

**BYLAWS OF THE
AMERICAN SOCIETY FOR ADOLESCENT PSYCHIATRY**

As Amended, March 30, 2008

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**BYLAWS OF THE
AMERICAN SOCIETY FOR ADOLESCENT PSYCHIATRY**

ARTICLE I NAME

The name of the organization shall be the AMERICAN SOCIETY FOR ADOLESCENT PSYCHIATRY. The abbreviation of the name shall be ASAP.

ARTICLE II ASAP PURPOSES

The purpose of ASAP is to:

- To provide a national forum for the enhancement and dissemination of the knowledge and skills of physicians and mental health professionals, through local, regional, and national educational and scientific programs;
- To support the publication of clinical and scientific materials related to adolescent mental health and adolescent psychiatry; and
- To initiate efforts and to cooperate with other organizations on behalf of adolescents' mental health.

ARTICLE III MEMBERSHIP

3.1 GENERAL REQUIREMENTS

3.1.1. Categories of ASAP Membership

- a. Regular Members

- b. Associate Members
- c. Honorary Members
- d. Life Members
- e. Members-in-Training
- f. Institutional Members

3.1.2. Except for Associate and Honorary Members, every ASAP Member must be:

- a. a member of the American Psychiatric Association (APA) or a member of the Canadian Psychiatric Association (CPA) and not be ineligible for membership in the other, except by reason of domicile or residence; or
- b. be eligible for membership in the APA or CPA, and not ineligible for membership in the CPA or APA, except by reason of domicile of residence

3.1.3. As used in these Bylaws, the term "ASAP Member(s)" refers to person(s) who are regular, associate, honorary, or life members, or members-in-training; and Institutional Members shall designate themselves as "Institutional Members of ASAP."

3.2. *REGULAR MEMBERS*

3.2.1. Any person who is a psychiatrist meeting the general requirements in Section 3.1.1 of this Article may apply for Regular Membership. Applications for Regular Membership shall be referred to the Membership Committee. If there is a Regional Society in the area where the applicant resides and/or practices, the recommendations of the Regional Society shall be requested.

3.2.2. Admission to Regular Membership in ASAP shall occur when the applicant is:

- a. provided with an application developed by the Membership Committee;
- b. recommended for approval by the Membership Committee as having met the qualifications for membership established by these Bylaws and the Governing Board; & approved by the Executive Committee.

3.2.3. Regular Members shall have all the rights and privileges of membership, including the right to vote, serve on ASAP Councils and Committees, and hold national office in ASAP.

3.2.4. Regular Members shall pay dues in the amount determined by the Governing Board.

3.3. *ASSOCIATE MEMBERS¹*

3.3.1 An Associate Member shall be a person with education, training, and a post-baccalaureate degree in a mental health or related field.

3.3.2 This includes psychologists, social workers, nurses, physician extenders, counselors, non-psychiatrist physicians, and other disciplines as approved by the Governing Board from time to time.

3.3.3 An Associate Member shall be:

- a. licensed to practice in their field; or

¹ Amended on October 6, 2007, to provide for Associate Members.

- b. a faculty member of an accredited academic institution; or
- c. determined by the Governing Board to have commensurate standing (e.g., through research or publications).

3.3.4 Applications for Associate Membership shall be referred to the Membership Committee. If there is a Regional Society in the area where the applicant resides and/or practices, the recommendations of the Regional Society shall be requested.

3.3.5 Admission to Associate Membership in ASAP shall occur when the applicant has:

- a. completed an application developed by the Membership Committee;
- b. been recommended for approval by the Membership Committee as having met the qualifications for membership established by these Bylaws and the Governing Board; and
- c. been approved by the Executive Committee.

3.3.6 An Associate Member must be a member of his/her discipline's national organization or is not ineligible for membership.

3.3.7 Associate Members are eligible to participate in all ASAP Councils and Committees, but do not have the right to vote or hold national office in ASAP

3.4 HONORARY MEMBERS

3.4.1. An Honorary Member shall be a psychiatrist, physician, or non-psychiatric mental health professional who has made outstanding contributions to adolescent psychiatry. An invitation to be an Honorary Member shall be approved by the Governing Board.

