

**AMENDED AND RESTATED BYLAWS OF**  
**THE AMERICAN BOARD FOR ACCREDITATION IN PSYCHOANALYSIS**  
**INCORPORATED**

A New York Nonprofit Corporation

**ARTICLE I**  
**NAME AND PURPOSES**

Section 1. Name. The name of the corporation is The American Board for Accreditation in Psychoanalysis Incorporated (the “Corporation”).

Section 2. Purpose. The Corporation is organized and shall be operated exclusively for the purposes stated in its Certificate of Incorporation (the “Certificate of Incorporation”).

**ARTICLE II**  
**OFFICES**

The principal office of the Corporation shall be in the State of New York. The Corporation may also have offices at such other places within and without the State of New York as the Board of Trustees of the Corporation (the “Board”) may from time to time determine or the business of the Corporation may require.

**ARTICLE III**  
**MEMBERS**

The Corporation shall have no members.

**ARTICLE IV**  
**BOARD OF TRUSTEES**

Section 1. Powers and Duties. The Board shall have general power to control and manage the affairs and property of the Corporation, subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and these Amended and Restated Bylaws (the “Bylaws”). Without limiting the powers of the Board, the Board shall have the exclusive right to hire and fire employees and contractors of the Corporation, at the Board’s sole discretion and the Board shall have the

power to remove any Officer (as defined below) at any time in its sole discretion.

Section 2. Number. The number of trustees serving on the Board (the “Trustees” and each a “Trustee”) constituting the entire Board shall be not less than three (3) and not more than twenty-three (23); provided, however, that should the number of Trustees ever fall below three (3) due to the death, resignation, removal or incapacity of any Trustee, the remaining Trustees then duly elected shall be empowered to elect in accordance with these bylaws any number of Trustees necessary such that the Board shall have no fewer than three (3) Trustees. The Board may from time to time set the number of Trustees which shall constitute the entire Board; provided, however, that should the Board fail to set such number, the “entire Board” shall be comprised of all Trustees then duly elected and serving. Subject to this range, the number of Trustees may be increased or decreased from time to time by resolution of the Board. The number of Trustees at any time shall be that number most recently fixed by the Board.

Section 3. Election and Term of Office. The Board shall be comprised of three (3) staggered classes, each class to be comprised of one-third of the elected Trustees or the whole number closest to one-third of the elected Trustees. Each Trustee shall be elected by the Board in accordance with the provisions of this Section 3. Each Trustee shall hold office for a term of three years<sup>1</sup>; provided that any Trustee elected to fill a vacancy as described in Section 7 of this Article shall hold office in accordance with the provisions of Section 7. Trustees may be elected for up to two consecutive terms and may be re-elected to the Board after serving two consecutive terms if at least one year has passed from the expiration of the second term to the start of the re-election term. A Trustee may be appointed by the Board as an Officer. To become a Trustee, a person shall be nominated by the Nominating Committee (as defined herein) and elected by the Board. The Board shall hold annual elections to elect Trustees in place of those Trustees whose term is expiring that year in the Board’s annual meeting each spring. In addition to Trustees elected in the manner prescribed by this Section 3, the following persons shall serve by virtue of their

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<sup>1</sup> For purposes of the terms of service of Trustees elected in accordance with the provisions of Section 3, a “year” shall begin on July 1 and end on June 30 of the following calendar year.

offices (such Trustees, the “Ex-Officio Trustees” and each an “Ex-Officio Trustee”):

The Executive Director of the Corporation, who shall be a non-voting Ex-Officio Trustee;

The Chairperson of the COA (as defined below), who shall be a non-voting Ex-Officio Trustee;

The Chairperson-Elect of the Board or Chairperson Emeritus of the Board, as may be applicable in any given year, who shall be a non-voting Ex-Officio Trustee;

The Treasurer of the Corporation, who shall be a voting Ex-Officio Trustee;

The Secretary of the Corporation, who shall be a voting Ex-Officio Trustee; and

The Chairperson of the API (as defined below), who shall be a voting Ex-Officio Trustee.

