

*Effective April 19, 2024*

## **BYLAWS OF THE VIRGINIA ACADEMY OF CLINICAL PSYCHOLOGISTS, LTD (VACP)**

The Virginia Academy of Clinical Psychologists (VACP) is a voluntary, member-based, professional organization comprised of and representing and serving member clinical psychologists. It is the largest professional organization for clinical psychologists in the Commonwealth of Virginia.

### **ARTICLE I - NAME**

The name of this organization shall be the Virginia Academy of Clinical Psychologists, Ltd.

### **ARTICLE II - PURPOSE, VALUES, AND CORE MISSION**

A. PURPOSE: To enhance and improve the quality of people's lives

B. MISSION:

1. To advance clinical psychology as a science and profession and as a means of promoting human welfare;
2. To improve the qualifications and usefulness of clinical psychologists through high standards of ethics, conduct, education, and achievement;
3. To increase and disseminate psychological knowledge through meetings, professional contacts, reports, papers, discussions and publications;
4. To advance scientific interests and inquiry and the application of research findings to the promotion of health and public welfare; and
5. To advance the interests of member clinical psychologists as a means of supporting the delivery of quality health care services to the public.

C. CORE VALUES:

1. Empowerment. We help and encourage people to enrich their lives through the contributions of clinical psychology;
2. Scientific Inquiry. We believe clinical psychology is a science and a profession that promotes knowledge, wisdom and healing;
3. Diversity. We respect and embrace individual differences and diversity; and
4. Integrity. We demonstrate the highest ethical standards and integrity.

### **ARTICLE III - MEMBERSHIP AND PRIVILEGES**

Membership in VACP may be conferred upon those who meet the requirements in the applicable categories set forth below and who agree to and comply with the Bylaws of the Academy.<sup>[[1]]</sup> The Academy shall have three classes of membership: Member, Fellow, and Special Class. The requirements for the three classes of VACP membership are as follows:

A. MEMBER (Active or Full)

Clinical Psychologists licensed, in good standing, by the Commonwealth of Virginia shall be eligible for membership. Clinical Psychologists are also eligible for membership if they hold a full, current, and unrestricted license to practice psychology at the doctoral level in a State, Territory, or Commonwealth of the United States, or the District of Columbia and are employed by a federal agency.

1. Members shall have the right to vote in all elections and on all affairs requiring the decision of the general membership and shall have the privilege of holding office and serving on committees.
2. To maintain Member status in VACP, members must comply with continuing education requirements, if any, recommended by the Committee on Continuing Education and approved by the Board of Directors or "BOD".

#### B. FELLOW

A Fellow shall have been a member of the Academy for ten years prior to election, and shall have taken an active and meaningful leadership role in the affairs of the Academy upon review and recommendation by the Board of Directors.

1. A Fellow applicant shall be proposed by any member of the Academy.
2. A Fellow applicant shall have furnished to the Board of Directors any information requested by the Board to support an elevation to Fellow status.
3. A Fellow shall be elected by a written signed vote, mail, electronic mail, or otherwise, of the majority of the members of the Board of Directors.
4. A Fellow shall continue to have all the rights and privileges of a Member. Any additional perquisites pertaining to Fellow status may be determined by the Board of Directors.

#### C. SPECIAL CLASSES

At the recommendation of the Committee on Membership and Bylaws and with the approval of the Board of Directors, special classes of membership may be established with prorated dues, special perquisites, and/or limitations in member rights and privileges. The BOD may delegate to and authorize the Executive Director to approve applications for special class membership so long as documentation or evidence clearly indicates eligibility, and the Membership Committee and BOD are advised of such approval. These may include membership categories for:

1. Early Career Psychologists who are in their first three years of licensure as a Virginia Clinical Psychologists.
  - Annual membership fees shall be reduced by 90% in the first year, 60% in the second year and 30% in the third year.
  - Shall be entitled to serve on committees, the Board of Directors and vote.
2. Retired Member who is no longer engaged in any clinical practice and has been a VACP member in good standing for at least 15 consecutive years.
  - VACP Annual membership fees shall be reduced by 50%.
  - Shall be permitted to serve on committees and vote on issues before the general membership but shall not be entitled to serve on the Board of Directors.
3. Students enrolled in accredited psychological doctoral degree programs and those engaged in post-doctoral residency or fellowship training are eligible for student membership
4. Non-residents of Virginia licensed as a Clinical Psychologists in Virginia, who do not reside or practice in Virginia and who are otherwise eligible for full membership status.

