



Adopted by the Membership April 30, 2023

Bylaws of THE FLORIDA PSYCHOLOGICAL ASSOCIATION, INC. (FPA)
A corporation not-for-profit existing under the laws of the State of Florida

I. MISSION

The mission of The Florida Psychological Association (hereinafter FPA) shall be to advance psychology as a science and profession and as a means of promoting health and human welfare; by the improvement of the qualifications and usefulness of psychologists through high standards of ethics, conduct, education and achievement; to increase and diffuse psychological knowledge through meetings, professional contacts, reports, papers, discussions, and publications; and to advance scientific interests and inquiry; and the application of research findings to the promotion of health and the public welfare.

The principal office of FPA shall be located at 661 E. Jefferson St., Ste. 120, Tallahassee, Florida 32301. The address of the principal office may be changed at the discretion of the Board of Directors.

II. MEMBERSHIP

The Board of Directors shall set Membership Categories and review these annually.

All members must abide by the ethical principles set forth by the American Psychological Association; abide by the rules and regulations set forth by the Florida Board of Psychology; and support the mission of FPA. A member's conduct will not be injurious to FPA, or adversely affect its reputation, or be destructive of its purposes.

Regular and Senior members shall have all rights and privileges of FPA including voting rights and holding elected offices in FPA and its Chapters.

Manner of Admission – A person applying for membership in any category shall complete an application in such form as the Executive Committee may approve and shall submit the application to FPA with required non-refundable dues. All applications will be reviewed by the Membership Committee. The Membership Committee shall have full and immediate discretionary power of recommending all categories of the members to the Board of Directors. Acceptable applicants will be forwarded to the Board of Directors for approval for membership. All applicants will be notified in writing of their membership status.

Resignation – A member may resign from FPA upon giving written notice to the Board of Directors. Failure to pay dues for more than 12 months shall constitute voluntary resignation from membership in FPA. A member who voluntarily resigns may rejoin within three (3) years of the date of resignation without having to go through another application process,

subject to verification of qualified membership status. The member will be assessed the prevailing membership rate at the time of rejoining

Discipline – The Executive Committee shall have the full and immediate authority to censure, suspend or expel a member. Cause for such action may include, but are not limited to the following:

1. The member ceases to qualify for membership.
2. The member violates the Articles and/or Bylaws of FPA.
3. The member violates the rules and regulations promulgated by the state licensure board governing the member's practice and profession.
4. The Member violates the laws and rules relating to the practice of psychology in Florida and/or the APA Ethical Principles and Code of Conduct which are upheld after all due process.
5. The member fails to notify FPA of change in membership and/or licensure status within 90 days of being notified of such a change.
6. The member is convicted by plea or trial, regardless of adjudication, of a crime of dishonesty, sex offense or other charge which violates the principles of psychology. A plea of nolo contendere is a conviction for the purposes of this section.
7. The member intentionally misrepresents any information related to their education and/or licensure eligibility or status as provided on the application for membership.
8. The Board of Directors shall establish disciplinary procedures in policy.

Limitation – Membership in FPA shall not be construed by any person as establishing the scientific and professional competence of the member to practice psychology.

No Vested Interest – A member shall not have any vested right, interest or privilege of, in or to the assets, functions, affairs, or franchises of FPA, or any right, interest or privilege which may be transferable or inheritable, or which shall determine who shall have the right to vote and to hold elected office in FPA governance.

The Board of Directors by policy shall determine who shall have the right to vote and to hold elected office in FPA governance.

All members shall be treated with respect and without discrimination on the basis of race, national or ethnic origin, religion, gender or sexual orientation, age, mental or physical disability. This does not preclude FPA from fulfilling its obligation to carry out activities or programs that have as their goal the amelioration of conditions that may restrict members from full participation in FPA or its activities and programs.

Any individual member or group of individual members who believe their terms of membership in FPA, as specified in this Article have been abridged by actions taken by an element of FPA's governance structure or any employee or employees of FPA may seek such remedies as may be provided under the procedures established by the Board of Directors.

III. DUES

Annual Dues – The Board of Directors shall in policy, establish a dues schedule for membership in FPA. The dues schedule shall establish membership fees for all membership categories.

Special Assessment – The Board of Directors may determine, as deemed necessary, the amount of special assessments to be levied against the membership. Any assessments levied must be approved by a majority of eligible voting members.

Exemptions – The Treasurer, President, and/or the Executive Director shall have the authority to exempt any person from the payment of any portion of applicable dues or assessments, for a period of one year. Central Office shall maintain a record of any such exemptions.