Ex-Officio Trustees shall serve a term concurrent with their terms of office.

Section 4. Qualification for Trustees. Each Trustee shall be at least 18 years of age. The Nominating Committee may set such additional qualifications for Trustees as the Nominating Committee may deem appropriate in order to best reflect the mission of the Corporation and the best interests of the psychoanalytic institutions accredited by the Corporation.

Section 5. Disclosure of Conflicts. Each Trustee shall, prior to being seated as Trustee for the first time and annually thereafter for so long as such Trustee continues to serve in office, complete and submit to the Secretary a form disclosing such Trustee’s conflicts of interest, if any.

Section 6. Removal. Any Trustee may be removed at any time for cause by an affirmative vote of two-thirds of all Trustees then in office at a regular meeting or a special meeting of the Board called for that purpose; provided that regardless of the type of meeting at least one week’s notice of the proposed removal shall have been given to all Trustees then in office.

Section 7. Resignation. Any Trustee may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the Corporation. The acceptance of a resignation by the Board shall not be necessary to make it effective. No resignation shall discharge any accrued obligation or duty of a Trustee.

Section 8. Vacancies and Newly Created Trusteeships. Any newly created Trusteeships and any vacancies on the Board arising at any time and from any cause may be filled at any meeting of the Board. Any Trustee elected upon the death, resignation or removal of another Trustee shall hold office for the unexpired term of his or her predecessor. In all other vacancies, the newly elected Trustee shall hold office until the next meeting where Trustees are elected. A vacancy in the Board of Trustees shall be deemed to exist upon any of the following events:

- (a) The death, resignation or removal of any Trustee;
- (b) An increase in the authorized number of Trustees by resolution of the Board; or
- (c) The failure of the Trustees to elect the full authorized number of Trustees.

Section 9. Chairperson. The chairperson of the Board (the “Chairperson”) shall preside at and supervise and administer all meetings of the Board. In general, the Chairperson shall perform all duties incident to the office of chairperson and such other duties as may be assigned by the Board. No employee of the Corporation shall serve as the Chairperson or hold any other title with similar responsibilities.

Section 10. Chairperson-Elect and Chairperson Emeritus. The Chairperson-Elect shall serve in such capacity for one year after his or her election and shall then assume the office of Chairperson. The Chairperson, upon termination of his or her term as Chairperson, shall continue to serve the Corporation as Chairperson Emeritus. The Corporation shall at all times have a Chairperson, and in any given year, the Corporation shall have either a Chairperson-Elect or a Chairperson Emeritus. In the absence or disability of the Chairperson or when so directed by the Chairperson, the Chairperson-Elect or the Chairperson Emeritus, as the case may be in any given year, may perform all the

duties of the Chairperson, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairperson. The Chairperson-Elect or the Chairperson Emeritus, as the case may be in any given year, shall perform such other duties as may be assigned by the Board or the Chairperson. The Chairperson of the Corporation may not serve a concurrent term of office as Secretary of the Corporation.

Section 11. Meetings. Meetings of the Board may be held at any place within or without the State of New York as the Board may from time to time fix. The annual meeting of the Board shall be held at a time and place fixed by the Board. Other regular meetings of the Board may be held at such times and places as the Board shall fix. Special meetings of the Board shall be held whenever called by the Executive Director and Chairperson or upon the written request of any five Trustees elected in accordance with the provisions of Section 3 of Article IV.

Section 12. Notice of Meetings. Annual and regular meetings may be held without notice if the time and place of such meetings have been previously fixed by the Board. For any meeting for which the Board has not previously fixed the time and place, notice shall be either: (i) mailed to each Trustee, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated to the Secretary in writing) at least three days before the day on which the meeting is to be held); or (ii) sent via facsimile transmission, e-mail or other electronic communication to such person's facsimile number or address for e-mail or other electronic communications supplied by such Trustee to the Corporation for the purpose of notice. Notice of a meeting need not be given to any Trustee who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting the lack of notice before or upon arrival at the meeting. No notice need be given of any adjourned meeting.

