

**BYLAWS
OF THE
AMERICAN PSYCHOLOGICAL ASSOCIATION
SERVICES, INC.**

ARTICLE I

The name of the Corporation shall be the American Psychological Association Services, Inc. (APASI).

ARTICLE II

PURPOSES

Section 1. Not For Profit. The corporation is organized under and shall operate as a District of Columbia nonprofit corporation, and shall have such powers as are now or as may hereafter be granted by the District Corporation Act, as amended.

Section 2. Purposes. The purpose of the Corporation is to promote the mutual professional, scientific and training interests of psychologists including advancing psychology's roles and interests in understanding behavior and advancing health, science, education and human welfare.

Section 3. Rules. The following rules shall conclusively bind the Corporation and all persons acting for or in behalf of it:

a. The Corporation shall not undertake activities that may adversely affect the American Psychological Association.

b. Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on a) by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

c. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute any remaining assets of the Corporation to the American Psychological Association (APA).

ARTICLE III

REGISTERED OFFICE AND AGENT

The Corporation shall have and continuously maintain in the District of Columbia a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the District of Columbia and such other registered agents as the Board of Directors may from time to time determine.

ARTICLE IV

MEMBERS

The Corporation's membership consists of all members of the APA in good standing. If any adverse action is taken against an individual's APA membership, the same action shall automatically be taken against individuals APASI membership without further notice or other due process. Members shall only have voting rights on matters specifically identified by these Bylaws, if any. The APA and APASI Board of Directors shall allocate between APA and APASI members the dues established pursuant to the APA Bylaws.

ARTICLE V

BOARD LEADERS AND OFFICERS

Section 1. Leaders of the Board of Directors. The Leaders of the Board of Directors of the corporation shall be as follows: a President, a President- elect, a Past President, a Recording Secretary, a Treasurer, and a Chief Executive Officer. The Leaders of the Corporation shall be the same individuals who hold the respective offices in the American Psychological Association from time to time. The Leaders of the Board shall not be considered officers of the Association.

Section 2. President. During the term of office, the President shall serve as presiding officer of the Corporation, and the Board of Directors. The President shall perform such other duties as are prescribed in these bylaws, as are incident to the office, or as may be properly required of the President by the Board of Directors.

Section 3. President-Elect. During the term of office, the President-elect shall serve as presiding member of the Board of Directors in the absence of the President.

Section 4. Recording Secretary. During the term of office, the Recording Secretary shall serve as Secretary of the Board of Directors and shall perform such other duties as may be prescribed in these bylaws. It shall be the duty of the Recording Secretary to keep the records of all meetings of the Board of Directors; to file and hold subject to call and to direct the publication of such records, reports, and proceedings as are authorized by these bylaws or the Board of Directors at any duly constituted meeting; and to perform all other secretarial duties for the Board of Directors as are not delegated to the Chief Executive Officer. In the case of the death or incapacity of the Treasurer, the Recording Secretary is authorized to perform the duties normally assigned to the Treasurer until the individual is replaced under procedures defined in the APA Association Rules.

Section 5. Treasurer. During the term of office, the Treasurer shall serve as senior financial member of the Board of Directors and shall perform such other duties as may be prescribed in these bylaws. The Treasurer shall deliver an audited report for each fiscal year to the Board of Directors. In the case of the death or incapacity of the Recording Secretary, the Treasurer is authorized to perform the duties normally assigned to the Recording Secretary until the individual is replaced under procedures defined in the APA Association Rules.

Section 6. Officers of the Association. The Chief Executive Officer shall be the same individual who holds that office in APA. The Chief Executive Officer's official title shall be determined by the Board of Directors. The Chief Executive officer shall be responsible for the staff, their hiring, training, performance, and termination, as well as managing the financial and other operational aspects of the Corporation. The Chief Executive Officer shall perform such duties as may be assigned by the Board of Directors or as may be prescribed by these bylaws. During his/her term, the Chief Executive Officer shall not hold any other office within the Corporation.

Section 7. Bonding. The Board Leaders of the Corporation shall be bonded by an amount fixed by the Board of Directors.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Composition, Tenure and Qualifications. The Board of Directors shall constitute the same individuals who serve on the Board of Directors of the American Psychological Association from time to time. Any Director who serves as a non-voting member of the Board of the American Psychological Association shall also serve as a non-voting member of the Board of the Corporation. If an individual serving on the Board of the American Psychological Association cannot, for any reason, sit on the Board of the Corporation, that individual may attend Board meetings as an observer and, if such individual is an Leader of the American Psychological Association, the other members of the Board of Directors of the Corporation shall select another Individual, from among the Board members, to serve in the vacant Leader position.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held at such time and place as may be designed by resolution of the Board of Directors. The Board of Directors may provide by resolution the time and place, either within or without the District of Columbia, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the District of Columbia, as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least three days previously thereto by written notice delivered personally or by electronic means.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these bylaws.

Section 8. Informal Action by Directors. Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

ARTICLE VII

COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which

committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon them by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Directors of the Corporation, and the president of the Corporation shall appoint the members thereof. Any member thereof may be removed by the Board whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 3. Advocacy Coordinating Committee. There shall be an Advocacy Coordinating Committee (ACC) whose responsibility shall be to evaluate and prioritize advocacy goals with respect to impact on both the discipline of psychology and the professions of psychologists in scientific, educational, public interest, health service practice and applied practice settings. ACC shall consist of no fewer than 12 members who shall broadly represent all aspects of the Corporation's diverse membership including disciplinary focus, demographic diversity, student membership, and members at all career stages, and in various employment settings. The members of the ACC shall be chosen by the Board of Directors based on a nominating process set forth in rules adopted by the Board of Directors that are designed to achieve the representational goals set forth in this paragraph.

Section 4. Term of Office. Each member of a committee, other than the Advocacy Coordinating Committee, shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 5. Chairperson. One member of each committee shall be appointed chairperson.

Section 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII AMENDMENTS TO

BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, provided that at least fifteen days' written notice is given of intention to alter, amend or repeal and to adopt new bylaws at such meeting, provided, that no amendment shall be effective unless approved by the Council of Representatives of the American Psychological Association.