

BYLAWS

of the
BOARD OF CERTIFIED PSYCHOMETRISTS

ARTICLE I

NAME / LOCATION AND PURPOSES

Section 1.01. Name. The name of the organization is Board of Certified Psychometrists.

Section 1.02. Purpose. The mission and purpose of the Board of Certified Psychometrists, also known as the BCP, is to provide certification process for Psychometrists. This is accomplished by continuing improvement and annual administration of a comprehensive examination that ensures verification of knowledge, minimum competence, and enhancement of professional experience. In addition the Board of Certified Psychometrists promotes the value of Psychometry along with providing public and professional awareness of quality in Psychometry practice.

ARTICLE II

MEMBERS

Section 2.01. Classes. There shall be three classes of members: Executive Board, also known as Executive Board Officers, Individual Board Members and Volunteer to the Board of Certified Psychometrists.

2.01 A. The Executive Board will consist of President, Vice President, Secretary and Treasurer who have met the qualifications for membership and have served as Individual Board Members for no less than one (1) year when practical and may be changed by resolution of the Board of Certified Psychometrist.

2.01 B. Individual Board Members are those who meet the qualifications to obtain this position.

2.01 C. Volunteer of the Board of Certified Psychometrists are individuals who meet the qualifications “a” through “d”, but cannot fulfill the time requirement of qualifications “e and f.” Volunteer’s will be active (“active” is determined by the committee chair) on one committee. Volunteers will have a vital role in their committee. Volunteers will not be official Board Members and as such will not have voting privileges.

Section 2.02. Qualifications. In order to qualify for membership as an Executive or Individual Member of the Board of Certified Psychometrists, providing the Board of Certified Psychometrists is not at its capacity, the member must meet the following criteria:

- a. be a current Certified Specialist in Psychometry (CSP) in good standing,
- b. support the mission and purposes of the organization,
- c. has read and agreed to, by signing, the confidentiality agreement, and
- d. be approved by the Board of Certified Psychometrists as a whole,
- e. will be present in at least two thirds (2/3) or sixty-seven (67) percent of all teleconferences / meetings,

- f. will be active on at least two (2) committees (“active” is determined by the committee chair.)

Section 2.03. Number of Members. The number of Executive and Individual members of the Board of Certified Psychometrists will consist of no less than eight (8) and not exceed more than thirty (30) members; when practical and may be changed by resolution of the Board of Certified Psychometrist. Committees will be established by a quorum (see section 3.06) of all current Board of Certified Psychometrists members.

Section 2.04. Participation. All members are required to participate in sixty-seven percent (67%) of all meetings and be active on at least two committees, along with the submission examination questions annually.

Section 2.05. Dues. Dues for this membership have been waived as part of the demanding mandatory expectations of participation.

Section 2.06. Paid Staff. The Board of Certified Psychometrists may hire such paid staff as they deem proper and necessary for the operations of the Board of Certified Psychometrists with approval of the Board of Certified Psychometrists. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Executive Board.

Section 2.07. Termination of Membership. The Executive Board, by affirmative vote of two-thirds ($\frac{2}{3}$) of all of the members of the Board of Certified Psychometrists, may suspend or expel a member, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who does not adhere to the mandatory requirements of participation.

Section 2.08. Resignation. Any member may resign by filing a written, via postal service or e-mail, resignation with the Secretary.

ARTICLE III MEETINGS

Section 3.01. Meetings of the Board of Certified Psychometrists Membership. The monthly business meeting shall be held monthly at a convenient date and time for a quorum (see section 3.06) of Board of Certified Psychometrists members to assemble. Meetings may be called by an Executive Board Officer or Committee Chairperson or at the request of at least twenty percent (20%) of the members by mail, telephone, or e-mail notice to each member not less than five (5) business days before such meeting.

Section 3.02. Committee Meetings. Committee meetings will occur on an as needed basis with regular monthly telephone or e-mail correspondence when working on a project in correlation with the Board of Certified Psychometrists Annual Schedule.

Section 3.03. Special Meetings. Meetings shall be at such dates, times and places as the Board of Certified Psychometrists shall determine.

Section 3.04. Participation in Meeting. Members of the Board of Certified Psychometrists may participate in a meeting through the use of conference telephone or similar communications equipment, so long as members participating in such meeting can communicate with each other.

Section 3.05. Notice. Committee meetings may be called by an Executive Board Officer, Committee Chairperson or at the request of any two (2) members by email, mail, or telephone notice to each member of the committee members not less than forty-eight (48) hours before such meeting.

Section 3.06. Quorum. A quorum shall consist of a two-thirds ($\frac{2}{3}$) of the greater than or equal to sixty-seven percent (67%) of the Board of Certified Psychometrists attending in person, by proxy or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than the sixty-seven percent (67%) of the members are present at said meeting, a majority of the members present may adjourn the meeting on occasion without further notice.