Section 13. Quorum and Voting. Unless a greater proportion is required by law or these bylaws, a majority of the Trustees elected in accordance with the provisions of Section 3 of Article IV who shall then be in office shall constitute a quorum for the transaction of business. Except as otherwise provided by law or these Bylaws, at any

meeting of the Board at which a quorum is present, the affirmative vote of a majority of the Trustees elected in accordance with the provisions of Section 3 of Article IV who shall then be in office and present at the time of the vote shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Trustees present may adjourn the meeting until a quorum is obtained.

Section 14. Written Action and Participation by Telephone. Any action required or permitted to be taken by the Board or any Committee thereof may be taken without a meeting if all members of the Board or the Committee consent in writing to the adoption of a resolution authorizing the action. An electronic communication sent by a Trustee and bearing his or her name qualifies as a writing. The resolution and the written consents thereto by the members of the Board or Committee shall be filed with the minutes of the proceedings of the Board or Committee. Any one or more members of the Board or any Committee thereof may participate in a meeting of the Board or Committee via a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 15. Compensation. No compensation shall be paid to any Trustee for the performance of the duties of a Trustee, but a Trustee may be reimbursed for reasonable expenses incurred in the performance of such duties. Subject to the Corporation's policy on conflicts of interest, this shall not in any way limit payment of compensation for services provided to the Corporation by a Trustee in any other capacity, or by any organization with which a Trustee is affiliated, provided that the Trustee has fully complied with the Corporation's conflict of interest policy and the arrangement has been approved in accordance with such policy.

Section 16. Limitation on Liability. Except as otherwise required by applicable provisions of law, a Trustee shall not be personally liable for monetary damages for any action taken, or any failure to take any action, in his or her capacity as a Trustee unless (i) the Trustee has breached or failed to perform the duties of his or her office under the Article 7 of the New York Not-for-Profit Corporation Law, or any successor law and (ii)

the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section shall not apply to (i) the responsibility or liability of a Trustee pursuant to any criminal statute or (ii) the liability of a Trustee for the payment of taxes pursuant to local, state or federal law. Any repeal or modification of this Section shall be prospective only, and shall not affect, to the detriment of any Trustee, any limitation on the personal liability of a Trustee of the Corporation existing at the time of such repeal or modification.

**ARTICLE V**  
**OFFICERS, EMPLOYEES AND AGENTS**

Section 1. Number and Qualifications. The officers of the Corporation (the “Officers” and each an “Officer”) shall include an Executive Director, the Chairperson, the Chairperson of the Committee of Accreditation, the Chairperson-Elect or Chairperson Emeritus, as may be the case in any given year, a Secretary and a Treasurer. The Officers may include a Vice Chairperson and one or more Assistant Secretaries, Assistant Treasurers and such other officers as the Board may from time to time elect. One person may hold more than one office in the Corporation except that no one person may hold the offices of both Executive Director and/or Chairperson and/or Secretary. Other than as described in Section 3 of Article IV, Officers may, but need not, be members of the Board.

Section 2. Election and Term of Office. Unless otherwise provided in the resolution of the Board, each Officer of the Corporation shall be elected for a three-year term at the annual meeting of the Board, and each shall continue in office until a successor shall have been elected and qualified, or until his or her death, resignation or removal. Officers shall be eligible for reelection for additional terms without a limit on the number of terms an Officer may serve.

Section 3. Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee

or agent any powers possessed by the Board of Trustees and may prescribe their respective title, terms of office, authority and duties.

Section 4. Removal. All Officers serve at the pleasure of the Board and the Board may remove any Officer at any time with or without cause.

Section 5. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board.

Section 6. Chairperson and Chairperson-Elect/Chairperson Emeritus: Powers and Duties. The powers and duties of the Chairperson and Chairperson-Elect or Chairperson Emeritus, as may be the case in any given year, shall be as set forth in Section 8 and 9 of Article IV.

