the Clinical Child and Pediatric Psychology Training Council, hereinafter referred to as CCaPPTC. CCaPPTC is organized under and will operate as a District of Columbia not-for-profit corporation, and will have such powers as are now or as may hereafter be granted by the District of Columbia Nonprofit Corporation Act (the “Act”).

The purpose of CCaPPTC is to promote the advancement of graduate and postgraduate education and training within the fields of clinical child and adolescent psychology and pediatric psychology, hereinafter referred to as CCaPP. CCaPPTC includes representatives from 1) doctoral, doctoral internship, and postdoctoral programs 2) involved in the education and training of psychologists 3) who work with children, adolescents and families 4) in a range of settings and systems 5) for a variety of mental health issues and health issues with psychological concomitants 6) that utilize evidence-based and competency-oriented approaches, and 7) that include establishing the scientific bases and applications in service delivery of health service psychology.

Consistent with this purpose, CCaPPTC member programs shall strive to educate and train future clinical child and adolescent psychologists and/or pediatric psychologists to promote human welfare and to advance the growth of CCaPP science and practice.

Extant definitions of CCaPP include education and training for research and practice that brings together the basic tenets of professional and health service psychology with a thorough background in child, adolescent, and family development, and developmental psychopathology.

Clinical child and pediatric psychologists conduct scientific research and provide psychological services to infants, toddlers, children, and adolescents, and young adults. Their research and practice is focused on understanding, preventing, diagnosing, and treating psychological, cognitive, emotional, developmental, behavioral, and family problems of children in a variety of settings, including clinics, children’s hospitals, schools, mental health centers, and multiple entities in the community. Of particular importance is a scientific understanding of the basic psychological needs of children and adolescents and how the family and other social contexts influence socio-emotional adjustment, cognitive development, behavioral adaptation, and health status of children and adolescents. Training also includes inter-professional functioning with a range of mental health and health care professionals, including physicians, nurses, social workers, dietitians, educators, and rehabilitation specialists, among others. An essential emphasis in education, training, and practice is on a strong empirical research base recognizing

the need for the documentation and further development of evidence-based assessments and treatments for the children, adolescents, and families served.

From: <http://cospp.org/specialties/clinical-child-psychology>
Formal Specialty Definition with the Council of Specialties

In furtherance of this purpose, CCaPPTC shall promote:

1. The scientific and empirical basis of CCaPP;
 2. Education and training in and use of assessment and intervention procedures in CCaPP that are empirically supported, including the dissemination and implementation thereof in diverse healthcare settings;
 3. Education and training in evidence-based practice, which is a process of clinical decision making that prioritizes the best available research evidence within the context of clinical expertise and patient preferences/characteristics;
 4. Research regarding the validation of assessment and treatment techniques as well as any other research of interest to clinical child and pediatric psychologists;
 5. Education and training in the research methodology for developing and evaluating new assessment and intervention procedures in CCaPP;
 6. Dissemination of information, exchange of views, collection of data, and facilitation of communication concerning education and training in CCaPP;
 7. Participation in the formulation of policies concerning CCaPP education and training;
 8. Representation of CCaPPTC programs within organizations relevant to graduate and postgraduate education/training in CCaPP;
 9. Consultation in CCaPP education and training to other scientific and professional organizations;
 10. Collaboration with other organizations concerned with CCaPP;
- and
11. Other conduct as shall be in furtherance of CCaPPTC's major purpose. Notwithstanding the foregoing or any other provision of these bylaws, no part of the net earnings of CCaPPTC shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that CCaPPTC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the CCaPPTC shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and CCaPPTC shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. CCaPPTC shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provision of any future United States revenue statute, as amended from time to time, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code or the

corresponding provision of any future United States revenue statute, as amended from time to time.

ARTICLE II: OFFICES AND REGISTERED AGENT

CCaPPTC shall have and continuously maintain in the District of Columbia a registered office, and a registered agent whose office is identical with such registered office, as required by the District of Columbia Non-Profit Corporation Act. The registered office may be, but need not be, identical with CCaPPTC's principal office, and the address of the registered office or the registered agent may be changed from time to time by the Board of Directors in conformance with the District of Columbia Nonprofit Corporation Act and as provided in these Bylaws.