3.4.2. Honorary Members shall not hold office nor pay dues. An Honorary Member does not receive the publications of the Society except by subscription.

3.5 LIFE MEMBERS

3.5.1. Life Members are those whose years of membership in ASAP, plus age at the start of the fiscal year, equals or is greater than 95. Attainment of Life status shall be upon the Membership Committee's certification that the member has met the foregoing criteria. Life Members are recognized by the conferral of an appropriate certificate.

3.5.2 Life Members are exempt from all except 60% of the relevant ASAP Regular Member dues. Life Members will receive all ASAP publications. Life Members will also be eligible for conference registration rates of 75% the regular ASAP membership charge.

3.6 MEMBERS-IN-TRAINING

3.6.1 A Member-in-Training shall be a physician who has completed at least one year of an accredited residency in psychiatry and who meets the general requirements for membership in Section 3.1 of this Article (except the APA or CPA membership or eligibility shall be for membership-in-training rather than for regular membership).

3.6.2. There is no Member-in-Training category for Associate Members.

3.6.3. Dues for a Member-in-Training shall be 20% of ASAP Regular Member dues, unless the person desires to receive the Annals in which case they shall be 60% of ASAP Regular Member dues.

3.7 *INSTITUTIONAL MEMBERS*

3.7.1. There shall be a category named "ASAP Institutional Member," and those admitted to ASAP membership in this category shall be entitled to designate themselves as "ASAP Institutional Members."

8.5.3 Any psychiatric facility serving adolescents may apply to be an Institutional Member.

8.5.4 Such institutions shall be:

- a. Accredited by the Joint Commission on Accreditation of Healthcare Organizations (JCAHO),
- b. Have a Medical Director who is an Individual Member in good standing of ASAP,
- c. Be eligible for membership in the National Association for Psychiatric Treatment Centers for Children (NAPTCC), and/or the American Association for Children's Residential Centers (AACRC), and
- d. Be sponsored by an ASAP Individual Member.

3.7.3. Admission to institutional membership shall be by:

- a. Submission of an application for institutional membership to the Membership Committee;
- b. Membership Committee certification that the applicant meets the criteria and recommendation to the Governing Board for approval; and
- c. Approval of membership by the Governing Board.

3.7.4. An application fee and annual dues shall be assessed in the amount determined by the Governing Board .

3.7.5 Institutional Members shall be listed in the ASAP Newsletter and the ASAP Directory, and they will receive a copy of each ASAP publication.

3.7.6. Institutional Members shall not have the right to vote, serve on ASAP Councils and Committees, or hold national office in ASAP.

3.7.7. Removal from membership shall occur if the institution no longer meets the requirements for Institutional Membership (e.g., loss of licensure or accreditation) or for non-payment of annual dues.

3.8 *FELLOWS*

3.8.1. To be a candidate for the honor of being an ASAP Fellow, the member must have been a member of the American Society for Adolescent Psychiatry (ASAP) for a minimum of eight years, and must have been actively involved in the affairs of ASAP, nationally or locally, through a constituent society or as a member-at-large.

- 3.8.2. Active and Life Members may be honored by election to Fellowship. A candidate for ASAP Fellowship shall be elevated on five parameters:
- a. Certification by the American Board of Psychiatry and Neurology, the Royal College of Physicians and Surgeons of Canada, the American Board of Adolescent Psychiatry, or their equivalent.
 - b. Active participation in the affairs of the community, particularly with reference to the psychiatric needs of youth.
 - c. Outstanding clinical and administrative contributions to mental health services, particularly those serving the needs of youth.
 - d. Outstanding contributions to the teaching programs of a hospital, clinical, medical school, or other academic institution, including aspects of adolescent psychiatry.
 - e. Contributions to psychiatric research and/or publications.
- 3.8.3 A candidate for ASAP Fellowship may be recommended by a constituent society, by members of the Governing Board, or upon recommendation of three ASAP Fellows.
- a. Nomination by a constituent society: The local society must thoroughly evaluate the candidate's credentials, including satisfactory completion of the Nomination for Fellowship Form and supporting letters. If the local society determines that the candidate qualifies to be a Fellow, all supporting material should be sent to the ASAP Membership Committee.
 - b. Nomination by a member of the Governing Board: The Board member should be personally familiar with the candidate's credentials, and whether he meets the criteria for fellowship, including satisfactory completion of the Nomination for Fellowship Form. If so, the Board member shall send all supporting material to the ASAP Membership Committee
 - c. An ASAP member in good standing who believes that he may meet the criteria for fellowship shall complete the Nomination for Fellowship Form, obtain letters of recommendation from at least three ASAP Fellows, and submit the Nomination for Fellowship Form, the recommendation letters, and any other supporting data to the ASAP Membership Committee.
 - d. If a nominee is a member of a constituent society, the Membership Committee shall ask the constituent society for its recommendation, and that recommendation will be taken into account in the Membership Committee deliberations.
 - e. In all cases, the Membership Committee will review the credentials and make a recommendation at the next Governing Board Meeting. Election to Fellowship shall be made by a two-thirds majority vote of the Governing Board.