Section 7. Executive Director: Powers and Duties. The Executive Director shall have general supervision of the affairs of the Corporation and shall keep the Board fully informed about the activities of the Corporation. He or she has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The Executive Director shall perform all the duties usually incident to the office of the Executive Director, and shall perform such other duties as from time to time may be assigned by the Board.

Section 8. Secretary: Powers and Duties. The Secretary shall keep the minutes of all meetings of the Board. He or she shall be responsible for giving and serving all notices of the Corporation and shall perform all the duties customarily incident to the office of Secretary, subject to the control of the Board. The Secretary shall also perform such other duties as shall from time to time be assigned by the Board or as set forth in any policy of the Corporation.

Section 9. Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. The Treasurer will present financial



reports to the Board in the manner as determined by the Board to be appropriate for the Corporation.

**ARTICLE VI**  
**COMMITTEES**

Section 1. Committees. The Board, by resolutions adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees set forth in Section 4 of this Article VI (“Committees”), each consisting of three or more Trustees (one of whom shall be designated as chairperson of such Committee), and each of which shall have the authority of the Board. No such Committee shall have authority as to the following matters:

- (a) the filling of vacancies on the Board or any Committee;
- (b) the amendment or repeal of the Bylaws or the adoption of new bylaws;
- (c) the amendment or repeal of any resolution of the Board which by its terms is not be so amendable or repealable; and
- (d) any other action prohibited by statute.

Section 2. Procedures. The Board may at any time change the members of any Committee or discharge any Committee. Unless otherwise provided in the resolution of the Board designating a Committee, a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. Each Committee may establish its own rules of proceedings; provided that the rules of proceedings of the Board shall apply to the proceedings of Committees unless contrary rules are otherwise adopted by a majority of the Committee members or are otherwise directed by the Board.

Section 3. Term. Unless a different term is determined by resolution of the Board, Committee members shall serve for a term of three years and until successors are elected and have qualified, unless sooner removed or unless such Committee is sooner disbanded by the Board. If any vacancy shall occur in a Committee for any reason, including an increase in the number of members thereof, the vacancy may be filled by action of the Board.

Section 4. Committees of the Board. The Committees listed below shall be Committees of the Board:

- (a) Executive Committee. The Executive Committee shall be comprised of at least three voting Trustees, of whom three shall at all times be the Chairperson, the Secretary, and the Chairperson of the API, and shall have all powers necessary and appropriate to carry out the daily activities of the Corporation.
- (b) Nominating Committee. The Nominating Committee shall be comprised of at least three voting Trustees and shall nominate for election as Trustees persons of suitable age and other qualification as the Nominating Committee may deem fit and appropriate or as the Board may designate in a charter of the Nominating Committee. In making its determination as to nominations for election to the Board, the Nominating Committee shall receive the advice of the API (as defined below), which, for the avoidance of doubt, shall be an advisory committee of the Corporation and shall not have the power to bind the Board or the Corporation.

Section 5. Advisory Committees. Committees of the Corporation (“Advisory Committees”) may be appointed directly by the Board or by the Executive Director with the approval of the Board. Each Advisory Committee shall have only the powers specifically assigned to it by the Board, which powers may, but shall not be required to be, specified in a charter adopted by the Board, but no such committee shall have the authority to bind the Board or the Corporation. The Corporation shall at all times have an Advisory Committee known as the Assembly of Psychoanalytic Institutes (the “API”), whose chairperson (the “Chairperson of the API”) shall at all times be a voting Trustee. The Corporation shall at all times have an Advisory Committee known as the Committee on Accreditation (the “COA”), whose chairperson (the “Chairperson of the COA”) shall at all times be a non-voting Trustee. The Corporation may have additional Advisory Committees as the Board may determine.

Section 6. Meetings, Notices and Quorums. All Committees, other than Advisory Committees, shall generally have the same requirements for:

- (a) notices;
- (b) quorum; and
- (c) action without a meeting and participation by telephone

as those set forth in Article IV with respect to the conduct of business by the Board.

## **ARTICLE VII**

### **FINANCIAL MATTERS**

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year, unless otherwise determined by the Board.

Section 2. Annual Budget. The Board shall adopt an annual budget.

