

1 BYLAWS OF THE
2 Accreditation Council for Psychoanalytic Education
3 (formed under the Delaware General Corporation Law)
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7 ARTICLE I
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9 *Offices*

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

16 ARTICLE II
17

18 *Board of Trustees*

19 *Section 2.01 Power of Board of Trustees and Qualifications of Trustees.* The
20 business and affairs of the Corporation shall be managed by or under the direction of its
21 Board of Trustees.

22 *Section 2.02 Number.* The number constituting the entire Board of Trustees shall
23 be not less than 14 nor more than 15. Of this number, at least twelve shall be
24 psychoanalysts whose education conformed with the Standards of Psychoanalytic
25 Education appended to these By-Laws. The remainder shall be members of the public.

1 The number of trustees may be increased or decreased by amendment of the Bylaws or
2 by action of the Board.

3 *Section 2.03 Election and Term of Trustees.*

4 *Section 2.03.a* The initial Board of Trustees shall be comprised of those Trustees
5 named in the Certificate of Incorporation. Thereafter, subject to the provisions of
6 Subsection b of this Section, Trustees shall be elected at an annual meeting of the Board
7 of Trustees by an affirmative vote of 85% of the Trustees then in office, and each shall
8 continue in office until his or her successor is elected or qualified, unless the Board of
9 Trustees, at the annual meeting, determines that there is to be no such immediate successor,
10 or until his or her earlier death, resignation or removal. The tenure of incumbent members of
11 the Board of Trustees shall not be affected by an increase or decrease in the number.

12 *Section 2.03.b* Each Trustee elected by the initial incorporators in accordance with
13 Section 2.03.a shall hold office for a term of two years or until his or her successor has been
14 elected and qualified or until his or her earlier death, resignation or removal.

15 Subsequently, the Board of Trustees shall be divided into three (3) classes, Class
16 A, Class B, and Class C, and Trustees shall be assigned to a class at the time of their
17 election. The number in each class shall be determined by the Board of Trustees, Class A
18 Trustees shall serve for an initial term of one (1) years, Class B Trustees shall serve for
19 an initial term of two (2) years, and Class C Trustees shall serve for an initial term of
20 three (3) years. Subsequently all Trustees shall serve for a term of three (3) years, except
21 that:

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

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

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

7 *Section 2.04 Vacancies and Newly-Created Trusteeships.* Vacancies and newly-
8 created Trusteeships, resulting from any increase in the authorized number may be filled
9 by an affirmative vote of 85% of the Trustees then in office although less than a quorum,
10 or by a sole remaining Trustee. A Trustee elected to fill a vacancy shall hold office until
11 the next annual meeting of the Board and until his or her successor is elected and
12 qualified.

13 *Section 2.05 Removal of Trustees.*

14 *Section 2.05.a* Any one or more of the Trustees may be removed with or without
15 cause at any time by action of 85% of the Trustees, provided the Trustee is given written
16 notice at least two weeks prior to the action that this matter will be considered.

17 *Section 2.05.b* Trustees who are absent from two consecutive meetings of the
18 Board of Trustees without having been excused by the President prior to their absences
19 may be removed without further notice by 2/3 vote of the Board.

20 *Section 2.06 Resignations.* Any Trustee may resign at any time upon written
21 notice to the Secretary of the Corporation. Such resignation shall take effect at the time
22 specified in the written notice, and unless otherwise specified therein no acceptance of

1 such resignation shall be necessary to make it effective.

2 *Section 2.07 Quorum and Action of the Board.* Unless a greater proportion is
3 required by law or by the Certificate of Incorporation, 2/3 of the entire Board of Trustees
4 shall constitute a quorum for the transaction of business; and, except as otherwise
5 provided by law or by the Certificate of Incorporation or these Bylaws, the vote of a
6 majority of the Trustees present at the meeting at which a quorum is present shall be the
7 act of the Board, except that the vote of 85% of the Trustees then in office shall be
8 required for (a) the adoption or amendment of Standards for Psychoanalytic Education;
9 (b) the amendment of the Certificate of Incorporation, (c) the adoption or amendment of
10 By-Laws, and except for the voting requirements specified in Section 2.03 for the
11 election and in Section 2.05 for removal of Trustees.

12 *Section 2.08 Meetings of the Board of Trustees.*

13 *Section 2.08.a* An annual meeting of the Board of Trustees shall be held each for
14 the election of officers and Trustees and for the transaction of such other business as may
15 properly come before the meeting.

16 *Section 2.08.b* Other meetings of the Board of Trustees shall be held at such times
17 as may be fixed by the Board. Special meetings of the Board of Trustees may be held at
18 any time when called by the Chairman of the Board of Trustees, if any, the Vice-
19 Chairman of the Board of Trustees, if any, the President, if any, or any two Trustees.
20 Such other and special meetings may be held by telephone conference call.

