



## AMERICAN BOARD OF SCHOOL PSYCHOLOGY

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### **BYLAWS OF AMERICAN BOARD OF SCHOOL PSYCHOLOGY A MISSOURI GENERAL NOT-FOR-PROFIT CORPORATION** (Revised & Approved (08/05/2002))

#### ARTICLE I

##### Purposes and Restrictions

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

#### ARTICLE II

##### Offices

The principal office of the Corporation in the State of Missouri shall be located in Jefferson City. The Corporation may have such other offices within or without Jefferson City as may be required.

The registered office of the Corporation required under the laws of the State of Missouri to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time in conformity with the laws of the State of Missouri.

#### ARTICLE III

##### Membership and Dues

The Corporation shall not have members.

## ARTICLE IV

### Board of Directors

- A. Powers. The corporate powers of the Corporation shall be vested in a self-perpetuating Board of Directors consisting of six (6) persons, who shall supervise, control, direct and manage the property, affairs and activities of the Corporation. The Board of Directors shall have all powers consistent with state law. The number of directors may be changed at any annual or special meeting of the Board of Directors by a majority vote of the Board.
- B. Term and Election of Directors. Each director shall serve a term of three (3) years or until his/her successor has been elected and qualified. Elections will be held at the annual meeting of the Board of Directors. The term of office shall commence on January 1st of the following year. Vacancies occurring on the Board of Directors, including vacancies due to an increase in the number of directors, may be filled by a majority vote of the directors then in office. No director may serve more than 2 consecutive terms. The Board has been constituted such that two members will be replaced each year.

At least forty-five days prior to the annual meeting, the Board of Directors (BOD) will identify a slate for each vacancy from which the Fellows of the Academy of School Psychology (ABSP) will elect the Director. The ABSP will be responsible for the election process which will be monitored by a BOD member appointed by the BOD.

- C. Qualifications. To serve as a director, a person must hold a Diploma granted by the American Board of Professional Psychology, Inc. which corresponds to the specialty area of the Corporation, be a diplomate in good standing with the American Board of Professional Psychology, Inc. and Fellow in good standing of the Academy of School Psychology. Nominees should have training and experience as an examiner.
- D. Annual Meetings. The Board of Directors shall hold an annual meeting in the month of August for the purpose of electing officers and directors and transacting such other business as may come before the meeting.
- E. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors.
- F. Meeting Location. All meetings of the Board, regular or special, shall be held at the principal office of the Corporation, or at such time and place within or without the State of Missouri as shall be designated by the President or, if not designated by the President, then as determined by the Board of Directors.

- G. Notice. Notice of any annual or special meeting shall be given at least five (5) days prior thereto by written notice delivered personally or mailed to each Director at such Director's business or home address, or by facsimile. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail in a sealed envelope to addressed, with postage thereon prepaid. If notice be given by facsimile, such notice shall be deemed to be delivered when the facsimile transmission is sent. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting except as required by these bylaws.
- H. Quorum. A majority of the incumbent members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- I. Presence at Meetings. Members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.
- J. Action by Consent. Any action which is required to be or may be taken at a meeting of the directors, or of any committee of the directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the Board or of the committee as the case may be. The consent shall have the same force and effect as a unanimous vote at a meeting duly held, and may be stated as such in any certificate or document. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.
- K. Manner of Acting. The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present shall be the act of the Board of Directors unless a greater number is required under any applicable laws of the State of Missouri.
- L. Committees. The Board of Directors may by resolution adopted by a majority of the directors in office establish one or more committees, each of which shall consist of one or more directors, under such terms and with such powers as shall be specified in such resolution. Each committee chair is responsible for filing minutes of its committee meetings with the Board Secretary.
- M. Salary. The Directors shall receive no salary for serving as members of the Board of Directors. Directors may be reimbursed for expenses incurred in the performance of their duties.

## ARTICLE V

### Directors & Officers

- A. Board of Directors. The Board of Directors shall include a Director of Board Examinations, two Directors of Regional Examinations, a Director of Examiner Training & a Director for Mentoring and AASP Liaison. Directors are elected to the Board by Diplomates of the Academy in good standing.

