

## **By-Laws**

These Bylaws shall regulate the affairs of The American College of Neuropsychopharmacology, Inc. (the "College"), subject to the provisions of the College's Constitution.

### **ARTICLE I: Officers**

1. The Officers of the College shall be the President, President-Elect, Secretary, and Treasurer. There shall be a Council consisting of the President, President-Elect, Secretary, Treasurer, the last two retired Presidents, and six Fellows called "Councilors". When the results of the election are known, the newly elected President-Elect Designate shall also be added as a member of Council.
2. The President-Elect shall be installed as President at the conclusion of the Business Meeting held during the Annual Meeting next following the Annual Meeting at which his/her selection as President-Elect was announced.
3. The President and President-Elect shall be elected for a term of one year and shall not be eligible for re-election to that office. The Secretary and Treasurer shall be elected for a 5 year term and may be re-elected to one additional 5-year term. The Officers shall be members of Council, each having the power to cast a single vote. The President shall preside as Chair of the Council.
4. Councilors shall be elected for three years. Each President shall serve on Council an additional two years after his/her term as President.
5. The President, immediate Past President, President Elect, Secretary and Treasurer shall act as an Executive Committee with the Powers described in Article IV, Paragraph 6 of these By-Laws. After the results of the election of officers are known, the newly elected President-Elect Designate shall join the Executive Committee.
6. Initially, two Council members shall be nominated for one year, two shall be nominated for three years. Subsequently, Council members shall be elected for three years. One of the Council members shall be the last retired President, who shall serve for two years.
7. An election to vote on the nominees for the above offices shall be held in accordance with the procedures set forth in Article VII, Section 3 and Article IX, Section 2.
8. (a) If the Secretary and/or Treasurer resigns, dies, or becomes unable to continue in office for health reasons, ethical charges, or for any other reason the President, with the majority approval of the Executive Committee or Council, will appoint a replacement who will serve until the next scheduled election.

- (b) If the President resigns, dies, assumes an administrative position that precludes office participation, or becomes unable to continue in office for health reasons, ethical charges, or for any other reason the President-Elect will immediately become President, serving out the time remaining of the present term and continuing as President for the elected term. In this case, a new President-Elect will be elected at the next scheduled election.
- (c) If the President-Elect resigns, dies, or becomes unable to continue in office for health reasons, ethical charges, or for any other reason no new President-Elect will be appointed. At the next scheduled election, both a new President and a new President-Elect will be elected.
- (d) If the sitting President-Elect resigns, dies, or becomes unable to continue in office for health reasons, ethical charges, or for any other reason between the election and the meeting, the serving President will continue to serve through the second year.
- (e) If the Past President resigns, dies, or becomes unable to continue in office for health reasons, ethical charges, or for any other reason the Past-Past President shall replace the Past President on the Executive Committee.

## **ARTICLE II: Privileges and Duties**

### **1. Fellows**

- (a) Fellows shall be eligible to participate in all activities of the College and to hold office, vote, serve as official members of the Constitutional Committees, propose amendments to the Constitution and By-Laws, make nominations for elected office, and sponsor candidates for membership.
- (b) Fellows shall receive all official material distributed to the membership, and must pay dues.
  - (1) The status of Fellows who have three successive absences from the Annual Meetings will be referred by the Secretary to the Membership Committee. The Membership Committee shall be empowered to recommend to Council that non-participating Fellows be terminated as members.
  - (2) Council shall be empowered to determine the final action that shall be taken in the case of any Fellow missing three successive Annual Meetings.

### **2. Members**

- (a) Members shall be eligible to vote and to participate in all activities of the College including sponsoring applicants for membership, except to hold office, serve as official members of the Constitution and Rules Committee or the Nominating Committee, or propose amendments to the Constitution and By-Laws.

- (b) Members shall receive all official material distributed to the membership and must pay dues.
  - (1) The status of Members who have three successive absences from the Annual Meetings will be referred by the Secretary to the Membership Committee. The Membership Committee shall be empowered to recommend to Council that non-participating Members be terminated.
  - (2) Council shall be empowered to determine the final action that shall be taken in the case of any Member missing three successive Annual Meetings.
- (c) Upon recommendation of the Membership Committee, Members may be approved for promotion to Fellow status by Council.