21 *Section 2.08.c* Meetings of the Board of Trustees may be held at such places
22 within or without the State of Delaware as may be fixed by the Board of Trustees for

1 annual and regular meetings and in the notice of meeting for special meetings.

2 *Section 2.08.d* Unless otherwise restricted by the Certificate of Incorporation or these
3 Bylaws, any one or more members of the Board of Trustees may participate in a meeting of
4 such Board of Trustees which they do not attend by means of conference telephone or similar
5 communications equipment by means of which all persons attending and otherwise
6 participating in the meeting can hear each other. Participation in a meeting by such means
7 shall be deemed the equivalent of presence in person at the meeting.

8 *Section 2.09 Action of Board Without Meeting.*

9 *Section 2.09.a* Unless otherwise restricted by the Certificate of Incorporation or
10 these Bylaws, any action required or permitted to be taken at any meeting of the Board of
11 Trustees may be taken without a meeting if all members of the Board of Trustees consent
12 to the action in writing, and the writing or writings are filed with the minutes of
13 proceedings of the Board of Trustees.

14 *Section 2.09.b* Unless otherwise restricted by the Certificate of Incorporation or
15 these Bylaws, the Board of Trustees may engage in e-mail or similar un-simultaneous
16 discussions; but any actions developed in the course of these discussions must be voted
17 upon as designated in Sections 2.08 and 2.09a.

18 *Section 2.10 Compensation.*

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

1 ARTICLE III

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3 *Committees*

4 *Section 3.01 General Provisions.* The Board of Trustees may, by resolution
5 passed by a majority of the entire Board, establish and designate the membership of one
6 or more committees, each committee to consist of one or more Trustees of the
7 Corporation. The Board of Trustees may designate one or more Trustees as alternate
8 members of any committee, who may replace any absent or disqualified member at any
9 meeting of the committee. In the absence or disqualification of a member of a
10 committee, the member or members present at any meeting and not disqualified from
11 voting, whether or not such members constitute a quorum, may unanimously appoint
12 another member of the Board of Trustees to act at the meeting in the place of any such
13 absent or disqualified member.

14 *Section 3.02 Committee Rules.* Unless the Board of Trustees otherwise provides,
15 each committee designated by the Board of Trustees may make, alter and repeal rules for
16 the conduct of its business. In the absence of a contrary provision by the Board of
17 Trustees or in rules adopted by such committee, a majority of the entire authorized
18 number of members of each committee shall constitute a quorum for the transaction of a
19 business. The vote of a majority of the members present at a meeting at the time of such
20 vote, if a quorum is then present, shall be the act of such committee, and each committee
21 shall otherwise conduct its business in the same manner as the Board of Trustees
22 conducts its business under Article II of these Bylaws.

23 Unless otherwise restricted by the Certificate of Incorporation or these Bylaws,

1 any action required or permitted to be taken at any meeting of such committee may be
2 taken without a meeting if all members of such committee consent in writing to the
3 adoption of a resolution authorizing the action. The resolution and the written consents
4 thereto by the members of the committee shall be filed with the minutes of proceedings
5 of such committee.

6 Any one or more members of such committee may participate in a meeting of the
7 committee by means of a conference telephone or similar communications equipment by
8 means of which all persons participating in the meeting can hear each other.

9 Participation in a meeting by such means shall constitute presence in person at the
10 meeting.

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

16 *Section 3.03 Service of Committees.* Each committee of the Board of Trustees
17 shall serve at the pleasure of the Board of Trustees. The designation of any such
18 committee and the delegation thereto of authority shall not alone relieve any Trustee of
19 his or her duty under law to the Corporation.

20 *Section 3.04 Records.* Minutes shall be kept of each meeting of each committee.
21 Copies of the minutes of each such meeting shall be filed with the corporate records and
22 shall be made available to each member of the Board of Trustees

1 ARTICLE IV
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3 *Officers, Agents and Employees*

4 *Section 4.01 Officers.* The Board of Trustees shall elect or appoint from among
5 its members a President, a Secretary and a Treasurer, and it may, if it so determines,
6 choose a Chairman of the Board of Trustees , and a Vice-Chairman of the Board of
7 Trustees.

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

12 *Section 4.02 Term of Office, Vacancies and Removal.* Each officer shall hold
13 office for the term for which he or she is elected and until his or her successor is elected
14 or appointed and qualified , or until his or her earlier death, resignation or removal. All
15 officers shall be elected or appointed at the annual meeting of the Board of Trustees,
16 except that vacancies resulting from any resignation or removal may be filled by the
17 Board of Trustees at any time. An officer appointed or elected to fill a vacancy shall
18 hold office for the unexpired term of his or her predecessor in office or for his or her
19 unexpired term, ~~as Trustee~~, and until his or her successor is elected and qualified. Any
20 officer may be removed by a vote of two-thirds of all the Trustees then in office with or
21 without cause at any time, provided the officer is given written notice at least two weeks
22 prior to the action that this matter will be considered. An officer who is removed from
23 office may complete his or her term as Trustee unless removed in accordance with

1 Section 2.05.

2 *Section 4.03 Resignation.* Any officer may resign at any time by giving written
3 notice to the Secretary of the Corporation. Unless otherwise specified in the written
4 notice, the resignation shall be effective upon delivery to the Secretary of the
5 Corporation.