ARTICLE III: MEMBERS

Section 1. Members.

A. Full members. The members of CCaPPTC shall be well-established clinical, counseling, or school CCaPP programs at regionally accredited, comprehensive universities in the United States and Canada that offer graduate CCaPP training at the doctoral level; doctoral internship programs that offer CCaPP experiences; and postdoctoral training programs in CCaPP.

To be admitted as a member, a program must have a minimally sized cadre of identifiable faculty in clinical, counseling, or school psychology, and a history of producing CCaPP professionals. Minimally acceptable criteria, consistent with the CCaPP purposes established above and with the Education and Training Guidelines established by the Commission for Recognition of Specialties and Proficiencies in Professional Psychology (2012) are established by the Board of Directors, which shall grant membership status in accordance with these bylaws.

B. Associate members. Associate Members shall be newly established programs that demonstrate commitment to training students with competencies in the science and practice of CCaPP. Representatives of programs with Associate Membership are welcomed and encouraged to participate in discussion of initiatives being considered by CCaPPTC, but cannot participate in CCaPPTC governance. CCaPPTC expects that Associate Member programs will achieve Full Membership status once they have produced program "graduates."

To be admitted as an associate member, a program must have a minimally sized cadre of identifiable faculty in clinical, counseling, or school psychology, and demonstrated commitment to training students in competencies in the science and practice of CCaPP. Minimally acceptable criteria are established by the Board of Directors and consistent with the Education and Training Guidelines established by the Commission for Recognition of Specialties and Proficiencies in Professional Psychology (2012), which shall grant associate member status in accordance with these bylaws.

Section 2. Additional Classes. At its discretion the Board of Directors may create additional classes of membership.

Section 3. Election of Members. Members shall be elected by the Board of Directors. An affirmative vote of two-thirds of the Board members present shall be required for election. Except in the initial election of members, all applicants for membership shall file with the Secretary a written application in such form as the Board of Directors shall from time to time determine. All applications for membership shall be acted upon no later than the next regular meeting of the Board of Directors.

Section 4. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 5. Member Representatives. Each CCaPPTC program may select a program representative to serve as the CCaPPTC member representative (each a "Member Representative") in any meeting of CCaPPTC members. This Member Representative need not be the Director of Training. If the Member Representative cannot attend a meeting, any faculty member of that member program may represent the member program, provided that the name of the alternate representative is communicated in writing (by postal mail, e-mail, or fax) to the Secretary of CCaPPTC before such meeting. Any Member Representative may act for his or her program in any business of CCaPPTC.

Section 6. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds (2/3) of all Directors eligible to vote, may suspend or expel a member for cause after an appropriate hearing, and may terminate the membership of any member who becomes ineligible for membership, or any member who shall be in default of dues for the period fixed in Article XI, without a hearing.

Section 7. Resignation. Any member may resign by filing a written resignation with the Secretary, but such a resignation shall not relieve the member so resigning of the obligation to pay any dues, assessment, or other charges theretofore accrued and unpaid.

Section 8. Reinstatement. Upon written request by a former member and filed with the Secretary, the Board of Directors may, by the affirmative two-thirds (2/3) vote of the Directors eligible to vote, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 9. Transfer of Membership. Membership in CCaPPTC is not transferable or assignable.

ARTICLE IV: MEETINGS OF MEMBERS

Section 1. Annual Meetings. An annual meeting of the members shall be held at a time and location determined by the Board. All Member Representatives (or their designees) from member programs will be invited to attend. Official business will take place during this meeting.

Section 2. Special Meetings. Special meetings may be called by a two-thirds (2/3) vote of the Board of Directors, or at least one-quarter (1/4) of the members entitled to vote. Special meetings shall be held within six (6) months after receipt of a valid request or on the particular date proposed in the request.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the District of Columbia, as the place of meeting for the annual meeting or for any special meeting called by the Board of Directors.

Section 4. Notice of Meetings. Notice of an annual meeting (or any special meeting as specified in Article IV, Section 2) shall be communicated in writing to all Member Representatives by the Secretary at least twenty (20) days before the meeting. Notice shall be delivered by mail, facsimile, or by e-mail transmission. The notice of a meeting shall be deemed to be delivered when the notice is sent to the most recent address, facsimile number or e-mail address of the Member Representative as contained in the records of the Secretary.