#### D. LOSS OF MEMBERSHIP

The following may be grounds for Loss of Membership:

1. The failure for any reason to maintain a license in good standing as a Clinical Psychologist in the Commonwealth of Virginia, or at the discretion of the Board of Directors, will terminate immediately membership in the Academy. A license in good standing shall be construed to mean a license at the doctoral-level in any state, or, if working in a federal agency, as a resident in Virginia and holding a license in good standing at the doctoral level in another territory in the United States – and that is currently valid and not revoked, suspended or on probation.
2. The failure to pay dues or special assessments within the assigned dates will result in a loss of membership. The loss of membership and re-instatement processes established by the BOD shall be described in the Policies and Procedures manual.
3. The loss of membership for special classes may be outlined in the Policies and Procedures manual or addressed on a case by case basis.

#### **E. RESIGNATIONS**

A Member may resign by submitting a written resignation to the BOD, but such resignation shall not relieve the member of any financial obligations arising thereof.

#### **ARTICLE IV – DUES**

- A. Dues and any special assessments for all classes of membership shall be established by a majority vote of the BOD.
- B. Dues shall be payable at the beginning of the calendar year.
- C. The BOD shall have the right to impose a late fee on those members whose dues have not been paid within the timeframe established by the BOD. Members shall be notified of delinquency of dues payment in a manner determined by the BOD; failure to comply with the dues payment policy will result in termination of membership.

#### **ARTICLE V- OFFICERS, EXECUTIVE DIRECTOR, SEAL, AND BOARD OF DIRECTORS**

##### **A. OFFICERS**

The officers of VACP shall consist of the President, the President-Elect, the Secretary, Treasurer and the Immediate Past President.

1. The President will preside at all business meetings, appoint certain committees and committee chairs, and perform such official acts as may be reasonably expected of a President of a professional membership association and as may be directed by the BOD. The President shall preside over all meetings of the BOD and general meetings of the membership.
2. The President-Elect shall serve as the vice-president of VACP and shall automatically succeed to the Presidency at the expiration of the latter's term or in the case of the death, resignation, or incapacity of the President. The President-Elect will, in the absence of the President, serve as the Academy's presiding officer and will chair the BOD. In the event of the death, resignation or incapacity of the President-elect, an election will be held as soon as possible.
3. The Secretary shall record the minutes of all meetings; also, the Secretary will keep all records of VACP, prepare and provide notices of all meetings, notify candidates of their admission or

rejection, and maintain a membership list, or instruct and direct the execution of these activities by the Executive Director.

4. The Treasurer shall have the duty and responsibility in conjunction with the Executive Director and Finance Committee to prepare a budget for the calendar year and to present this to the BOD for approval. The Treasurer also shall keep a full and complete record of all money received and disbursed and report at the semi-annual business meeting of VACP. The Treasurer shall serve as the Finance Committee Chair. The Treasurer shall be responsible for holding meetings and reporting the Finance Committee's work to the BOD.