Section 3.07. Voting. Each Executive and Individual Board of Certified Psychometrists member shall have one (1) vote. An action may be passed by the Board of Certified Psychometrists members at a meeting through an affirmative vote by a quorum (see section 3.06), or by formal e-mail voting using an individual ballot.

ARTICLE IV EXECUTIVE BOARD OFFICERS / AGENTS / AUTHORITY AND DUTIES OF EXECUTIVE BOARD MEMBERS

Section 4.01. Executive Board Officers. The Executive Board Officers of the Board of Certified Psychometrists shall be a President, a Vice-President, a Secretary and a Treasurer, and such other Officers as the Executive Committee may designate. Any two (2) or more offices may be held by the same person, except the offices of President and Treasurer.

Section 4.02. Authority of Executive Board. The Executive Board serves as the members of the Executive Committee.

Section 4.03. Number of Executive Board Members. The Executive Board shall consist of not less than three (3) members.

Section 4.04. Appointment of Executive Board Officers. The Executive Board Officers shall be those persons who have been Individual Members for no less than one (1) year, elected by the Board of Certified Psychometrists at regular meetings of the Board of Certified Psychometrists via quorum (see section 3.06); with regard to section 2.01A.

Section 4.05 Terms of Office. Terms of office may be established by the Executive Committee, but shall not exceed two (2) years, with one (1) time rollover for a two (2) year period; with the exception of no interested party willing to attain the position and the provision that the Board of Certified Psychometrists by a quorum (see section 3.06) extends the Executive Board Officer's term. Additionally, Executive Board Officers will, on a rotation schedule, fill in for any Executive Board Officer with the exception of the President and Treasurer, who has resigned or has been removed from their post until a successor is duly elected and qualified.

Section 4.06. Resignation. Resignations of Executive Board Officers are effective upon receipt by the Secretary of the Board of Certified Psychometrists of written notification either by postal service or e-mail.

Section 4.07. Removal. An Executive Board Officer may be removed by the Board of Certified Psychometrists at a meeting, or by action in writing pursuant to Section 2.07, whenever the Board of Certified Psychometrists deem the best interests of the Board of Certified Psychometrists will be thereby served. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.08. Duties.

President 4.08 A. President. The President shall be a director of the Board of Certified Psychometrists and will preside at all meetings of the Board of Certified Psychometrists, unless prior arrangements have been made for another Executive Board Officer to fill this responsibility. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Certified Psychometrists, and shall perform such other duties as on occasion shall be assigned by the Board of Certified Psychometrists.

Section 4.08 B. Vice-President. The Vice-President shall be a director of the Board of Certified Psychometrists and will preside at meetings of the Board of Certified Psychometrists in the absence of or request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Certified Psychometrists.

Section 4.08 C. Secretary. The Secretary shall be a director of the Board of Certified Psychometrists and shall keep the minutes of all meetings of the Board of Certified Psychometrists in the proper books for that purpose. The Secretary shall be accountable for accurate books of all account activities; these shall include an electronic minute book, which shall contain a copy of the monthly minutes and agenda, a copy of the Bylaws, and a copy of the Code of Ethics for Certified Psychometrists. All records maintained by the Secretary shall be kept with the Secretary of the Board of Certified Psychometrists and at the disposal of the Executive Board within forty-eight (48) hours of request.

Section 4.08 D. Co- Secretary. The Co-Secretary shall keep the minutes of all meetings of the Board of Certified Psychometrist in the proper books for that purpose when the Secretary is unable to perform his / her duties. The Co-Secretary shall be accountable for accurate books of all account activities when filling in for the Secretary. All records

maintained by the Co-Secretary shall be submitted to the Secretary of the Board of Certified Psychometrist and at the disposal of the Executive Board within forty-eight (48) hours of request.

Section 4.08 E. Treasurer. The Treasurer shall be a director of the Board of Certified Psychometrists and shall keep accurate books of account of the financial activities and transactions of the Board of Certified Psychometrists. These accounts shall be kept with the Treasurer of the Board of Certified Psychometrists and at the disposal of the Executive Board within forty-eight (48) hours of request. The Treasurer shall work closely with all Executive Board Officers of the Board of Certified Psychometrists to ascertain that appropriate procedures are being followed in the financial affairs of the Board of Certified Psychometrists. In addition the Treasurer shall also report to the Board of Certified Psychometrists at each regular meeting on the status of the Board of Certified Psychometrists finances. The Treasurer shall conduct annual audits, and provide this information to the Audit Committee for review. The Treasurer shall provide written documentation to the Board of Certified Psychometrists of each audit. The new Treasurer shall audit the previous Treasurer's records within thirty (30) days of receiving the treasury records and will provide written documentation to the Board of Certified Psychometrists at the end of that thirty (30) day period.