Payment – Dues shall be payable prior to the last day of the month due. The Board of Directors or Executive Director may approve alternate membership cycles, payment schedules and methods of payment as necessary to facilitate timely payment of dues.

Allocation to Chapters – A percentage of each member's dues may be allocated by the Board of Directors to the regional chapter with which the member is affiliated. Any allocation shall be used by the regional chapters as general operational funds. The percentage of the allocation shall be determined annually by the Executive Director upon approval by the Board of Directors.

Additional Funding – A regional chapter requiring additional funds may make a formal petition for such funds to the Board of Directors. The Board of Directors shall maintain the authority to allocate such funds if deemed appropriate.

IV. MEETINGS

Annual Meeting – An annual meeting of the membership shall be held during each year at such time and place and format as shall be determined by the Board of Directors.

Special Meetings – Special Meetings of the membership may be called by the Executive Committee, the Board of Directors or by written request of a majority of the members, for any purpose.

Notice – Written notice of any annual or special meeting shall be sent to each member at least 45 days prior to the meeting. Notice of any special meeting shall state the purpose of the meeting. The notice shall be forwarded to each member via electronic or regular mail using the most recent email or street address retained in FPA's records. Any member may, in writing signed by such member, waive notice of any meeting prior to such meeting, and such waiver, when filed in the records of FPA shall be deemed equivalent to the giving of such notice to such member.

Voting Rights – Each eligible member is entitled to one vote. The vote may be cast in person, by electronic means, by mail or by proxy.

Quorum – The members present, entitled to vote, represented in person, or by proxy shall constitute a quorum at a meeting of the membership. A simple majority vote shall decide any question brought before the meeting except as otherwise required by FPA bylaw.

Proxies – At any meeting of the membership, a member may vote by proxy notice executed in writing with signature by the member or by his or her authorized attorney in fact and filed with the Executive Director. The proxy notice shall contain the name and address of the member, a designation as to the meeting for which the proxy is to be used, a statement why the person granting the proxy will not be available for the designated meeting and the name and address of the regular member authorized to exercise the proxy vote. Any proxy given shall be effective only for the meeting specified. Proxy shall be revocable at any time at the pleasure of the member executing it, by giving written notice of the revocation to the Executive Director. A proxy may be filed with the Executive Director at any time before the meeting is convened. Proxies will not be accepted once the meeting has been called to order.

Electronic and Mail Ballot – Any decision required to be made by the membership at a meeting may be made by the membership voting through an electronic or mail ballot.

Presiding Officer and Minutes - At meetings of members, the President shall preside. If the President is absent, the presiding officer shall be, in order, President-Elect, Treasurer, and then Secretary. Minutes shall be kept in a businesslike manner and available for inspection by Directors, members and their authorized representatives during normal business hours at the principal office of FPA. FPA shall retain these minutes for a period of not less than seven (7) years.

Parliamentary Procedure – Meetings of the membership shall be conducted according to "Modern Parliamentary Procedure" by Ray E. Kesey (1994).

V. MEETINGS OF THE BOARD OF DIRECTORS

Regular Meetings – Regular meetings shall be held at a time, place, format, and date set by the President or Board of Directors.

Special Meetings – Special meetings of the Board of Directors may be called by the Executive Committee or a majority of the Board of Directors for any purpose. A notice stating the purpose of the special meeting shall be mailed, emailed, or otherwise communicated to each Director at least 48 hours prior to such meeting.

Notice – Written notice of any annual meeting shall be sent to each member at least 45 days prior to the annual meeting. Notice of any special meeting shall state the purpose of the meeting and shall be forwarded to all the Board of Directors via electronic or regular mail using the most recent email or street address retained in FPA's records at least 48

hours prior to such meeting. Any of the Board of Directors may, in writing signed by such member, waive notice of any meeting prior to such meeting, and such waiver, when filled in the records of the Association shall be deemed equivalent to the giving of such notice to such member.

Quorum – A majority of the Directors entitled to vote shall constitute a quorum. A majority is satisfied when more than 50% of the Board is present. The vote of a majority of Directors present and entitled to vote shall decide any matter before the Board, except as may be otherwise required by law, parliamentary procedure, or these Bylaws. The President shall vote only to make or break the tie. The President's attendance counts towards a quorum.

Liability – Directors shall not be liable to the members or to FPA for any mistake of judgment and shall only be liable for their own individual willful misconduct or bad faith. Directors shall have no personal liability with respect to any contract made by them on behalf of FPA.