Section 3. Checks, Notes, Contracts and Deposits. The Executive Director, the Chairperson, the Secretary and the Treasurer shall each have the authority to accept gifts on behalf of the Corporation and sign receipts for same. The Board shall select the banks or depositories it deems proper for the funds of the Corporation and shall from time to time determine who shall be authorized on the Corporation's behalf to write checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments. All checks, notes, endorsements or other evidences of indebtedness by the Corporation and any instrument deposited to the credit of the Corporation shall be signed by such authorized person(s). All funds of the Corporation shall be deposited promptly upon receipt of such funds, to the credit of the Corporation in such banks or depositories as selected by the Board. Any such funds shall be withdrawn only upon checks signed in accordance with this Article.

Section 4. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem appropriate.

Section 5. Bonds. The Board may, from time to time, require that certain officers and/or employees of the Corporation, including, without limitation, the Treasurer, Secretary and Executive Director and any person with access to bank accounts, credit cards, and investment accounts post a bond for such amount as the Board may determine, at the expense of the Corporation.

## **ARTICLE VIII**

### **GENERAL PROVISIONS**

Section 1. Offices. The Corporation may have such offices at such places as the Board may from time to time determine.

Section 2. Books. There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws and all minutes of meetings of the Board.

Section 3. Dissolution. If the Corporation should be dissolved at any time in the future, the disposal of any assets shall be determined by the Board of Trustees in accordance with the provisions of the Certificate of Incorporation.

## **ARTICLE IX**

### **INDEMNIFICATION AND INSURANCE**

Section 1. Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that such person, is or was a Trustee, Officer, employee or agent of the Corporation (each an “Eligible Person”), against expenses (including reasonable attorney’s fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation.

Section 2. Advance of Expenses. Expenses incurred by a Trustee or Officer in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Trustee or Officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

Section 3. Procedure for Determining Permissibility. To determine whether any indemnification or advancement of expenses under this Article is permissible, the Board by a majority vote of a quorum consisting of Trustees not parties to such action, suit or proceeding may, and on request of any person seeking indemnification or advance of expenses shall, determine in each case whether the applicable standards in any applicable statute have been met or such determination shall be made by independent legal counsel if such quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested Trustees so directs. The reasonable expenses of any Trustee or Officer in prosecuting a successful claim for indemnification, and the fees and expenses of any special legal counsel engaged to determine permissibility of indemnification or advance of expenses, shall be borne by the Corporation.

Section 4. Contractual Obligation. The obligations of the Corporation to indemnify a Trustee or Officer under this Article, including the duty to advance expenses, shall be considered a contract between the Corporation and such Trustee or Officer, and no modification or repeal of any provisions of this Article shall effect, to the detriment of the Trustee or Officer, such obligations of the Corporation in connection with a claim based on any or failure to act before such modification or repeal.

Section 5. Indemnification Not Exclusive; Inuring of Benefit. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other right to which one indemnified may be entitled under any agreement, vote of Trustees or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of any such person.

Section 6. Insurance, Security and Other Indemnification. The Board shall have the power to (i) authorize the Corporation to purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and others to the extent that power to do so has not been prohibited by applicable law, (ii) create any fund of any nature, whether or not under the control of a trustee, or otherwise secure any of its indemnification obligations and (iii) give other indemnification to the extent not prohibited by statute.

**ARTICLE X**  
**AMENDMENTS**

These Bylaws may be amended, altered, repealed or modified or new bylaws may be adopted by the Board at any duly convened meeting of the Board, provided that notice of the proposed amendment has been given to the entire Board, including a copy of the proposed amendment or a summary of the changes proposed to be made.

**ARTICLE XI**  
**CONFLICTS OF INTEREST AND OTHER GOVERNANCE POLICIES**

The Board shall adopt a conflicts of interest policy and such other policies as it deems desirable and as required by any applicable state and federal laws governing nonprofit and charitable organizations.

**ARTICLE XII**  
**NON-DISCRIMINATION**

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference or mental or physical handicap.