Section 5. Quorum. No less than one-quarter (1/4) of the Member Representatives shall constitute a quorum at any meeting or for purposes of voting by mail, facsimile, email or any other means of written, electronic, or telephonic voting. If a quorum is not present at any meeting of members, a majority of the Member Representatives present may adjourn the meeting without further notice. Members who vote by mail, telephone call, electronic mail, or any other means of electronic or telephonic transmission shall be deemed present in person for purposes of this section.

Section 6. Proxies. Vote by proxy shall not be allowed.

Section 7. Manner of Acting. A majority of the votes cast, assuming that at least one quarter (1/4) of the Member Representatives voted, shall be necessary for the adoption of a proposed action, unless a greater proportion is either required by these Bylaws or by the Board of Directors.

Section 8. Voting. All voting, except the election of Directors as specified in Article V, Section 3, may occur at the annual meeting or by mail, facsimile, e-mail transmission, or any other means of written, electronic or telephonic transmission specified by the Board of Directors;

provided that the member voting shall state, or submit information from which it can be determined, that the method of voting chosen was authorized by the member. Whether a vote is taken at an annual meeting or by other means, a quorum must be present or participate as specified in Article IV, Section 5. If a vote is performed by written means at a time other than the annual meeting, the Secretary will notify all Member Representatives of the matter to be voted upon. This notification will be designated as having occurred if the Secretary sends this notification to the most recent address, facsimile number or e-mail of the Member Representative. The form of the ballot, the manner of voting, and the time in which to respond will be specified by the Board of Directors. After that time, the Secretary shall count all returned ballots and notify the membership of the result.

Section 9. Action without a Meeting. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if a consent form with the text of the resolution or matter is sent to and signed by a majority of all of the members casting a vote, subject to the quorum requirements set forth in Section 5. Such consent in writing shall have the same force and effect as a vote of the members at a meeting and may be described as such in any document executed by CCaPPTC.

ARTICLE V: BOARD OF DIRECTORS

Section 1. General Powers. The affairs of CCaPPTC shall be managed by its Board of Directors. The Board of Directors shall have, and may exercise, any and all powers provided in the Articles of Incorporation of CCaPPTC, in these Bylaws, or the District of Columbia Nonprofit Corporation Act that are necessary or convenient to carry out the purposes of CCaPPTC. The Board of Directors shall be authorized to accept gifts on behalf of CCaPPTC and may enter into agreements concerning the use of such gifts without further ratification by members of CCaPPTC so long as such agreements are consistent with the purposes of CCaPPTC.

Section 2. Number, Tenure and Qualification of the Board. The number of Directors shall be five (5), plus any ex officio members that the Board shall, in its discretion, appoint. The Board shall include three (3) officers, a Chair a Secretary, and a Treasurer, elected from within the Board of Directors. Each of these officer terms will last for two (2) years. In addition to these three officers, the Board of Directors also will include two (2) elected Board members, each shall hold office for three (3) years and until his/her successor shall have been elected and qualified. The three (3)-year terms shall be staggered to the extent possible so that no more than two (2) terms expire each year. Officers of the Board shall remain on the Board during the duration of their terms of office including their reelections, with typical terms beginning in January and ending in December. The five (5) Board of Directors should include at least one (1) member from a CCaPPTC member doctoral program, one (1) member from a CCaPPTC member doctoral

internship program, and one (1) member from a CCaPPTC member postdoctoral fellowship program.

Any Full Member Representative shall be entitled to serve on the Board. Newly elected members of the Board of Directors shall assume office at the commencement of the calendar year. Service on the Board of Directors shall be limited either to (a) two (2) consecutive three- (3-) year terms, (b) one (1) term and a fraction of a second term, or (c) until the Board member's term as an officer expires. There shall be no limit to the number of terms that a particular individual can serve on the Board, so long as there is a break in service after two (2) consecutive terms.

Section 3. Elections. No more than three (3) members of the Board of Directors shall be elected by a vote of the Member Representatives. The number of Directors elected will be determined by the number whose term of office has expired, unless that Board member was elected to serve as an officer.