Proxies – At any meeting of the Board of Directors, a Director, except for Officers, entitled to vote, may do so by designating proxy representation to a regular member from their chapter and/or division, executive in writing with signature by the Director or by his or her authorized attorney. Proxy may be filed with the Executive Director at any time prior to the start of a meeting of the Board of Directors. The proxy shall contain the name and address of the Director, a designation as to the meeting for which the proxy is designated, a statement as to why the person granting the proxy will not be available for the designated meeting, and the name and address of the regular member authorized to exercise the proxy vote. Any proxy given shall be effective only for the meeting specified. Proxy shall be revocable at any time at the pleasure of the member executing it, by giving written notice of the revocation to the Executive Director. Proxies are expected to review Board materials prior to meetings in order to make the most informed decisions on behalf of their constituents. Proxies will not be accepted once a meeting has been called to order.

Meetings of the Board of Directors, except those specifically designated as executive sessions, shall be open to members of FPA, but they may not speak or otherwise participate in the meeting unless specifically asked by the President.

The Board of Directors shall be authorized to adopt and publish policies and procedures for the transaction of the business of FPA, provided the same do not conflict with these Bylaws and the Certificate of Incorporation.

VI. MEETINGS OF THE EXECUTIVE COMMITTEE

Regular Meetings – Regular meetings of the Executive Committee shall be held at least quarterly. Additional regular meetings may be held at a time, place and date set by the Executive Committee.

Special Meetings – Special meetings of the Executive Committee may be called by the President or a majority of the Executive Committee for any purpose. A notice stating the

purpose of the special meeting shall be mailed, e-mailed, or otherwise communicated to each Executive Committee member at least 48 hours prior to such meeting.

Quorum – A majority of the Executive Committee entitled to vote shall constitute a quorum. A majority is satisfied when more than 50% is present. The vote of a majority of Executive Committee members present and entitled to vote shall decide any matter before the committee, except as may be otherwise required by law, parliamentary procedure, or these Bylaws. The President shall vote only to make or break a tie. The President's attendance counts toward quorum.

Liability – Members of the Executive Committee shall not be liable to the members or to FPA for any mistake of judgment and shall only be liable for their own individual willful misconduct or bad faith.

Proxies – Members of the Executive Committee may not vote by proxy.

VII. BOARD OF DIRECTORS

Terminology – The Board of Directors has been previously termed the Executive Council. All references to the Executive Council of FPA in prior or subsequent documents shall be deemed references to the Board of Directors of FPA.

Responsibility – The Board of Directors is the policymaking and regulatory body of FPA. Except as may be limited in the Articles of Incorporation or Bylaws of FPA, the Board of Directors shall have all rights and powers granted or permitted by law.

Board Membership – The Board of Directors shall consist of the Officers of FPA, the elected representative(s) of each chapter, the Legislative Affairs and Public Policy Board Chair, an elected representative of the student members, the representative(s) to the American Psychological Association Council of Representatives, a representative of Early Career Psychologists, a representative of the Diversity Committee, and the Executive Director. The Board may establish criteria for additional representation on the Board. All Board of Directors members shall be Regular or Senior members of FPA, except the student member representative.

Voting Members – The Executive Director is ex-officio, non-voting member of the Board of Directors. Each remaining member of the Board of Directors is entitled to vote. No person shall be eligible to represent more than one voting entity on the Board at any time. A Director may not cast more than one vote on a single issue at any time. A Director may not proxy for another Director at any time. The Board may establish criteria in policy for additional voting members of the Board.

Compensation – The Directors, as such, shall not receive any stated salaries for their services, but by resolution of the Board, a fixed sum, and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing

herein contained shall preclude any Director from serving FPA in any other capacity and receiving compensation for such services.

Office and Staff – The Board of Directors shall provide for the establishment and regulation of a central or principal office and such staff as necessary and appropriate for the operation of FPA.

