

BYLAWS

of the

Accreditation Council for Psychoanalytic Education (ACPEinc)

(formed under the Delaware General Corporation Law)

ARTICLE I

Offices

1.01. *Location.* The principal office of the Corporation shall be located within or without the State of Delaware, at such place as the Board of Trustees shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Trustees designates. The Corporation shall have and maintain within the State of Delaware a registered office at such place as may be designated by the Board of Trustees.

ARTICLE II

Members

2.01. *Designation; Qualifications and Rights.* The Corporation shall have one class of members. The qualifications and rights of members shall be as follows:

2.01.01. *Identity of Members.* Effective from the adoption of these Bylaws, all institutions/programs accredited by the ACPEinc shall be the members of the Corporation. Upon the loss or relinquishment of accreditation by any institution, such institution/program shall cease to be a member of the Corporation.

2.01.02. *Voting.* Each member shall have one vote on each matter submitted to the vote of the members of the Corporation. No member shall be allowed more than one vote on any matter, regardless of the number of accredited programs or locations operated by such member.

2.01.03. *Not Transferable.* Memberships in the Corporation may not be assigned or otherwise transferred.

2.01.04. *Resignation.* Any member will forfeit membership in the Corporation by failing to maintain accreditation by the ACPEinc or voluntarily relinquishing its accreditation.

2.02. *Membership Certificate.* Certificates or letters of accreditation will be issued. Upon lapse or relinquishment of accreditation, the certificate or letter shall be returned to the ACPEinc.

2.03. *Dues and Assessments.* Members shall not be required to pay any dues or assessments as a condition to or incident of membership in the Corporation. This provision shall not be construed to prevent the assessment of application fees, sustaining fees, or any other fees pertinent to the accreditation process or to other programs operated or administered by the ACPEinc.

2.04. *Meetings of the Members.* The only function of the members of the Corporation being the election of the Trustees of the Corporation by ballot, no provisions are made in these Bylaws for annual or other meetings of the members.

ARTICLE III

Board of Trustees

3.01. *Power of Board of Trustees and Qualifications of Trustees.* The business and affairs of the Corporation shall be managed by or under the direction of its Board of Trustees. The Board of Trustees will contain a combination of the following: academic personnel, psychoanalytic educators, psychoanalytic practitioners, psychoanalyst-administrators and public members.

Section 3.02. *Number.* The number constituting the entire Board of Trustees shall be not less than 14 nor more than 15. Of this number, at least twelve shall be psychoanalysts whose education conformed with the Standards of Psychoanalytic Education appended to these By-Laws. The remainder shall be members of the public. The number of trustees may be increased or decreased by amendment of the Bylaws or by action of the Board.

3.03. *Classification and Terms of Trustees.* The Board of Trustees shall be divided into three (3) classes, Class A, Class B, and Class C, and Trustees shall be assigned to a class at the time of their election. The number in each class shall be determined by the Board of Trustees. The term of office of each Trustee shall be three (3) years.

3.04. Trustees shall take office at the annual meeting of the Board of Trustees immediately following their election (see Section 3.05) and each shall continue in office until his or her successor is elected or qualified, unless the Board of Trustees, at the annual meeting, determines that there is to be no such immediate successor, or until his or her earlier death, resignation or removal, except that:

(1) A Trustee elected to fill a vacancy shall be elected for the unexpired term of his or her/her predecessor in office, and until his or her/her successor is elected and qualified.

(2) The term of office of any Trustee shall end with the annual meeting of the Board of Trustees in the last year of his or her term

(3) No Trustee may serve continuously for more than nine years..

(4) The tenure of incumbent members of the Board of Trustees shall not be affected by an increase or decrease in the number.

3.04. *Vacancies and Newly-Created Trusteeships.* Vacancies and newly-created Trusteeships, resulting from any increase in the authorized number may be filled by an affirmative vote of 85% of the Trustees then in office although less than a quorum, or by a sole remaining Trustee. A Trustee elected to fill a vacancy shall hold office until the next annual meeting of the Board or until his or her successor is elected and qualified, as set forth in Sections 3.03.04 and 3.05.

3.05. *Election of Trustees.*

3.05.01. The Board of Trustees shall set a date for the election of Trustees.

3.05.02. No later than two months prior to elections in each year in which Trustees are to be elected, the Board shall establish a Nominating Committee that shall consist of four Trustees appointed by the Board and one external member appointed by the Chair. The external member shall be a representative of the members.

3.05.03. A ballot with the names of the nominees for each position shall be provided to the members no later than one month prior to elections of the year in which an election is to take place. Members shall return the marked ballots to the staff of the Corporation no later than two weeks prior to the elections of that year.

3.05.04. The Secretary shall supervise the election and report the results of the election to the next regular meeting of the Board of Trustees.