The votes will be conducted by mail, facsimile, or e-mail, or online polling technology, as determined by the Board of Directors. Member Representatives will have no less than one (1) week to vote.

There will be at least two (2) individuals nominated for each open seat on the Board of Directors. To be eligible for election, an individual must be a Member Representative and must consent to run for office. The Board, upon majority vote, may nominate any eligible Member Representative. The procedure used to collect nominations to the ballot from the general membership of CCaPPTC shall be at the discretion of the Secretary.

Section 4. Regular Meetings. Two (2) regular meetings of the Board of Directors shall be held each year. These meetings may occur virtually or at any time and place specified in advance by the Chair of the Board of Directors. The general membership of CCaPPTC will not need any additional notice of these two regular meetings.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of at least four (4) members of the Board of Directors or fifteen percent (15%) of the members entitled to vote. Requests for such meetings shall be made in writing to the Chairperson of the Board and such meetings shall be held within two (2) months of receipt of request or on the particular date specified in the request. The Chairperson shall decide the place of the special meeting, either within or without the District of Columbia, or may hold the special meeting by means of conference telephone call or by any means of communication by which all persons participating in the meeting are able to hear each one another.

Section 6. Quorum. The presence of a majority of members of the Board of Directors eligible to vote shall constitute a quorum for the transaction of business at any meeting of the Board; and, if less than a majority of the Board members eligible to vote are present at any meeting, those present may adjourn the meeting without further notice until a quorum is present.

Section 7. Proxies. Proxy voting at any meeting of the Board of Directors shall not be permitted.

Section 8. Manner of Acting. The act of a majority of the Board of Directors who are eligible to vote and are present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Board members, even if less than a quorum. A Director elected to fill a vacancy shall be elected until the next annual election. At the next annual election, the remainder, if any, of the term in which the vacancy occurred shall be filled by submitting the names of at least two nominees for the vacancy in an election conducted in the manner prescribed in Article V, Section 3.

Section 10. Removal. The Board of Directors, by affirmative vote of two-thirds (2/3) of all Directors, may remove a member of the Board with or without cause. Any individual who has been elected to the Board (including as an officer), but who is no longer a Member Representative, may continue as a Director for the remainder of his/her term of office. However, a Director who is not a Member Representative cannot vote on matters before the general membership.

Section 11. Compensation. Members of the Board of Directors shall not receive any compensation for their services related to serving on the Board of Directors. However, Directors may be compensated or reimbursed by CCaPPTC for their travel expenses to and from Board meetings as well as to meetings for other organizations to which they serve as liaisons.

Section 12. Informal Action by the Board of Directors. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all Directors. Such consent in writing shall have the same force and effect as a vote of the Board of Directors at a meeting and may be described as such in any document executed by CCaPPTC.

Section 13. Conflict of Interest. All Members of the Board of Directors are expected to complete a conflict of interest disclosure to be shared with the Chairperson to explicitly identify

and take steps to resolve any potential conflicts of interest that may impact their duties as a CCaPPTC Board Member.

ARTICLE VI: OFFICERS

Section 1. Officers. The officers of CCaPPTC include the following roles: Chair, Secretary, Treasurer, Chair-Elect, and Past Chair (ex officio member) and such other officers as specified by a majority of the Board of Directors. No two (2) offices may be held by the same person.

Section 2. Election and Term of Office. (a) Election: Members shall elect the Chair, Secretary, Treasurer, and Chair Elect as well as other such officers as the board shall deem advisable.

(b) Length and Number of Terms: The terms of office for the Chair, Secretary, Treasurer, and Chair Elect shall be limited to two (2) years. These terms shall be staggered such that the elections for the Chair, the Secretary and Treasurer shall occur on alternate years, when possible. The Chairperson, Secretary, and Treasurer are eligible for reelection to office twice in succession, resulting in a maximum of six (6) years in office. Following the completion of their term of office, officers of the Board of Directors may choose to continue/seek election as a Member Representative on the Board of Directors, provided their term as a Director has not expired.