### **3. Emeritus Status**

- (a) Emeritus Status: Fellows and Members who have been members of the College for at least (10) years and have reached the age of 65 may apply for Emeritus Status.
- (b) Fellows and Members who have been granted Emeritus Status shall receive all official material distributed to the membership. Emeritus Status Members, however, shall not pay dues and may or may not attend annual meetings.

### **4. Supporting Organizations and Individuals (or Designated Representatives)**

- (a) Such Individuals or Designated Representatives shall receive all official material distributed to the membership, may attend Annual Meetings, and must pay fees as set by Council. No other privileges or duties are given.
- (b) Designated Representatives may be replaced by the Supporting Organizations as deemed appropriate, and shall serve as representatives at the pleasure of the College and the Supporting Organization.

### **5. Associate Members**

- (a) Associate Members shall be eligible to participate in all activities of the College except that they have no voting privileges, may not propose amendments to the Constitution and By-Laws, make nominations for elected offices, or sponsor candidates for membership.
- (b) Associate Members shall receive all official material distributed to the membership, must pay dues, and may not miss more than two Annual Meetings during their seven year tenure as an Associate Member unless excused by Council.
- (c) Appointment as Associate Member is for seven years and cannot be renewed or extended.
- (d) Associate Members may apply for regular membership the year following their acceptance into the College.
- (e) Council shall be empowered to determine final action to be taken in case of an Associate Member having more than two unexcused absences from an annual meeting.

### **ARTICLE III: Membership Additions**

The total number of Fellows, Members, and Associate Members of the College shall not be increased in any calendar year after 2012 by the addition of more than forty-five individuals, plus (from the previous calendar year): (1) the number elected to Emeritus status, (2) the number of Fellows and Members who have died, and (3) the number of Fellows and Members who have resigned or been expelled. Once the total number of new Members and Associate Members that may be accepted into membership has been calculated, it shall be determined by Council how that total number may be divided between new Members and Associate Members. The number of Supporting Organization Representatives may be determined by Council.

### **ARTICLE IV: Powers**

1. The President shall be the Chief Executive Officer of the College, and Chairperson of the Council. He or she shall be an ex-officio member of all committees. He/she shall preside at the meetings of the College. He/she shall appoint, as hereinafter provided for, such committees as he/she deems necessary for the proper functioning of the College except as specifically provided for otherwise in the By-Laws. At any meeting of the Council, the President, in his/her capacity as Chairperson of the Council, may request the Council to meet in executive session with respect to consideration of a particular matter. The request of the President shall be subject to a two-thirds vote of the Council.
2. The Secretary shall see that all Council minutes, minutes of committee meetings, correspondence, and other records of the College are properly stored and saved. He/she shall see that Council policies are documented in a Policy Manual, that the Policy Manual is kept up to date, and that policies are followed. He/she shall see that College elections are carried out in a manner that is consistent with these Bylaws and with Council policy. He/she shall see that the rules regarding member attendance at the annual meeting, promotion to Emeritus Status, and other rules of membership are properly monitored and enforced.
3. The Treasurer or a staff employee designated by the Treasurer shall collect all monies due the College, including annual membership dues, and shall disburse same as directed by the Council. The incumbent shall keep a proper account of all such transactions. The Treasurer shall be bonded in a sum designated by the Executive Committee, the premium to be paid by the College. The Treasurer shall have duties which shall include acting as financial overseer of the College. In such capacity, the Treasurer shall, in such manner as may be determined by the Council, maintain and manage the investments and assets of the College. In such capacity, the Treasurer shall consult on a regular basis with the President, Council, and with such other entities within and without the College which maintain responsibility for the accounting, audit, and investment functions. The Treasurer shall, in consultation with the Executive Director prepare a budget to be approved by Council. Any significant deviation from the budget shall have received a two-thirds vote

of the Executive Committee before the expenditure is made. The Treasurer shall render an annual statement of account to the College.