## B. EXECUTIVE DIRECTOR

1. The Executive Director is a contracted chief executive officer and manager of VACP. The President, in consultation with the President-elect and Immediate Past President shall be authorized to negotiate and enter into such agreement on behalf of VACP and to present an overview of same to the voting members of the BOD.
2. The Executive Director shall perform duties as set forth in the agreement and assigned by the BOD including maintaining all financial records of VACP and act as custodian of VACP's funds. The Executive Director shall prepare and submit to the Treasurer a quarterly report of the income and expenditures of VACP.
3. The Executive Director may be a member of VACP, or a qualified person who is not a member of VACP.
4. The Executive Director may be bonded at the expense of and an amount determined by VACP.
5. The Executive Director shall serve as an ex officio member of the BOD without vote

## C. SEAL

The BOD may obtain a suitable seal, containing the name of the corporation and the words "Corporate Seal" or otherwise appropriate words, which seal shall be in the charge of the Secretary to be used as directed by the BOD.

## D. BOARD OF DIRECTORS (BOD)

The BOD shall consist of: The President, President-Elect, Immediate Past President, Secretary, Treasurer, Two Members-at-Large, Presidents of the Regional Academies, and Chairs of Standing Committees. Voting members of the BOD are the elected officers of VACP, members at large, and presidents of regional academies. Reasonable efforts shall be made so that the terms of the Secretary and the Treasurer and also the two at-large members are staggered.

1. The elected officers shall take office at the spring meeting.
2. The President, President-Elect, Secretary and Treasurer shall serve for terms of two years each.
3. Presidents of the Regional Academies shall serve during their tenure as Presidents of their respective Regional Academies.
4. In the event of the death, resignation or incapacity of the Secretary or Treasurer, the BOD shall appoint someone to fill the unexpired term of office. In the event of the death, resignation or incapacity of the President of a Regional Academy, that regional academy shall select a replacement based on its own procedure for filling an unexpired term of office.
5. The President, President-Elect and Immediate Past President may serve for one two-year term in their elected position. Upon completion of service as Immediate Past-President, an individual may serve again as President-Elect after one two-year term has elapsed.

6. The Secretary and Treasurer may serve two consecutive two-year terms in any one elected position.
7. The two Member at Large positions will serve for terms of two years each, shall take office at the spring meeting, and in the event of the death, resignation or incapacity, the BOD shall appoint a Member to fill the unexpired term of office.
8. Except when in direct conflict with a position or policy adopted by two-thirds of the membership at a duly called meeting of the membership, the BOD is empowered to act for VACP in all matters not provided for in these Bylaws, in the same general manner and with the same reasonableness as is customary of the BOD.
9. Except for Presidents of the Regional Academies, a member of the BOD may be removed from the BOD upon absence from three consecutive BOD meetings, and an appointment to fill the vacancy made on the basis of a two-thirds majority vote at a meeting of the membership or by the BOD. In the case of the President of the Regional Academies, three successive absences from BOD meetings may result in removal from the BOD and the Regional Academy shall then select a replacement based on its own procedures for filling an unexpired term of office.
10. If a VACP Board of Directors officer also holds office as a VACP Regional Academy President, the Regional Academy may elect an alternate to serve on the VACP Board of Directors in place of the Regional Academy President to represent the Regional Academy's interest.

## **ARTICLE VI—STANDING COMMITTEES**

### **A. The Standing Committees:**

#### **1. Internal Focus**

##### **a. Continuing Education**

- i. **Mission:** Advance Clinical Psychology as a science and profession by disseminating knowledge and contributing to the development of Clinical Psychologist skills and abilities in practice.
- ii. **Members:** The Continuing Education committee (CE) is comprised of a chair appointed for one-year by the VACP President and a minimum of two other members selected by the chair, one who represents the Early Career and another the Diversity sub-committees of the Membership committee. The Publication Committee chair is an ex-officio non-voting member.

##### **b. Membership**

- i. **Mission:** Serve the interests of members by ensuring that membership numbers remain high enough to keep VACP financially and politically viable. Aspire to a membership composition that is representative of Clinical Psychologists in Virginia. Improve member satisfaction through programs and services, including those focused on Early Career, Diversity and Graduate Students.
- ii. **Members:** The Membership committee is comprised of a chair appointed for a one-year term by the VACP President with approval from the BOD, the Membership chair of each VACP Academy or a member appointed by its President, the Diversity Committee chair or appointee, an Early Career member and a Graduate Student (VACPGS officer).