Director of Board Examinations. A Director of Board Examinations oversees and maintains the credibility and viability of examinations, and, coordinates the work of all other Directors.

Regional Directors. Two (or more) Directors of Regional Examinations will assume responsibilities for preparing and examining candidates by:

1. assigning mentors to each candidate,
2. maintaining candidate files and answering candidate's questions,
3. identifying and assigning examination teams who will both review practice samples and serve as oral examiners,
4. monitoring candidates progress through preparation and completion of Practice Samples,
5. scheduling and conducting oral examinations, and,
6. reporting completion or failure of each step to the Director of Board Examinations.

Director of Examiner Training. The Director of Examiner Training will develop, coordinate, implement and evaluate training activities for Board examiners.

Director for Mentoring and AASP Liaison. The Director for Mentoring will coordinate the identification, assignment and monitoring of mentors assigned to each candidate, and maintain liaison with AASP on the recruitment of candidates and mentors.

- B. Officers. The officers of the Corporation shall be a President, a Vice President & Secretary, and, a Vice President & Treasurer. All officers shall be elected at the annual meeting of the Board by a majority of those directors present including newly-elected directors, and said officers shall hold office at the pleasure of the Board for a term of one (1) year or until their successors shall have been elected and qualified. Where a vacancy occurs in an office, it shall be filled by the Board for the un-expired term. No person may hold more than one office, and the same person may not serve as President of the Academy (AASP) and President of the Board (ABSP) at the same time.

President. The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors, shall have the power to transact all of the usual, necessary and regular business of the Corporation as may be required and, with such prior authorization of the Board as may be required by these

Bylaws, to execute such contracts, deeds, bonds and other evidence of indebtedness, leases and other documents as shall be required by the Corporation; and, in general, the President shall perform all such other duties incident to the office of president and chief executive officer and such other duties as may from time to time be prescribed by the Board of Directors. In the absence of the President either Vice President shall act as chief executive officer and, when so acting, shall have all the power and authority of the President. Further, the Vice Presidents shall have such other and further duties as may from time to time be assigned by the Board of Directors.

Vice President & Secretary. The Vice President & Secretary shall record and preserve the minutes of the meetings of the Board of Directors and all committees of the Board, shall cause notices of all meetings of the Board of Directors and committees to be given, and shall perform all other duties incident to the office of Secretary or as from time to time directed by the Board of Directors or by the President.

Vice President & Treasurer. The Vice President & Treasurer shall have charge and custody of, and be responsible for, all funds of the Corporation, shall deposit such funds in such bank or banks as the Board of Directors may from time to time determine, and shall make reports to the Board of Directors as requested by the Board. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the Corporation, that reports of such transactions are presented promptly to the Board of Directors, that all expenditures are presented promptly to the Board of Directors, that all expenditures are made to the best possible advantage, and that all accounts payable are presented promptly for payment. The Treasurer shall further perform such other duties incident to the office and as the Board of Directors or the President may from time to time determine.

- C. Removal and Resignation. Any officer may be removed, with or without cause, by the vote of a majority of the entire Board of Directors at any meeting of the Board. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Any such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.
- D. Salary. The officers of the corporation will receive no salary for serving as an officer. No officer shall be prevented, however, from receiving a salary as an employee of the corporation. Officers may be reimbursed for expenses incurred in the performance of their duties.
- E. ABPP Trustee. A slate of two or more nominees will be provided by the ABSP Board of Directors to the BOT who will elect the Trustee at the BOT Annual Meeting. No officer of the Academy may serve as Trustee. The Trustee's Term begins January 1 following election and conditions of service are specified by BOT. If unable to attend a BOT Meeting, the ABSP President may appoint a substitute without vote.