4. (a) The Council shall transact all business of the College, approve or disapprove all recommendations of all business of the College, fix all dues and assessments for the College, and adopt from time to time rules and regulations for the election of all classes of membership. The rules and regulations shall be ratified by a two-thirds majority vote of the Fellows and Members of the College who actually vote. The Council shall create and direct all standing committees as is necessary to conduct the affairs of the College, shall elect editors and committees on publications for all publications of the College, shall call all meetings of the College that are not herein prescribed, shall make arrangements for the dates of convocations and the Annual Meetings, and shall transact all business not otherwise provided for that may pertain to the College. Council may appoint a fiscal or calendar year. The Council shall meet at regular intervals as it deems necessary to transact the administration of the College. Council shall choose the order of business. The President of the College may call special meetings of Council when he/she deems them necessary. A quorum for Council meetings shall be seven. As a minimum, the Council shall hold regular meetings on four specific dates, to be selected by the President, during the course of each year. Notification of the selection of said dates shall be forwarded to each Council member as soon, following the installation of officers, as possible. Any date selected as the date of a regular meeting of Council is subject to emergency change.
- (b) The act of a majority of the Council Members present at a meeting at which a quorum is present shall be the act of the Council, except where otherwise provided by law or by these Bylaws. Any action which is required to be taken, or which may be taken, at a meeting of Council Members, may be taken without a meeting if notice is given to all Council Members and if a consent in writing, setting forth the action so taken, shall be signed by all of the Council Members. Meetings of the Council or of any committee formed under the authority of these Bylaws may be held by conference telephone call or any other similar communications equipment which allows all participants to communicate with each other.
- (c) No Council Member shall be personally liable to the College for monetary damages for breach of fiduciary duty as a Council Member; provided, however, that this provision is not intended to eliminate or limit the liability of a Council Member for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law.
- (d) The College shall indemnify, and upon request shall advance expenses to, in the manner and to the full extent permitted by law, any officer or Council Member (or the estate of any such person) who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a Council Member or officer of the College, or is or was serving at the request of the College as a Council Member, officer, or employee (an "indemnitee"). To the full extent permitted by law, the

indemnification and advances provided for herein shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement. The rights to indemnification and advancement of expenses set forth above are contractual between the College and the person being indemnified, his heirs, executors and administrators, and are mandatory. Notwithstanding the foregoing, the College shall not indemnify any such indemnitee (1) in any proceeding by the College against such indemnitee; or (2) if a judgment or other final adjudication adverse to the indemnitee establishes his liability for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law. The College may purchase and maintain insurance on behalf of any such person against any liability which may be asserted against him or her.

- (e) The Council, except as otherwise required by law, the Constitution, or these Bylaws, may authorize any officer(s), or agent(s) of the College, in addition to the President, to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the College and such authority may be general or confined to specific instances.
  - (f) All checks, drafts, loans or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the College shall be signed by such officer or officers, agent or agents of the College and in such manner as shall from time to time be determined by the Council. In the absence of such determination, such instrument shall be signed by the Secretary.
  - (g) All funds of the College shall be deposited to the credit of the College in such banks, trust companies, or other depositories as the Council may from time to time select.
5. Council shall hire such paid staff members or contract with management firms as it determines necessary to properly conduct the business of the College, and shall delegate such duties and responsibilities to such staff or management firm as it determines appropriate.
6. The Council shall include an Executive Committee consisting of the President, President Elect, the immediate Past President, Secretary and Treasurer. The newly elected President-Elect Designate shall join the Executive Committee after the results of the election of officers are known. The Executive Committee shall have the power of Council at such times as matters important to the College must be decided and it is not possible to call the Council together, or between meetings of Council. In such emergency, as defined by the President, the Executive Committee may take action to be later ratified by Council. A quorum for Executive Committee meetings shall be a majority, one of whom shall be the President.
7. The Council shall have the power to discipline an individual upon the recommendation of the Ethics Committee, and in accordance with the provisions of Article XI and a two-thirds vote of the Council. The decision of the Council to expel or otherwise discipline an individual shall be final and effective.