Section 4.08 F. Co-Treasurer. The Co-Treasurer shall be the second signature on all financial accounts and shall act on the Treasurer's behalf when the Treasurer is unable to perform his / her duties. The Co-Treasurer shall be accountable for accurate books of all account activities when filling in for the Treasurer. All records maintained by the Co-Treasurer shall be submitted to the Treasurer of the Board of Certified Psychometrist and at the disposal of the Executive Board within forty-eight (48) hours of request.

Section 4.08 G. President Elect. The President Elect shall not be a director of the Board of Certified Psychometrists and holds no Executive authority. The President Elect is an Individual Board Member voted into this position via a quorum (see section 3.06), before induction into the office of the President.

Section 4.09. Regular Meetings. The Executive Board may hold at least two (2) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Executive Board shall determine.

ARTICLE V AUTHORITY AND DUTIES OF COMMITTEES

Section 5.01. Establishment. The Board of Certified Psychometrists may establish Committees to meet the needs of the Board of Certified Psychometrists.

Section 5.02. Executive Committee. The Executive Committee shall have all the powers and authority of the Board of Certified Psychometrists in the intervals between meetings, subject to

the direction and control of the Board of Certified Psychometrists. New offices may be created and filled at any meeting of the Board of Certified Psychometrists.

Section 5.03. Size, Duration, and Responsibilities. The size, duration, and responsibilities of committees shall be established by a quorum (see section 3.06) of the Board of Certified Psychometrists, with the understanding that all committees will consist of an odd number of members, when practical, to avoid a stalemate.

Section 5.04. Committee organization. A committee will consist of a Committee Chairperson elected by the committee and comprise members that will contribute fully to the best of their ability.

Section 5.05. Committee Chairs. The Committee Chairperson holds the responsibility for convening meetings and ensuring that communication is upheld within the committee as well as with the Board of Certified Psychometrists membership as a whole. The Committee Chairperson is responsible for collection of all committee members' comments, concerns and suggestions and compiling them into a comprehensive report that they will present to the Board of Certified Psychometrists membership at the monthly meetings when applicable. The Committee Chairperson is also responsible for maintaining a record of committee members' participation by which the term "active" committee member is determined.

Section 5.06. Appeals Committee. There shall be an Appeals Committee composed of no less than three (3) Individual Board Members. Each member of the committee shall have one (1) vote and decisions shall be made by majority vote. All decisions of the Appeals Committee will be subject to the control of the Board of Certified Psychometrists.

Section 5.07. Audit Committee. There shall be an Audit Committee composed of no less than three (3) Individual Board Members. Each member of the committee shall have one (1) vote and decisions shall be made by majority vote. All decisions of the Audit Committee will be subject to review by the Board of Certified Psychometrists. The Audit Committee is charge with meeting once a year (between October and December) to review financial procedures and records for the year and compile a report to be presented to the Board of Certified Psychometrist at the first meeting of the new fiscal year. The fiscal year shall be the calendar year.

ARTICLE VI INDEMNIFICATION

Every member of the Board of Certified Psychometrists, Executive Board or Individual Board Members of the Board of Certified Psychometrists may be indemnified by the Board of Certified Psychometrists against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members in connection with any threatened, pending, or completed action, suit or proceeding to which he/she may become involved by reason of his/her being or having been a member of the Board of Certified Psychometrists, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of his/her duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only

when the Board of Certified Psychometrists approves such settlement and reimbursement as being in the best interest of the Board of Certified Psychometrists. The foregoing right of indemnification shall be in addition and not exclusive of all other rights with which such members are entitled.

ARTICLE VII CONFLICTS OF INTEREST

Section 7.01. Conflict Defined. A conflict of interest exists when the interest or activities of any member of the Board of Certified Psychometrists may be seen as competing with the interest or activities of the Board of Certified Psychometrists; or the member of the Board of Certified Psychometrists derives a financial or other material gain as a result of a direct or indirect relationship.

Section 7.02. Disclosure. Any conflict of interest shall be disclosed to the Board of Certified Psychometrists Executive Committee or membership as a whole by the person who has the conflict. When the conflict relates to a matter requiring action by the member that person shall not participate in the discussion nor vote on the matter, but their presence may be counted if it is necessary in order to achieve the quorum (see section 3.06).

ARTICLE VIII FINANCIAL ADMINISTRATION

Section 8.01. Fiscal Year. The fiscal year of the Board of Certified Psychometrists shall be January 1 - December 31; however, this may be changed by resolution of the Board of Certified Psychometrists.