## ARTICLE VI

### General Provisions

- A. Contracts, etc., How Executed. Except as otherwise provided or restricted in these Bylaws, the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and, unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount unless in the ordinary course of business.
- B. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Under no circumstances will a loan be made by the Corporation to its directors or officers.
- C. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation with such banks, bankers, trust companies or other depositories as the Board of Directors may select or as may be selected by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors.
- D. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, acceptances or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors in accordance with the provisions of these Bylaws.
- E. General and Special Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as the Board of Directors may select and may make such rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as they may deem expedient.

## ARTICLE VII

### Affiliation with the American Board of Professional Psychology

- A. Basic Requirements. The Corporation will comply with the basic requirements for recognition, acceptance, and continued affiliation with American Board of Professional Psychology, Inc. as established by the Board of Trustees of the American Board of Professional Psychology, Inc.

- B. Functions. The function of the Corporation as it relates to the American Board of Professional Psychology, Inc. shall be:
1. To recruit candidates for the American Board of Professional Psychology, Inc. in the Corporation's specialty area;
  2. To recommend to the Board of Trustees of the American Board of Professional Psychology, Inc. policies or changes in policies and procedures with regard to the Corporation's specialty area;
  3. To develop, maintain and implement examination procedures for those who apply for a Diploma issued by the American Board of Professional Psychology, Inc. in the Corporation's specialty area, and to submit such periodically for review, recommendation and formal approval of the American Board of Professional Psychology, Inc.

## ARTICLE VIII

### Corporate Seal

The Board of Directors may elect to adopt a corporate seal, which (if one is adopted) shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal" and "Missouri".

## ARTICLE IX

### Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January in each year and end on the last day of December in each year.

## ARTICLE X

### Director Indemnification and Additional Insurance

- A. Indemnification. Each person who is or was a director, officer, employee or agent of the Corporation, including the heirs, executors, administrators, or estate of such person, shall be indemnified by the Corporation against any expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding arising in connection with such person's conduct in his or her capacity, or in connection with his or her status, as a director, officer, employee or agent of the Corporation.
- B. Limitations. To avail themselves of the above indemnity a director or officer must have acted in good faith and in a manner reasonably believed to be in, or not opposed to, the

best interest of the Corporation. In criminal actions the director will not be indemnified, if he or she had reasonable cause to believe his or her conduct was unlawful. A determination as to whether such indemnification is proper under the specific facts will be made by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the action, suit or proceeding, or if such quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent counsel in a written opinion unless such indemnification is made mandatory by the laws of the State of Missouri.

- C. Additional Indemnity. By vote of the Board of Directors, the Corporation may provide further indemnity. However, no such additional indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or the result of willful misconduct.
- D. Additional Insurance. By vote of the Board of Directors, the Corporation may purchase and maintain insurance on behalf of a director or officer against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.
- E. Not Exclusive. The indemnification provided by this Article shall not be exclusive of any other rights to which he may be entitled under any other bylaws or agreement, vote of disinterested directors, or otherwise, and shall not limit in any way any right that the Corporation may have to make different or further indemnification with respect to the same or different person or classes of persons.

## ARTICLE XI

### Amendments

These bylaws may be altered, amended or repealed and new bylaws may be adopted at any general or special meeting of the Board of Directors of the corporation by a majority vote of the Directors present at such meeting, but if such alteration, amendment or repeal be at a special meeting, notice of such meeting shall state that the purpose or one of the purposes of such meeting will be to consider and act upon such alteration, amendment or repeal.

## ARTICLE XII

### Subordination

These bylaws are subordinate and subject to all the provisions of the Articles of Incorporation (and amendments thereto) of this Corporation and to the provisions of the Missouri General Not For Profit Corporation Act and furthermore must be consistent with and limited by the provisions of section 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

The undersigned, the duly elected and acting Secretary of the American Board of School Psychology, a Missouri Not for Profit Corporation, hereby certifies that the aforesaid bylaws were duly approved and adopted by the Board of Directors of the American Board of School Psychology the 26th day of August, 1994, & have been subsequently modified on: 3/13/96, 9/10/2000, 1/18/2002 and 08/05/2002.

Secretary  
David Utech