##### **c. Publication**

- i. Mission: Disseminate psychological knowledge, BOD policy decisions, member activities, and state and national ethical, legal and regulatory information to all members
    - ii. Members: The Publication committee is comprised of a chair appointed for a one-year term by the VACP President, the Action Potential Editor and coordinator of the VACP Website. The CE chair and the Executive Director are ex-officio non-voting members.
  - d. Diversity
    - i. Mission: Aims to achieve a culture of inclusion for Virginia Clinical Psychologists, and their patients by cultivating an environment where individuals of diverse race, color, ethnicity, culture, gender, sexual orientation, gender identity and expression, religion, nationality, disability, socio-economic and parental status may succeed personally and professionally.
    - ii. Members: The Diversity committee is comprised of a chair appointed for one-year term by the VACP President with approval from the BOD. The Membership Chair and the CE Chair are ex-officio members.
2. External Focus
- a. Health Care Benefits
    - i. Mission: Serve the interests of members by providing a point of contact for information related to health care benefit issues.
    - ii. Members: The Health Care Benefits committee is comprised of a chair, appointed for a one-year term, by the VACP President, and other members as needed to provide regional and relevant coverage. All members are credentialed with and actively billing the major commercial insurance carriers, Medicare, Tricare, Medicaid in order to have hands-on, up to date experience with relevant issues. The Executive Director and the Federal Advocacy Coordinator are Ex-Officio members.
  - b. Legislative
    - i. Mission: Advocate for the field of Clinical Psychology, as a means of promoting human welfare, and helping to ensure the delivery of quality health care services to the public.
    - ii. Members: The legislative committee is comprised of the chair appointed for a 1 year term by the VACP President, each Regional Academy president or legislative chair and the Political Action Committee (PAC) chair. The Federal Advocacy Coordinator, the Regulatory Policy chair and the Executive Director are ex-officio non-voting members.
    - iii. Key Psychological Network (KPN) Subcommittee
      - 1) Initiate and coordinate the KPN.
      - 2) Promote individual members developing a respectful working relationship with a state legislator in order to enhance the passage of legislation supporting the professional practice of Clinical Psychologists.
      - 3) The goal is for each legislator to have a comfortable working relationship with at least one VACP member.
    - iv. Political Action Subcommittee
      - 1) Solicit contributions from members that will be used to make strategic contributions to legislators
      - 2) Collaborating with the VACP lobbyist to determine which legislators receive VACP PAC contributions
      - 3) Contacting members, in person and through print or electronic media, requesting PAC contributions
  - c. Professional Issues and Ethics