3.05. *Removal of Trustees.*

3.05.01. Any one or more of the Trustees may be removed with or without cause at any time by action of 85% of the Trustees, provided the Trustee is given written notice at least two weeks prior to the action that this matter will be considered.

3.05.02. Trustees who are absent from two consecutive meetings of the Board of Trustees without having been excused by the Chairman of the Board, if any, or the President prior to their absences may be removed without further notice by 2/3 vote of the Board.

3.06. *Resignations.* Any Trustee may resign at any time upon written notice to the Secretary of the Corporation. Such resignation shall take effect at the time specified in the written notice, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective.

3.07. *Quorum and Action of the Board.* Unless a greater proportion is required by law or by the Certificate of Incorporation, 2/3 of the entire Board of Trustees shall constitute a quorum for the transaction of business; and, except as otherwise provided by law or by the Certificate of Incorporation or these Bylaws, the vote of a majority of the Trustees present at the meeting at which a quorum is present shall be the act of the Board, except that the vote of 85% of the Trustees then in office shall be required for (a) the adoption or amendment of Standards for Psychoanalytic Education; (b) the amendment of the Certificate of Incorporation, (c) the adoption or amendment of Bylaws, and except for the voting requirements in Section 3.05 for removal of Trustees.

3.08. *Meetings of the Board of Trustees.*

3.08.01. An annual meeting of the Board of Trustees shall be held each for the election and installation of officers and installation of Trustees, and for the transaction of such other business as may properly come before the meeting.

3.08.02. Other meetings of the Board of Trustees shall be held at such times as may be fixed by the Board. Special meetings of the Board of Trustees may be held at any time when called by the Chairman of the Board of Trustees, if any, the Vice-Chairman of the Board of Trustees, if any, the President, if any, or any two Trustees. Such other and special meetings may be held by telephone conference call.

3.08.03. Meetings of the Board of Trustees may be held at such places within or without the State of Delaware as may be fixed by the Board of Trustees for annual and regular meetings and in the notice of meeting for special meetings.

3.08.04. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any one or more members of the Board of Trustees may participate in a meeting of such Board of Trustees which they do not attend by means of conference telephone or similar communications equipment by means of which all persons attending and otherwise participating in the meeting can hear each other. Participation in a meeting by such means shall be deemed the equivalent of presence in person at the meeting.

3.09. *Action of Board Without Meeting.*

3.09.01. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if all members of the Board of Trustees consent

to the action in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Trustees.

3.09.02. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, the Board of Trustees may engage in e-mail or similar un-simultaneous discussions; but any actions developed in the course of these discussions must be voted upon as designated in Sections 3.08 and 3.09.01.

3.10. *Compensation.*

The Corporation shall not pay any compensation to Trustees for services rendered to the Corporation, except that Trustees may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board of Trustees.

ARTICLE IV

Committees

4.01. *General Provisions.* The Board of Trustees may, by resolution passed by a majority of the entire Board, establish and designate the membership of one or more committees, each committee to consist of one or more Trustees of the Corporation. The Board of Trustees may designate one or more Trustees as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another member of the Board of Trustees to act at the meeting in the place of any such absent or disqualified member.

4.02. *Committee Rules.* Unless the Board of Trustees otherwise provides, each committee designated by the Board of Trustees may make, alter and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board of Trustees or in rules adopted by such committee, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of a business. The vote of a majority of the members present at a meeting at the time of such vote, if a quorum is then present, shall be the act of such committee, and each committee shall otherwise conduct its business in the same manner as the Board of Trustees conducts its business under Article II of these Bylaws.

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of such committee may be taken without a meeting if all members of such committee consent in writing to the

adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the committee shall be filed with the minutes of proceedings of such committee.

Any one or more members of such committee may participate in a meeting of the committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

At its discretion a committee may engage in e-mail and similar un-simultaneous discussions; but any action items developed during the course of such discussions must be approved at a regular meeting of the committee. At the request of any two members of a committee such action items may also be presented to the annual or a regular meeting of the Board of Trustees .

4.03. *Service of Committees.* Each committee of the Board of Trustees shall serve at the pleasure of the Board of Trustees. The designation of any such committee and the delegation thereto of authority shall not alone relieve any Trustee of his or her duty under law to the Corporation.

4.04. *Records.* Minutes shall be kept of each meeting of each committee. Copies of the minutes of each such meeting shall be filed with the corporate records and shall be made available to each member of the Board of Trustees

ARTICLE V

Officers, Agents and Employees

5.01. *Officers.* The Board of Trustees shall elect or appoint from among its members a President, a Secretary and a Treasurer, and it may, if it so determines, choose a Chairman of the Board of Trustees, and a Vice-Chairman of the Board of Trustees.