Removal – Each Director shall remain in office until the Director's term expires, death, resignation or removal. Any Director may be removed by two-thirds vote of the Board of Directors at a meeting called for that purpose. The Director shall be informed in writing of the reason the Board of Directors is seeking removal from office, the date of the meeting at which time the issue will be discussed and be afforded due process with an invitation to appear in person or provide a written statement. A member of the Board of Directors may be removed for the following reasons:

1. Missing two (2) consecutive Board of Director or Executive Committee meetings without prior approval of the President, Executive Committee, or Executive Director.
2. Failure to attend an entire Board of Director or Executive Committee meetings without prior approval of the President, Executive Committee, or Executive Director on two consecutive occasions.
3. Failure to perform the duties of the office.
4. Failure to abide by FPA Bylaws or Policies.
5. Failure to maintain eligible membership status.
6. The removal of a Director shall be handled in accordance with the provisions in chapter 617.0808(1), Florida Statutes. The Director shall be informed in writing if the Board of Directors is seeking removal from office, the date of the meeting at which time the issue will be discussed and be afforded due process with an invitation to appear in person or provide a written statement.

Vacancy – Any vacancy on the Board of Directors shall be filled for the remaining portion of the term by an eligible member approved by the Executive Committee.

VIII.OFFICERS

Name – The Officers shall be a President, President-Elect, Secretary, Treasurer, and Immediate Past President.

Election and Term – The term of office for the President and President-Elect shall be one year. The term of office for the Secretary and Treasurer shall be two years. The Secretary's term shall initially commence on even-numbered years, and the Treasurer's term shall initially commence on odd-numbered years. New Officers shall be installed at the last annual meeting of FPA, or at such other time as designated by the Board of Directors and the term shall commence at the beginning of the calendar year. An officer shall hold office until his or her successor has been elected and duly qualified, or until otherwise removed by the Board of Directors. Officers shall be elected according to election guidelines established in the FPA Policy Document.

President – The President shall be the chief elected officer of the FPA and shall oversee all the affairs of FPA. The President shall preside at all meetings of the members and the Directors except as otherwise provided for in these Bylaws or the Policy Document of FPA. The President or other officer designee may sign, where required, all documents and instruments on behalf of FPA. The President shall be the immediate supervisor to the Executive Director. The President serves as ex-officio member of all Boards, Divisions, and Committees.

President Elect – In the absence of the President, the President-Elect shall perform the duties of the President and when so acting, shall have all the powers and responsibilities of the President. The President-Elect shall succeed the President upon the end of the President's term. The President-Elect shall oversee chapter development and student development. The President-Elect shall perform any duties designated by the Board of Directors.

Immediate Past President – In the absence of the President-Elect, the Immediate Past President shall perform the duties of the President, and when so acting, shall have all the powers and responsibilities of the President. The Immediate Past President shall also serve as the Chair of the Elections and Awards Committee of FPA and shall perform additional duties as designated by the Board of Directors.

Secretary – The Secretary shall record the minutes of the meetings of the membership, Board of Directors, and Executive Committee, and give notices required by the Bylaws, policies, or by Florida Statutes. The minutes shall be maintained by the principal office of FPA for a period of at least seven years. The Secretary shall otherwise ensure that an adequate archive and records system is maintained for FPA affairs.

Treasurer – The Treasurer shall work with the Executive Director to assure the accounting records of FPA are maintained according to standard accounting practices. The Treasurer shall work with the Executive Director to submit a yearly budget to the Board of Directors for approval and report to the Board of Directors on the financial status of FPA. The Treasurer shall review regular FPA expenditures including credit card statements, bank statements, and other financial records. The Treasurer may review and recommend alternate programs for investing FPA reserve funds.

Liability – Officers shall not be liable to the members or FPA for any mistake of judgment and shall only be liable for their own individual willful misconduct or bad faith. Officers shall have no personal liability with respect to any contract made by them on behalf of FPA.

Vacancy – Any vacancy in the office of Secretary or Treasurer shall be filled for the remaining portion of the term by a regular member elected by the Board of Directors. In the event of a vacancy in the office of the President or President-Elect, a special election will be held to fill the office at a time to be determined by the Executive Committee.

Eligibility – To be eligible for nomination as FPA President-Elect, the nominee must have served on the FPA Board of Directors for no less than two years when they would assume office.

Delegation of Duties – In case of the absence or inability of any officer to act in this place, the Board of Directors may from that time delegate the powers or duties of such officer to any other officer or any Director or other person whom it may select.

IX. EXECUTIVE DIRECTOR

The Board of Directors may employ the services of an Executive Director and such other employees and agents as deemed appropriate with powers, duties and compensation of such being determined by the Board. The Executive Director shall report to the Executive Committee, with the President of the Board acting as direct supervisor to the Executive Director. The Executive Director shall serve as the chief executive officer of FPA and shall perform duties designated by the Board of Directors, including but not limited to:

1. Managing, under general guidance of the President, the daily business affairs of FPA and Central Office, and administering procedures for planning, analyzing, evaluating, and funding FPA activities.
2. Developing and implementing programs and establishing active organizational and professional relationships within the membership and the profession to enable FPA to function effectively and in a manner consistent with the aims and purposes of FPA.
3. Serving as an ex-officio non-voting member of the Board of Directors and Executive Committee for the purpose of carrying out Board policies and objectives and providing information about FPA programs and services.
4. Serving as an ex-officio member non-voting member of all the committees and boards of FPA.
5. Supervising, hiring, training, and firing all FPA staff.