3.9 ANNUAL MEMBERSHIP BUSINESS MEETING²

8.5.3. There shall be an annual business meeting for all members.

8.5.4. The Governing Board shall schedule all membership meetings, as required in Section 5.3.6.

8.5.5. While all ASAP members may attend the annual business meeting, only Regular, Life, and Fellow Members are entitled to vote.

3.9.4. The annual Membership Business meeting may be held in conjunction with a Governing Board meeting, immediately before or after.

² Section 3.9 "Membership Business Meeting" amended March 30, 2008 to differentiate it from the Governing Board

3.10 ***ETHICAL COMPLAINTS***

- 3.10.1. Any complaint made to ASAP, to any ASAP officer, ASAP component, or to a Constituent Regional Society, containing allegations that an ASAP member acted in an unethical or unprofessional manner, must be in writing and signed by the complainant. Any such complaint made to a Constituent Regional Society shall be forwarded to ASAP for action pursuant to this Section.
- 3.10.2. All such complaints shall be handled by the Council on Administration and Organization in the following manner:
- a. The complainant shall be informed of whether the member belongs to the national professional organization for his/her discipline. In the event that the member belongs to that organization, the complainant shall be informed of how to report his or her allegations to that organization. If the ASAP member does not belong to that organization, then the complainant shall be informed of how to report his or her allegations to the licensing body having jurisdiction over the ASAP member.
 - b. For complaints regarding Associate Members, complainants shall be informed of the Associate Members' membership in their respective professional organization.
 - c. If the complaint is about an Institutional Member, the complainant shall be promptly informed of whether the member belongs to NAPTC or AACRC. In the event that the Institutional Member belongs to either organization, the complainant shall be informed of how to report his or her allegations to the organizations. If the ASAP Institutional Member does not belong to one of these organizations, then the complainant shall be informed of how to report his or her allegations to the state licensing body with jurisdiction over the ASAP Institutional Member.
- 3.10.3. The ASAP Individual or Institutional Member named in the complaint shall be promptly notified that a complaint was received, of the substance of the allegations, and the recommendation made to the complainant.

ARTICLE IV CONSTITUENT SOCIETIES AND GROUPS

4.1 ORGANIZATIONAL STRUCTURE

- 4.1.1. Historically, ASAP was a confederation of constituent societies.
- 4.1.2. ASAP is now an organization of members, as defined in Article III, above. Members may be organized into constituent societies or groups.

4.2 CONSTITUENT REGIONAL SOCIETIES

- 4.2.1. To be designated a Constituent Regional Society, a group must meet the following requirements:
- a. have at least ten ASAP individual members from a defined geographic region;
 - b. have aims and purposes consistent with those of ASAP;
 - c. have Bylaws approved by the Council on Administration and Organization of ASAP

- d. as meeting the requirements for admission into ASAP;
- e. be voted into membership by a two-thirds vote of the Governing Board; and agree to participate in the ASAP Governing Board, in accord with these Bylaws.

4.2.2. To maintain participation in ASAP as a Constituent Regional Society, the Regional Society shall:

- a. continue to meet the provisions of these Bylaws as outlined in Section 4.2.1.
- b. have any changes to the Regional Society Bylaws approved by the Council on Administration and Organization and be kept on file at the ASAP Office;
- c. have voting members and officers who are psychiatrists;
- d. continue to have at least ten ASAP individual members from their defined geographic region; and
- e. continue to participate in the ASAP Governing Board in accord with these Bylaws.