8. The funds of the College may not be hypothecated.

#### **ARTICLE V: Audit**

An independent audit of the College's accounts, assets, and liabilities shall be carried out annually by a certified public accountant. The auditor shall be chosen and approved by an Audit Committee appointed by Council. The audit report shall be sent directly to all members of the Council, and shall be considered and reviewed by the President, the Secretary, and the Treasurer.

#### **ARTICLE VI: Constitutional Committees**

1. The following Constitutional Committees shall be appointed and the members of the committees shall be designated by the President except as directed elsewhere:
  - (a) Membership Committee
  - (b) Nominating Committee
  - (c) Program and Scientific Communications Committee
  - (d) Constitution and Rules Committee
  - (h) Ethics Committee
2. Other committees shall be designated by Council as their need shall arise, and the committee membership shall be designated by the President.
3. All committees must make an annual report to Council concerning their recommendations and their performance.

#### **ARTICLE VII: Constitutional Committee Rules and Regulations**

1. ACNP Fellows, Members, and Emeritus Status Members shall be eligible to vote and serve as official members of Constitutional Committees, except that the Ethics Committee shall be restricted to Fellows or Emeritus Status Fellows. All Constitutional Committees shall have a minimum of five committee members. A quorum of each Constitutional Committee meeting shall be three, one of whom shall be the Chair. Among the committee members appointed at the initial formation of the committee, one shall be appointed for a one-year term, one for a two-year term, and the other for a three-year term. The President shall, in designating committee members, specify the length of service in this regard. Subsequently,

all committee memberships shall be appointed for a three-year term by the President, except for the Nominating Committee whose members will serve for one year. Also, unless specified by these By-Laws, the President shall designate the Chairperson or Co-Chairs of each committee. The tenure of Chairs and Co-chairs for all Committees will be determined by Council.

2. **Membership Committee:** This committee shall consist only of Fellows or Members. A minimum of five individuals should be on this committee. It shall be the duty of this committee to evaluate and make a recommendation to Council on each application for every class of membership in the College. It shall perform this duty and any others which Council may assign as its responsibility. The recommendations of this committee must be decided upon by Council.
3. **Nominating Committee:** This committee shall consist of five Fellows to be elected by the Fellows and Members of the College for a term of one year. The members of the Nominating Committee shall be selected from a list of between ten and fifteen nominees compiled by the Council and forwarded to all Fellows and Members of the College. This list shall contain only the names of Fellows who are not voting members of the current Nominating Committee and who are not Officers or members of the current Council. Write-in additions will also be counted. The election shall be by secret ballot and conducted in a manner approved by Council. The immediate past Chair of the Nominating Committee shall serve as Ex-Officio Consultant to the committee. The Immediate Past President shall serve as Liaison to Council. The duty of the committee shall be to nominate two or more candidates for all elective offices of the College, except however in the case of the Secretary and the Treasurer the Committee may, after consultation with Council, renominate as the sole nominee the incumbent Secretary or Treasurer. Pursuant to this duty, the Nominating Committee shall solicit from the Fellows, and Members a list to be considered as possible nominees for the various offices, and shall cause the Secretary to provide a list of final nominations to the membership for a vote to be conducted in a manner approved by Council.
4. **Program and Scientific Communications Committee:** This committee shall consist of at least ten Fellows and Members, plus two Associate Members. The duty of this committee shall be to study and make recommendations to Council concerning the scientific programs of the College, such as the Annual Meeting, and other meetings that may be suggested; to serve as a channel of communications to the Council; and to coordinate the activities of those committees which deal with specific aspects of such programs. The Program Committee shall include at least one member of the former Program Committee to help provide continuity.
5. **Ethics Committee:** This committee shall consist of at least five Fellows. The duty of this committee shall be: (1) to examine and process complaints alleging grounds for discipline against members, consistent with Article XI, and (2) to respond to requests by the President of the College or Council to study and make recommendations concerning professional ethics and responsibilities. This committee will update as needed, with Council's approval, any statements regarding professional ethical conduct that may be adopted by the College.