(c) Officers as Directors: Elected officers are full members of the Board of Directors as long as they hold their office. An officer is not eligible for election as a Member Representative while holding the office of Chair, Secretary, or Treasurer.

(d) Assumption and Termination of Role as Officer: Newly elected officers shall assume office commencing with the Board meeting immediately following the conclusion of the annual meeting of CCaPPTC or at an alternative time designated by the Board. An officer's term normally shall end at the conclusion of the annual meeting of CCaPPTC, but not until the successor to the office has been duly elected and qualified, any other provision of these Bylaws notwithstanding. Consistent with Article V, Section 2, when the Chair, Secretary, or Treasurer has completed his/her term(s) of office without re-election, that individual will be ineligible for election to a regular seat on the Board of Directors for at least one (1) election cycle.

Section 3. Removal. Any officer may be removed from office by an affirmative vote of two-thirds (2/3) of members of the Board of Directors qualified to vote whenever in their judgment the best interest of CCaPPTC would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term. Resignations shall be in writing and addressed to the Chairperson of the Board.

Section 5. Chair. The Chair shall be the principal executive officer of CCaPPTC and shall supervise and control all of the business and affairs of CCaPPTC. He/she shall establish the agenda and preside at all meetings of the members and of the Board of Directors or, if absent, shall designate a Director to fulfill his/her responsibilities in the event that the Secretary or Treasurer are also absent. He/she shall also designate a Director to fulfill the responsibilities of the Secretary and/or Treasurer in the event that they are also absent. The Chairperson may appoint committees, either within the Board or among the general membership, to achieve specified goals, as long as those goals do not interfere with, amend or abridge the duties, responsibilities, and powers of the officers of CCaPPTC or of its Board of Directors. The Chairperson will serve as the representative of CCaPPTC to annual meetings of the Council of Chairs of Training Councils. He/she may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of CCaPPTC; and, in general, he/she shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Secretary. The Secretary is the secondary executive officer of CCaPPTC. In the absence of the Chairperson, the Secretary shall perform the duties of the Chairperson, and when so acting shall have all the powers and be subject to the restrictions upon the Chairperson. If required by the Board of Directors, the Secretary shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and be custodian of the corporate records. The secretary will manage the membership application process, reviewer assignments, maintain a register of the addresses, facsimile numbers, telephone numbers, e-mail addresses, and other identifying information for all Member Representatives; and, in general, perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him/her by the Chairperson or the Board of Directors.

Section 7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of CCaPPTC; may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed; may receive and give receipts for monies due and payable to CCaPPTC from any course whatsoever; and shall deposit all such moneys in the name of CCaPPTC in such banks, trust companies and other depositories

as shall be selected in accordance with Article VII. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The financial records of CCaPPTC as kept by the -Treasurer shall be open to all members. The Treasurer will provide annual accounting of the financial status of CCaPPTC to the members and to the Board of Directors.

Section 8. Compensation. The compensation of officers of the Board shall be governed by the same rules that apply to Directors, as specified in Article V, Section 11.

ARTICLE VII: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or agent of CCaPPTC, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of CCaPPTC, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of CCaPPTC shall be signed by the Chairperson or the Treasurer. If both of these officers are unable to perform this function, the Board of Directors may specify another Director or agent to perform this function.

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

Section 4. Gifts. The Board of Directors may accept on behalf of CCaPPTC any contribution, gift, bequest or device for the general purposes or for any special purpose of CCaPPTC, as provided for in Article V, Section 1.

Section 5. Funds. The Board of Directors shall seek to obtain such other funds as necessary to fulfill the goals of CCaPPTC in accordance with its charitable, educational, and scientific purpose.

ARTICLE VIII: CERTIFICATES OF MEMBERSHIP

The Board of Directors may provide for the issuance of certificates evidencing membership in CCaPPTC, which shall be in such form as may be determined by the Board of Directors.

ARTICLE IX: BOOKS AND RECORDS

On behalf of CCaPPTC, the Treasurer shall keep correct and complete records of all financial transactions of CCaPPTC. The Secretary will also keep minutes of the proceedings of all meetings of the general membership and the Board of Directors. All records may be kept in

either printed form or stored on electronic media. All books and records of CCaPPTC may be inspected by any member, or his/her agent or attorney, for any proper purpose at a reasonable time.