X. EXECUTIVE COMMITTEE

Purpose – The Executive Committee shall have all powers and authority necessary to act on an interim basis on behalf of the Board of Directors. However, when the decision of the Executive Committee permanently changes the policies of FPA, approval by the Board of Directors is required before they can become the permanent rules of FPA. The Executive Committee shall oversee the Executive Director.

Members – The Executive Committee shall consist of the Officers of FPA, the Chair(s) of the Legislative Affairs and Public Policy Board, and the Executive Director. The elected officers and the chair(s) of the Legislative Affairs and Public Policy Board may vote. The Executive Director shall serve as non-voting, ex-officio member.

XI. REGIONAL CHAPTERS

Purpose and Function – To further the purposes of FPA, and in order to foster active participation of members in the affairs of FPA, regional chapters may be established in accordance with geographical areas and the size of the psychology community. Any regional chapters will be reviewed annually by the Board of Directors.

1. Members may be assigned to a regional chapter on the basis of their residence or business address, or by other criteria established by the Board of Directors. All members of a regional chapter must be members of FPA.
2. The Board of Directors may establish divisions, affiliations with other groups, or other organizational mechanisms in order to further the purposes of FPA.

New Chapters and Annexation – The Board of Directors may recognize new chapters, annex additional counties or geographic areas to existing chapters, or decrease the number of counties or geographic area covered by existing chapters.

Representation – Each chapter shall be entitled to one member representative on the Board of Directors for a three-year term.

The Board of Directors shall establish procedures for determining the number of Directors to which a chapter is entitled.

Chapter Affairs – Each regional chapter shall conduct its own daily affairs according to the Model Chapter Bylaws. Each chapter shall administer any allocation of chapter funds, elect its own officers who must be members of FPA, create such committees as deemed necessary, and select award recipients. All Chapter activities not addressed by the Model Chapter Bylaws shall adhere to the Bylaws and policies of FPA.

Boards and Committees – Chapters shall establish such standing boards and committees as the FPA Board of Directors may require. Chairpersons of chapter boards and committees shall serve as representatives to the corresponding FPA boards and committees.

Limitation – No chapter, nor any member, Officer or Director of any chapter, shall have the authority to act on behalf of or speak for FPA, unless such authority is given in writing by the Board of Directors of FPA, and except as may otherwise be provided in these Bylaws or by resolution of the Board of Directors.

XII. APA REPRESENTATIVES

Nomination and Elections – The Board shall establish procedures for the nomination of members to become representative(s) of FPA to the American Psychological Association Council of Representatives. The nominees shall be elected by ballot distributed and counted by the American Psychological Association. A Call for Nominations will be disseminated to the Board of Directors and Chapter Presidents. Nominations will be forwarded to the chair of the Elections Committee. The recommended nominees will be submitted to the Board of Directors for review prior to their submission to APA by February

15 during an election period. The Chair of the Elections Committee will be responsible for monitoring this process.

Office – The representative(s) shall hold office for such term and in accordance with criteria established by the American Psychological Association.

Cycle Disruption – If the cycle is disrupted for any reason, a person elected by FPA Board of Directors shall fill the term. If the Board of Directors meeting does not occur before the next meeting of the APA Council of Representatives, then the FPA Executive Committee shall appoint a person. The term shall last until the completion of the next APA election for Council Representatives, when a new representative will be elected.

Eligibility – Any FPA regular member in good standing who meets criteria established by the Board of Directors and APA may be nominated for APA Council representative. Sitting members of the FPA Board of Directors shall not be eligible during their term with the exception of the current APA Representative.

XIII. STANDING BOARDS AND COMMITTEES

Names – Standing boards and committees are those necessary for the proper functioning of FPA.

Standing Boards comprise a representative from each chapter and conduct vital business. Standing boards are empowered to act to carry out a specific, major function of FPA. The following is established as a standing board:

Legislative Affairs and Public Policy Board (LAPPB)

The LAPPB comprises a chair, the president of each FPA Division, a member of FPA Graduate Students and one delegate from each of the FPA regional chapters.