- i. Mission: Promote and support the best practices of VACP members providing professional services to the public. Provide information and support so that the public is protected from harmful or ineffective psychological services.
    - ii. Members: The Professional Issues and Ethics committee is comprised of a chair appointed for a one-year term by the VACP President, each Academies' Professional Issues and Ethics chair or a member selected by the Academies President, a VACP graduate student, as well as other VACP members interested in this committee's mission. The President-Elect is an ex-officio member.
  - d. Regulatory Policy
    - i. Mission: Advocating for the interests of professional Clinical Psychologists as a means of supporting the delivery of quality health care services to the public.
    - ii. Members: The Regulatory Policy committee is comprised of a chair, appointed for a 1 year term by the VACP president, and other members selected by the chair. The Legislative chair is an ex-officio non-voting member.
  - e. Prescribing Privileges (RxP)
    - i. Mission: Virginia's Clinical Psychologists Gain Prescriptive Authority. They practice as a licensed Prescribing or Medical Psychologists, a Clinical Psychologist practice specialty.
    - ii. Members: The RxP committee is comprised of a chair appointed for a one-year term by the VACP President. The committee chair must be a Clinical Psychologist who has earned a master's degree in clinical psychopharmacology and passed the PEP. The Legislative and Professional Issues and Ethics Chairs are ex-officio members.
3. Executive Standing Committees
- a. Budget and Finance
    - i. Mission: Ensure that the Academy remains financially responsible, compliant and viable.
    - ii. Members: The Budget and Finance committee is composed of the Treasurer, who is the chair, the Executive Committee, other members selected by the chair and a Regional Academy Treasurer selected to serve by the other Treasures. The Executive Director serves as an ex-officio non-voting member.
  - b. Bylaws and Policy Review
    - i. Mission: Ensure that the BOD of the Virginia Academy of Clinical Psychologists is operating in compliance with its' bylaws and policy document. Furthermore the committee evaluates the accountability and efficiency with which the BOD functions.
    - ii. Membership: The Bylaws and Policy Review Committee is comprised of a chair, appointed for a one-year term by the VACP President with approval from the BOD, the immediate Past President, the President-Elect and two other members selected by the chair. The executive Director and the President are ex-officio, non-voting members.
  - c. Nomination, Election and Awards
    - i. Mission: Establish procedures for the nomination and election of members to become officers of the Board of Directors of the Virginia Academy of Clinical Psychologists. Recognize deserving members who have made outstanding contributions to the VACP and the field of psychology
    - ii. Members: The nomination, election and awards committee shall consist of the immediate Past President, as chair, the preceding past president if still an active member and willing to serve. The President and Executive Director are non-voting ex officio members.
    - iii. Award Categories

- 1) Early Career Contributions to Psychology: Awarded to a psychologist, early in their career, who has made outstanding contributions to VACP and/or the profession of psychology. To qualify the candidate should have received their doctoral degree in the past 10 years.
- 2) Outstanding Contributions to VACP: Awarded to an individual who has made significant contributions to the VACP. The meritorious performance may be in a wide variety of areas such as legislative advocacy, outstanding CEU contributions, etc. They may be over the course of a year or longer.
- 3) Psychologist of the Year: Presented to a psychologist who has made significant contributions to the profession of psychology in the immediate past year. Since this award is presented at the Spring Conference, the period of consideration for the award is January 1 through December 31 of the year preceding the Spring Conference. The contribution may be to VACP or psychology in general at the local, state or national level.
- 4) Lifetime Achievement Award: Awarded to an individual who has made extremely significant contributions to VACP and the profession of psychology during their career. At a minimum they should have served as a psychologist and made contributions for at least 20 years to be considered for this award.

d. Personnel

- 1) The VACP Personnel Committee (President, President-Elect & immed Past President), RxP Committee chair, the Legislative Committee chair and (ex officio) the Executive Director, are responsible for identifying, interviewing, and recommending to the VACP BOD their choice for a paid lobbyist.

B. Each Committee shall consist of a chairperson appointed by the President and approved by the BOD. Standing Committee members shall be appointed by and approved by the Committee Chair. Committee Chairs shall serve at the pleasure of the President and with acknowledgment of the BOD.

C. The name of Standing Committees may be changed by a majority vote of the BOD providing the intended purpose of the Standing Committee remains.

## **ARTICLE VII—AD HOC COMMITTEES**

A. The President shall appoint Ad Hoc Committees with the approval of the BOD, as needed. The membership shall be advised of the appointment of any Ad Hoc Committee and the purpose of such.

## **ARTICLE VIII – NOMINATIONS AND ELECTIONS**

A. The Nominations and Bylaws Committee shall be composed of the outgoing President, and two members appointed by the President. This committee is charged with soliciting recommendations 60 days before the Fall meeting, and presenting a slate of candidates at the Fall meeting. Every five years or earlier if requested by the BOD, the Nominations and Bylaws Committee shall review or revise the VACP bylaws

B. Elections shall be held in the most efficient and secure manner possible as determined by the BOD, with the polls closing no later than 30 days before the date of the spring meeting.