6 *Section 4.04 Powers and Duties of Officers.* Subject to the control of the Board
7 of Trustees, all officers shall have such authority and perform such duties in the
8 management of the Corporation as may be provided by the Board of Trustees and, to the
9 extent not so provided, as generally pertain to their respective offices.

10 *Section 4.05 Agents and Employees.* The Board of Trustees may appoint agents
11 and employees who shall have such authority and perform such duties as may be
12 prescribed by the Board of Trustees. The Board of Trustees may remove any agent or
13 employee at any time with or without cause. Removal without cause shall be without
14 prejudice to such person's contract rights, if any, and the appointment of such person
15 shall not itself create contract rights.

16 *Section 4.06 Compensation of Officers, Agents and Employees.* The Corporation
17 shall not pay any compensation to officers for services rendered to the Corporation,
18 except that officers may be reimbursed for expenses incurred in the performance of their
19 duties to the Corporation, in reasonable amounts as approval by a majority of the entire
20 Board of Trustees.

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

1 *Section 5.05 Amendment of Certificate Of Incorporation and Bylaws.* The
2 Certificate of Incorporation of the Corporation may be amended in whole or in part by
3 85% vote of the Trustees then in office pursuant to the procedure outlined in Title 8,
4 Section 242 (b) (3) of the Delaware General Corporation Law. The Bylaws of the
5 Corporation may be adopted, amended or repealed in whole or in part by 85% vote of the
6 Trustees then in office.

7 *Section 5.06 Indemnification and Insurance.* The Corporation shall indemnify
8 any trustee, officer, employee or agent, any former trustee, officer, employee or agent,
9 any person who may have served at its request as a trustee officer, employee or agent of
10 another corporation, partnership, joint venture, trust or other enterprise, whether for profit
11 or not for profit, against expenses (including attorneys' fees), judgements, fines and
12 amounts paid in settlement, actually and reasonably incurred by him or her in connection
13 with any threatened, pending or completed action, suit or proceeding whether civil,
14 criminal administrative, or investigative, other than in action by or in the right of the
15 Corporation, to which he may be or is made a party by reason of being or having been
16 such trustee officer, employee or agent if he or she acted in good faith and in a manner he
17 or she reasonably believed to be in or not opposed to the best interests of the Corporation
18 and, with respect to any criminal action or proceeding, had no reasonable cause to believe
19 his or her conduct was unlawful. However, there shall be no indemnification in respect
20 of any claim, issue or matter as to which he shall have been adjudged to be liable to the
21 Corporation unless and only to the extent that the Court of Chancery or the court in
22 which such action or suit was brought shall determine upon application that, despite the

1 adjudication of liability but in view of all the circumstances of the case, such person is
2 fairly and reasonably entitled to indemnity for such expenses which the Court of
3 Chancery or such other court shall deem proper.

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

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

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

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

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

10 The Board of Trustees may authorize the purchase of insurance on behalf of any
11 person who is or was a trustee, officer, employee or agent of the Corporation, or who is
12 or was serving at the request of the Corporation as a trustee, officer, employee or agent of
13 another corporation, partnership, joint venture, trust or other enterprise against any
14 liability asserted against or incurred by him or her in any such capacity, or which arises
15 out of such person's status as a trustee, officer, employee or agent whether or not the
16 Corporation would have the power to indemnify such person against that liability under
17 law.

18 In no case, however, shall the Corporation indemnify, reimburse, or insure any
19 person for any taxes imposed on such individual under chapter 42 of the Internal
20 Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code").
21 Further, if at any time the Corporation is deemed to be a private foundation within the
22 meaning of Section 509 of the Code then, during such time, no payment shall be made

1 under this Article if such payment would constitute an act of self-dealing or a taxable
2 expenditure, as defined in Sections 4941 (d) or 4945(d), respectively, of the Code.
3 Moreover, the Corporation shall not indemnify, reimburse or insure any person in any
4 instance where such indemnification, reimbursement, or insurance is inconsistent with
5 Section 4958 of the Code or any other provision of the Code applicable to corporations
6 described in Section 501(c)(3) of the Code.

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

10 ARTICLE VI

11 *Parliamentary Authority*

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

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20 Adopted by Board of Trustees 13 November 2003
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