ARTICLE X: PUBLICATIONS

CCaPPTC, by a majority vote of the Board of Directors, may establish and publish periodicals and other publications devoted to the dissemination of scientific education consistent with purposes of CCaPPTC.

ARTICLE XI: FISCAL YEAR

The fiscal year of CCaPPTC shall begin on January 1st of a particular year and end on December 31st of the next year.

ARTICLE XII: DUES

Section 1. Annual Dues. The Board of Directors may determine the amount of fee, if any, and annual dues payable to CCaPPTC by members.

Section 2. Payment of Dues. Dues shall be payable in advance on the first day of the fiscal year, unless such date is changed by the Board. A member shall pay dues for the entire membership year in which membership starts.

Section 3. Default and Termination of Membership. When any member shall be in default in payment of dues for a period of twenty-four (24) months from the beginning of the fiscal year or period for which such dues became payable, the membership of the program in default may be terminated by the Board of Directors in the manner provided in Article III, Section 6.

ARTICLE XIII: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the District of Columbia Non-Profit Corporation Act or under the provisions of CCaPPTC's articles of incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting will also constitute a waiver of notice unless the person attending such meeting states that the purpose of his or her attendance is to object to the conduct of business on grounds that the meeting was not lawfully called or convened.

ARTICLE XIV: AMENDMENTS TO ARTICLES AND BYLAWS

The Articles of Incorporation and these Bylaws may be altered, amended or repealed and new Articles of Incorporation and Bylaws may be adopted only by a two-thirds (2/3) vote of the Member Representatives responding by mail, facsimile or e-mail or other electronic ballot or

voting at any regular or special meeting. Amendments may be proposed by a majority of the Board of Directors or by petition submitted to the Secretary and signed by at least twenty-five (25) members in good standing. If mail, facsimile or e-mail or other electronic ballots are used, they shall conform to the method prescribed in Article IV, Section 8, except that in the case of mail, facsimile email, or other electronic ballot, the motion to amend shall be provided to members at least ninety (90) days prior to the vote. The ballot shall be deemed to be delivered when the ballot is sent to the most recent address, facsimile number or e-mail address of the Member Representative. Ballots shall be returned within thirty (30) days of the date when the ballot was sent.

ARTICLE XV: MISCELLANEOUS PROVISIONS

Section 1. Seal. The seal of CCaPPTC shall be circular in form and shall have inscribed thereon the words, “CCaPP Training Council,” “District of Columbia” and “Corporate Seal.”

Section 2. Dissolution. Upon the dissolution of CCaPPTC, after paying or adequately providing for the payment of the debts, obligations and liabilities of the organization and satisfying any other requirements under District of Columbia law regarding dissolution, the remaining assets of this organization shall be distributed proportionately to all members that are tax-exempt under section 501(c)(3) of the Internal Revenue Code at the time of the dissolution based on their proportionate contribution to CCaPPTC or to such other 501(c)(3) organization or organizations determined by a majority vote of the members.

Section 3. Parliamentary Procedure. All matters of parliamentary procedure will be guided by Sturgis, *The Standard Code of Parliamentary Procedure*, 4th Ed. (“Sturgis”) to the extent such Code is not inconsistent with any external laws, the Articles of Incorporation, these Bylaws, or any special rules of order the Organization may adopt. Section 4. Electronic Communications, Records, Signatures. Unless otherwise required by applicable law, if any provision of these Bylaws or the rules or regulations of CCaPPTC requires a notice or communication to any member, director, or committee member, or any record, to be in writing, an electronic record or an electronic communication satisfies the requirement. Similarly, unless otherwise required by applicable law, if any provision of these Bylaws or the rules or regulations of CCaPPTC requires the signature of a member, director, or committee member, an electronic signature satisfies the requirement.

ARTICLE XVI: INDEMNIFICATION AND INSURANCE

CCaPPTC will indemnify all Officers and Directors of CCaPPTC to the full extent permitted by the Act and the Articles of Incorporation, and will purchase insurance or legal representation for such indemnification of officers and Directors as may be deemed to be necessary and appropriate from time to time by the Board of Directors.