## **ARTICLE XI - MEETINGS**

A. VACP shall hold regular semi-annual meetings. The dates of such meetings are determined by the BOD and publicized to the membership at least 60 days in advance.

B. Quorums:

1. For general membership meetings, a quorum shall be those members present at the business session of any duly announced meeting.
2. For BOD meetings, a majority of the voting members of the BOD shall constitute a quorum, provided the BOD members have been duly notified of the meeting in advance.
3. Actions of the BOD by any means other than a physical meeting shall require a favorable response from a majority of the voting members of the BOD.

## **Article X - REGIONAL ACADEMIES**

A. The Board of Directors may sanction the affiliation of Regional Academies full legal extension of VACP's incorporated structure provided that the following conditions are met on a continuing basis.

1. A Regional Academy must have the same membership criteria as specified above in Article IV;
2. At the time of initial affiliation, the membership of a Regional Academy must consist of at least 4% of the VACP active membership, 41% of whom must be members of VACP. After the second year of affiliation, 100% of the Regional Academy's members must be members of VACP;
3. After affiliation, all new members of a Regional Academy must also join VACP;
4. A Regional Academy must have and follow Bylaws which are consistent with VACP Bylaws;
5. A Regional Academy must have clearly designated officers which include a President and President-Elect or Vice-President; and
6. A Regional Academy shall operate as, accept and understand they are a separate entity from VACP and that it is their responsibility as a separate entity or corporation to comply with all applicable laws and regulations applicable to their type of entity, and additionally indemnifies and holds harmless VACP from any actions brought against the Regional Academy or its officers, agents or representatives.

B. Regional Academies may enjoy the following privileges of VACP and any additional privileges as designated by majority vote of the Board of Directors:

1. Present recommendations to the Nominations and Elections Committee as endorsed by a Regional Academy;
2. Identify itself as an affiliated Regional Academy of VACP; and
3. Share all the prerequisites and prerogatives of VACP membership and all of VACP sanctioned activities and subgroups.

## **ARTICLE XI - BYLAWS**

VACP shall adopt such Bylaws as are necessary to the proper governing of VACP. The Bylaws may be

adopted or amended by a majority vote of members, except Special Class members who do not hold a Virginia license to practice clinical psychology, in a ballot format authorized by the BOD.

## **ARTICLE XII - CONDUCT OF BUSINESS**

Where not specified in these Bylaws, all business is to be conducted in accordance with Robert's Rules of Order, Revised.

## **ARTICLE XIII - INCORPORATION**

The Virginia Academy of Clinical Psychologist, Ltd. shall be incorporated in the Commonwealth of Virginia. The Executive Director and if none then the Treasurer of the Virginia Academy of Clinical Psychologists, Ltd. shall serve as the Registered Agent.

## **ARTICLE XIV-INDEMNIFICATION**

VACP shall indemnify any member who becomes a party to a suit or threatened suit by reason of the fact that the member was acting in an elected or appointed role on behalf of VACP, except to the extent that such member is found by independent counsel to be liable for gross negligence or willful misconduct. VACP shall have the right to intervene in and jointly defend any actions against members, even if not named as a party in the suit, providing such is approved by at least a 2/3 majority of voting members of the Board and within 14 days of such action, the membership is so advised. The foregoing indemnification shall be in addition to any other rights or benefits of the member and the opinion of the independent counsel shall not preclude the member's right to adjudication on the issues of gross negligence or willful misconduct.

## **ARTICLE-XV-DISSOLUTION**

In the event of dissolution of the corporation, in any manner or for any cause, any assets remaining following satisfaction of the corporation's debts and obligations shall be conveyed or distributed to a nonprofit organization, or organization similar in purpose to the corporation and satisfying the requirements of Section 501(c)(6) of the Internal Revenue Code, said organizations to be designated by the BOD, and no part of the aforesaid assets shall be distributed or inure to the benefit of any private individual or individuals.