Chair Terms – The LAPPB chair is appointed by the President of the FPA and the Executive Committee with approval from the Board of Directors.

The LAPPB shall:

1. Oversee the legislative agenda, administrative code, court decisions and public policy related to mental health and practitioners of psychology for FPA.
2. Operationalize legislative advocacy activities in FPA, including but not limited to monitoring professional lobbying activity, coordinating the key psychologist network, planning legislative day and the annual LAPPB meeting, developing and maintaining the LAPPB Policy Manual, and providing other training activities to meet legislative advocacy needs of FPA.
3. Act to carry out the necessary tasks associated with the legislative and public policy interest of FPA.

Standing Committees conduct specific tasks as mandated by the Board of Directors that support the mission and purpose of FPA and as specified in FPA policy. Standing committees shall be listed in the FPA Policy Document. Standing committees may be established as necessary by the President with approval of the Board of Directors. A standing committee may be disbanded upon two-thirds vote of the Board of Directors.

Committee Chairs – The chairs of standing committees shall be appointed by the President and the Executive Committee, subject to the approval of the Board of Directors, for a term of one year. Committee chairs may be reappointed for successive terms. The Immediate Past President shall serve as the chair of the Elections and Awards Committee.

Board and Committee Members – Except as otherwise required in these Bylaws, the members of the standing boards shall be the sum of the members from the corresponding chapter-level boards. Standing committee members shall be appointed by the chair of the committee. The Elections and Awards Committee shall consist of the Immediate Past President as Chair, and the four most recent Past Presidents of FPA, who are available and willing to serve. The Executive Committee shall serve as the Budget and Finance Committee. The Chair of any standing committee or Board may appoint subcommittees to carry out specific tasks or activities.

The President may appoint ad-hoc committees of board members or others as necessary to conduct FPA business. Any ad-hoc committee shall disband at the end of the President's term.

Other Organizational Structures – The Board of Directors may create other organizational structures such as Divisions and Special Interest Groups as deemed necessary to enhance the goals of FPA.

Records – All standing boards and committees shall keep current records of the committee activity and submit a full report to the membership at the annual meeting. Interim reports shall be submitted to the President and Board of Directors whenever deemed necessary by the Board of Directors.

XIII. NOMINATIONS AND ELECTIONS

The Elections and Nomination Committee shall issue annually a call to all eligible voting members of FPA for nominations for the open offices via mail or electronic means. Thirty (30) days after issuing the call for nominations, the Elections and Nomination Committee shall close nominations and shall make a preferential count of the nominees. The Elections and Nomination Committee shall then prepare a slate for the final election ballot.

The Elections and Nomination Committee shall provide to all voting members of FPA the final ballot, which shall include nominees for all open offices.

Thirty days (30) after providing a final ballot, the Elections and Nomination Committee shall close the election cycle.

The Board of Directors shall establish other elections procedures in policy.

XIV. AMENDMENTS TO BYLAWS

Proposal – Suggested amendments to the Bylaws shall be proposed either by the Board of Directors or by petition to the Board of Directors from at least 5% of the membership. Any suggested amendment shall be submitted to the membership for vote. However, if the Board of Directors is opposed to all or part of an amendment suggested by member petition, the Board of Directors may so state in any mail ballot or otherwise.

Procedures – Suggested amendments shall be submitted to the members of FPA at least thirty (30) days prior to voting on the suggested amendment. The suggested amendment must, at the option of the Board of Directors, either be voted by a majority of the membership in attendance at a meeting of the membership, or by majority of those voting via mail or electronic means.

XV. AMENDMENTS TO THE ARTICLES OF INCORPORATION

Proposal – Amendments to the Articles of Incorporation shall be suggested either by the Board of Directors or by petition to the Board of Directors by at least 15% of the membership. Any amendment suggested by petition shall be submitted to the membership for vote. However, if the Board Directors is opposed to all or part of the suggested amendment, the Board of Directors may so state in any mail ballots.

Procedure – Proposed amendments shall be submitted to the members of FPA at least thirty (30) days prior to voting on the proposed amendment. The proposed amendment may, at the option of the Board of Directors, either be determined at a meeting of the membership, or by two-thirds vote of those voting via mail or electronic means.

XVI. INDEMINIFICATION

FPA shall purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

These Bylaws of the Florida Psychological Association, a non-profit corporation existing under the laws of the State of Florida were adopted by the membership via ballot on April 30, 2023.