Committee members will be appointed for a three-year term and will be eligible for reappointment to a second three-year term.

6. **Constitution and Rules Committee:** This committee shall consist of at least five Fellows and Members. It shall be the duty of this committee to make recommendations to Council concerning amendments to the Constitution and By-Laws of the College.

### **ARTICLE VIII: Council Meeting**

The full Council will meet in the days immediately prior to the Annual Meeting and at such other times as the President directs to review, modify if necessary, and approve, by majority vote, the actions and recommendations of the committees. The recommendations will subsequently be presented to the general membership for action as needed. Each Council member shall obtain from the Secretary a current compilation of corporate documents, including the ACNP Constitution and By-Laws, past minutes of annual and Council meetings for the last year, up-to-date financial status reports, and pertinent policies and procedures.

### **ARTICLE IX: Parliamentary Procedure**

1. The Business Meeting shall be conducted in accordance with Robert's Rules of Order except that the Constitution and By-Laws shall take precedence.
2. Officers shall be elected by secret vote from among the nominees presented by the Nominating Committee in accordance with the provisions of Article VII, Section 3. Each Fellow and Member shall be entitled to cast one vote for each elected office. Votes shall be cast only in the manner provided in Article VII, Section 3. The votes shall be tabulated no later than twenty days after the close of the election, and the membership notified of the results as soon thereafter as is practicable by the Secretary. However, unless more than fifty percent of the members who are eligible to vote participate in the election, the vote will be null and void. A new election with the same candidates will be held within 30 days and requires greater than 50% participation by members eligible to vote. The results of the election will be announced at the Annual Meeting.
3. At Council's discretion, the College shall obtain legal counsel, which shall, among its other duties, provide advice to the Secretary, Treasurer, and the Council as to proper manner of keeping minutes, maintaining corporate records, and conducting the necessary business of the College.

### **ARTICLE X: Application for Membership**

Application shall be made in a format authorized by Council. Following recommendations of the Membership Committee, the Council shall decide whether an application for membership be approved or rejected.

## **ARTICLE XI: Maintenance of Membership**

### **1. Disciplinary Bodies**

- (a) **Ethics Committee.** The Ethics Committee shall perform the functions delegated to it in Article VII, Section 7 of these By-Laws. It shall examine complaints filed by members or the Council that allege a ground for discipline against members as set forth in this Article XI, Section 2. No member of the Ethics Committee shall participate as a council member in a disciplinary matter brought before the Council if such member participated in the examination of the matter.
- (b) **Council.** The Council shall hear and decide complaints pursuant to this Article XI consistent with the procedures herein set forth.

### **2. Grounds for Discipline**

- (a) The Council may discipline an individual from any class of membership for conduct that violates the Principles of Scientific Conduct approved by the Council, (approved February 2000, amended April 2010) or any amendment thereto; the Conflict of Interest Policy statement revised and approved by the Council February 1990, or any amendment thereto; and any other Standard of Conduct, statement of purposes or values or policies concerning the ethics or conduct of members, adopted by the College. To warrant discipline by the Council, the conduct that is in violation of the Principles of Scientific Conduct, the Conflict of Interest Policy statement, or other Standard of Conduct must be of such severity that it would warrant expulsion of the member from the College or a warning that repetition of the conduct would result in expulsion.
- (b) If a member is disciplined, expelled, convicted or adjudged liable in a final decision or judgment of a university, medical school, funding entity, employer, local, state, federal or national professional or regulatory body, or a judicial or disciplinary body, the Council may thereafter (i) determine whether the conduct that is the subject of the final decision or judgment is a ground for expulsion of the member because the conduct has been egregious; (ii) treat the final decision or judgment as conclusive evidence of the underlying conduct; and (iii) conduct a Council hearing in accordance with Section 3(e), provided that the sole issue to be determined at such hearing shall be to decide if the member should be expelled, warned, or if no action should be taken.