The Board of Trustees may also elect or appoint a President-Elect, one or more Vice-Presidents, Assistant Vice-Presidents, Assistant Secretaries, Assistant Treasurers and other officers and may give any of them such further designation or alternate titles as it considers desirable. Any two or more offices may be held by the same person.

5.02. *Term of Office, Vacancies and Removal.* Each officer shall hold office for the term for which he or she is elected and until his or her successor is elected or appointed and qualified, or until his or her earlier death, resignation or removal. All officers shall be elected or appointed at the annual meeting of the Board of Trustees, except that vacancies resulting from any resignation or removal may be filled by the Board of

Trustees at any time. An officer appointed or elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office or for his or her unexpired term and until his or her successor is elected and qualified. Any officer may be removed by a vote of two-thirds of all the Trustees then in office with or without cause at any time, provided the officer is given written notice at least two weeks prior to the action that this matter will be considered. An officer who is removed from office may complete his or her term as Trustee unless removed in accordance with Section 3.05.

5.03. *Resignation.* Any officer may resign at any time by giving written notice to the Secretary of the Corporation. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Secretary of the Corporation.

5.04. *Powers and Duties of Officers.* Subject to the control of the Board of Trustees, all officers shall have such authority and perform such duties in the management of the corporation as may be provided by the Board of Trustees and, to the extent not so provided, as generally pertain to their respective offices.

5.05. *Agents and Employees.* The Board of Trustees may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board of Trustees. The Board of Trustees may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 5.06. *Compensation of Officers, Agents and Employees.* The Corporation shall not pay any compensation to officers for services rendered to the Corporation, except that officers may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approval by a majority of the entire Board of Trustees.

The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board.

The Board of Trustees may require officers, agents or employees to give security for the faithful performance of their duties.

ARTICLE VI

Miscellaneous

6.01. *Fiscal Year.* The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Trustees.

6.02. *Corporate Seal.* The corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "Delaware" and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Trustees.

6.03. *Checks, Notes, Contracts.* The Board of Trustees shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

6.04. *Books and Records.* The Corporation shall keep at its principal office correct and complete books and records of account, the activities and transactions of the Corporation, minutes of the proceedings of the Board of Trustee and of any committees of the Corporation, and a current list of the trustees and officers of the Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

6.05. *Amendment of Certificate of Incorporation and Bylaws.* The Certificate of Incorporation of the Corporation may be amended in whole or in part by 85% vote of the Trustees then in office pursuant to the procedure outlined in Title 8, Section 242 (b) (3) of the Delaware General Corporation Law. The Bylaws of the Corporation may be adopted, amended or repealed in whole or in part by 85% vote of the Trustees then in office.

6.06. *Indemnification and Insurance.* The Corporation shall or may indemnify any trustee, officer, employee or agent, any former trustee, officer, employee or agent, any person who may have served at its request as a trustee officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses (including attorneys' fees), judgements, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal administrative, or investigative, other than in action by or in the right of the Corporation, to which he may be or is made a party by reason of being or having been such trustee officer, employee or agent if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. However, there shall be no indemnification in respect of any claim, issue or matter as to which he shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances

of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

The Corporation may pay expenses (including attorneys' fees) incurred by an officer or trustee in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such officer or trustee to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation under this Article. Such expenses (including attorneys' fees) incurred by other employees and agents may be paid upon such terms and conditions, if any, as the Board of Trustees deems appropriate.

Any indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the trustee, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in title 8, Section 145 (a) and (b) of the Delaware General Corporation Law. Such determination shall be made (1) by a majority vote of the trustee who are not parties to such action, suit or proceeding, even though less than a quorum, or (2) if there are no such trustees, by independent legal counsel in written opinion.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made by or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after adoption hereof.

The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which such trustee, officer, employee or agent may be entitled under any statute, bylaw, agreement, vote of the disinterested trustees or otherwise, and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The indemnification and advancement of expenses provided by this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a trustee, officer, employee or agent and shall inure to the benefits of the heirs, executors and administrators of such a person.

The Board of Trustees may authorize the purchase of insurance on behalf of any person who is or was a trustee, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by him or her in any such capacity, or which arises out of such person's status as a trustee, officer, employee or agent whether or not the

Corporation would have the power to indemnify such person against that liability under law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Sections 4941 (d) or 4945(d), respectively, of the Code. Moreover, the Corporation shall not indemnify, reimburse or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with Section 4958 of the Code or any other provision of the Code applicable to corporations described in Section 501(c)(3) of the Code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and effectiveness of the remaining parts shall not be affected.

ARTICLE VII

Parliamentary Authority

The rules contained in the current edition of Kay E. Keesey, *Modern Parliamentary Procedure*, Washington, DC: American Psychological Association, shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with the Certificate of Incorporation or these Bylaws and special rules of order the Corporation may adopt.

Adopted by the Board of Trustees 13 November 2003

Amended by the Board of Trustees 20 April 2010