Section 8.02. Checks, Drafts, Etc. All checks, orders for the payment of money, and obligations, bills of exchange shall be signed or endorsed by such Executive Board Officer or Executive Board Officers of the Board of Certified Psychometrists and in such manner as shall from time to time be determined by resolution of the Executive Board Committee or of any committee to which such authority has been delegated by the Board of Certified Psychometrists.

Section 8.03. Deposits and Accounts. All funds of the Board of Certified Psychometrists, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Executive Board Committee or any committee to which such authority has been delegated by the Board of Certified Psychometrists may select, to whom such power may from time to time be delegated by the Board of Certified Psychometrists. For the purpose of deposit and for the purpose of collection for that account of the Board of Certified Psychometrists, checks, drafts, and other orders of the Board of Certified Psychometrists may be endorsed, assigned, and delivered on behalf of the Board of Certified Psychometrists by any Executive Board Officer or agent of the Board of Certified Psychometrists.

Section 8.04. Reimbursement. Board of Certified Psychometrists members shall serve without compensation with the exception of expenses, incurred in the furtherance of the Board of Certified Psychometrists business, to be reimbursed with documentation and prior approval. In the event a Board of Certified Psychometrists member shall be offered compensation this must be approved by quorum (see Section 3.06) of the Board of Certified Psychometrists.

Section 8.05. Investments. The funds of the Board of Certified Psychometrists may not be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Certified Psychometrists is a non-profit organization and all funds are to be used in the mission and purpose of the organization and/or for reimbursement as stated in 8.04, with regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IX AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of the Board of Certified Psychometrists by unanimous consent in writing without a meeting pursuant to Section 3.08. Proposed amendments must be submitted to the Secretary to be sent out with regular Board of Certified Psychometrists announcements.

These Bylaws were approved by majority vote of the Board of Certified Psychometrists on May 30, 2008

Addendum to Section 4.05 Terms of Office of ARTICLE IV EXECUTIVE BOARD OFFICERS / AGENTS / AUTHORITY AND DUTIES OF EXECUTIVE BOARD MEMBERS

4.05 A. Elections. Effective October 1, 2008: The positions of President, Secretary and Treasurer will be up for election in two (2) years (May 2010) and the Vice President, Co-Secretary, and Co-Treasurer's positions will be up for election in three years (May 2011). Allowing for sequential year elections for three of the six Executive Board member positions.

Thereby fulfilling the requirements of **Section 4.03. Number of Executive Board Members.** The Executive Board shall consist of not less than three (3) members.

Addendum (affective April 5, 2010)

Section 2.01 D. Member-At-Large is an individual who meet the qualifications “b”, “c”, and “d”, and are exempt from “a,” “e,” and “f”. This member is to be present in at least 51% of all teleconferences, and will be an official Board Member and as such will have voting privileges. This member may not seek or be elected to the Executive Board.

Section 2.04. Participation. All members are required to participate in seventy-five percent (75%) of all meetings and be active on at least two committees, along with the submission examination questions annually.

Section 4.05 Terms of Office. Terms of office may be established by the Executive Committee, but shall not exceed two (2) years, with one (1) time rollover for a two (2) year period; with the exception of no interested party willing to attain the position and the provision that the Board of Certified Psychometrists by a quorum (see section 3.06) extends the Executive Board Officer’s term. Additionally, Executive Board Officers will, on a rotation schedule, fill in for any Executive Board Officer, with the exception of the President and Treasurer, who has resigned or has been removed from their post until a successor is duly elected and qualified. However, if rotation schedule is not feasible then the Executive Board may temporarily appoint an individual to fill the vacant seat, for a ninety (90) day trial, with acceptance by the individual, until a successor is duly elected.

Section 4.05 A. All elections will take place during the May Business Teleconference and all materials and records related to the functioning of the office will be turned over to the newly elected Executive Board Officer by the June Business Teleconference. The positions of President, Secretary and Treasurer will be up for election in two (2) years (May 2010) and the Vice President, Co-Secretary, and Co-Treasurer’s positions will be up for election in three years (May 2011). Allowing for sequential year elections for three of the six Executive Board members positions; additionally, the President Elect will be voted in during the February business Teleconference (3 months prior to the election for a new Secretary and Treasurer (February 2012, 2014, . . .) alleviating the need to vote for a new President at those times, and allowing for a smooth transfer of Presidential office.

Section 4.06. Resignation. Resignations of Executive Board Officers (to include the President, Vice President and Treasurer) are effective upon receipt by the Secretary of the Board of Certified Psychometrists of written notification either by postal service or e-mail. Resignation of the Secretary of the Board of Certified Psychometrist will be effective upon receipt by the President of the Board of Certified Psychometrists of written notification either by postal service or e-mail.