### **3. Disciplinary Procedures:**

- (a) **Initiation of Disciplinary Complaints.** Complaints of a breach of ethics by any member of the College may be made by any other member of the College or by Council. All

complaints must be in writing, be personally signed by the complainant and shall be delivered to the Executive Director of ACNP.

- (b) **Preliminary Examination of Complaints.** Upon receiving a complaint the Executive Director will provide a copy to and will consult with the President of the College and the Chair of the Ethics Committee to determine if the complaint does or does not state a ground for discipline pursuant to Sections 2 (a) or 2 (b) of this Article XI.
- (i) If the President, Chair of the Ethics Committee, and the Executive Director determine that a complaint does not state a ground for discipline pursuant to Sections 2 (a) or 2 (b) of this Article they shall dismiss the complaint and determine whether they should notify the respondent of the complaint and its dismissal. Notice of the dismissal shall be given to the complainant.
  - (ii) If the President, Chair of the Ethics Committee, and Executive Director determine that a complaint does state a ground for discipline pursuant to Sections 2 (a) or 2 (b) of this Article they shall forward the complaint to the Ethics Committee for further examination.
  - (iii) Upon receiving a complaint from the President, the Chair of the Ethics Committee, and the Executive Director the Ethics Committee shall notify the respondent of the complaint, including the identity of the complainant, and shall allow the respondent to respond to the complaint by a specified deadline. After receiving the response from the respondent, if no such response is received after expiration of a specified deadline, or after being notified by the respondent that he/she will not provide a response, the complaint shall be examined by the Ethics Committee.
- (c) **Decision to Dismiss or Seek Council Review.** The Ethics Committee is authorized to conduct its examination by telephone, mail, video-conference, other electronic communication, or, if necessary, in person. If, after seeking the views of the respondent and conducting its examination of the complaint, the Ethics Committee decides that no further action is warranted, it shall direct the Executive Director to notify the complainant and the respondent of the decision. If after examination of the complaint, the Ethics Committee determines that the Council should act upon the complaint, it shall forward its findings and recommendations in writing to the Council.
- (d) **Notice to the Respondent.** The Respondent shall be notified by certified mail or its equivalent sent from the Executive Director not less than thirty days prior to the consideration of a complaint by the Council. This notice shall contain: (1) the time and place of the Council meeting at which the matter may be considered; (2) a copy of the findings and recommendations of the Ethics Committee and; (3) advice that the respondent may respond in writing to the Council and attend the Council meeting when such matter is being considered and state objections, either in person or through legal counsel or other representative, with respect to the findings and recommendations.
- (e) **Council Hearing.** The Council may hear disciplinary matters at any regular or specially-convened Council meeting. The provisions of Article IV, Section 4 shall govern concerning a quorum. Prior to consideration of a disciplinary matter, notice to the

respondent must have been given in accordance with Article XI, Section 3(d) unless waived by the respondent. At the hearing, the Ethics Committee or its representatives and the respondent and his/her legal counsel or other representative shall each have a full and fair opportunity to be heard, either in person, in writing or other convenient form of communication, with respect to

the Ethics Committee's findings and recommendations. A two-thirds vote of the Council members present at the meeting shall be sufficient to enact a disciplinary sanction. The Council is authorized to develop hearing procedures to implement this By-Law.

- (f) **Disciplinary sanctions** imposed by the Council may include expulsion from membership or a warning that a repetition of the conduct that was the basis of the complaint will result in expulsion from membership.

#### 4. **Voluntary Termination**

The method of voluntary termination of membership shall be to send a letter of resignation to the Secretary.

### **ARTICLE XII: Amendments**

Amendments to this Constitution and By-Laws of the College may be proposed by a two-thirds vote of Council or by petition of ten percent of the Fellows without approval of Council. Proposed amendments shall be submitted in a manner approved by Council with response required within sixty days. Approval requires a favorable response from two-thirds of members who vote. The vote shall be null and void if fewer than thirty percent of Fellows and Members participate. Council shall decide whether a subsequent vote, requiring the same criteria for approval, will be distributed by the Secretary.