4.2.3. A Constituent Regional Society may be suspended or expelled for due cause by a two-thirds vote of the Governing Board. (This is at the Governing Board's discretion.)

4.2.4. A Constituent Regional Society may resign at any time but shall not be relieved from its obligations to pay its share of any expenses for which ASAP has been committed prior to its withdrawal.

ARTICLE V GOVERNING BOARD

5.1 PURPOSE

The Governing Board is ASAP's governing body.

5.2 COMPOSITION³

5.2.1. Voting Members

- a. Elected Officers
 - (1) President
 - (2) President-Elect
 - (3) Vice President
 - (4) Secretary
 - (5) Treasurer
 - (6) Four Members-at-Large
- b. Constituent Society Delegates

One delegate from each Society that has ten or more members 90 days prior to the annual business meeting. The President of the Constituent Society or his/her designee shall be the Constituent Society's member on the Governing Board. Each shall serve until a successor has been designated.
- c. Past Presidents
 - (1) Penultimate Past President
 - (2) Immediate Past President

³ Amended on March 30, 2008 for clarity

5.2.2. Non-voting Members

- a. Appointed Chairs of Councils
 - (1) Administration and Organization
 - (2) Programs and Meetings
 - (3) Topical Affairs
 - (4) Educational and Scientific Activities
 - (5) Certification in Adolescent Psychiatry (If new section 8.5 is approved.)
- b. Editors
 - (1.) Annals of Adolescent Psychiatry
 - (2.) ASAP Newsletter
- c. Continuing Medical Education (CME) Officer
- d. Former Past Presidents
- e. Committee Chairs
- f. Liaison Officers

5.3 POWERS AND FUNCTIONS

- 5.3.1. Set policy, aims, and goals
- 5.3.2. Define and regulate the relationships among ASAP, Constituent Regional Societies, Constituent Groups, and members.
- 5.3.3. Vote upon the admission of new Constituent Regional Societies and Constituent Groups;
- 5.3.4. Hold elections of ASAP Officers;
- 5.3.5. Instruct and review actions of its Executive Committee;
- 5.3.6. Set time and place of Annual Meetings and Special Meetings in conjunction with the President, Executive Committee and Council on Programs and Meetings;
- 5.3.7. Set the amount of dues and assessments upon the recommendation of the Treasurer, Executive Committee and Council on Administration and Organization;
- 5.3.8. Oversee the operations of the Annals of Adolescent Psychiatry, the ASAP Website, the ASAP Newsletter, and other ASAP publications in conjunction with the Editors and the Council on Educational and Scientific Activities;
- 5.3.9. Take action to suspend or expel a Constituent Regional Society or Group, to drop an ASAP Member, the latter on account of loss of eligibility for membership;
- 5.3.10. Shall meet at least once annually in open meetings with the unit vote, as defined in this Article, Section 5.4.4; having given each Constituent Regional Society, Constituent Group, and the membership as a whole advance notice of meeting time and place, and having solicited agenda items from each Society, Group, and the membership.
- 5.3.11. Shall review and ratify or nullify all actions of the Executive Committee.
- 5.3.12. Amend these Bylaws in accordance with the procedures outlined in Article XI;

5.3.13. Perform all other duties of a governing body.

5.4 GOVERNING BOARD MEETINGS

5.4.1. Advance notice of the date, time, and place of a meeting shall be given each member of the Governing Board. This information shall also be given in advance to all ASAP members. The Secretary will send the agenda and Council reports to all members 30 days before the meeting. This notice may be sent by the United States Postal Service, by e-mail, by publication in the Newsletter, and/or by posting on the ASAP Website,

5.4.2. Meetings shall be presided over by the President. In his/her absence, the President-Elect or the next ranking officer present shall preside.

5.4.3. A quorum shall consist of a 25% representation of the voting members.

5.4.4. Each member shall be entitled to cast only one vote, even if he or she holds more than one position. A tie vote means that a motion has failed since the President will have already cast his/her vote, and a simple majority is needed to pass a motion.

5.4.5. Unless otherwise stated in these Bylaws, a simple majority vote is required to carry a motion or resolution.

5.4.6. If a voting member is absent, he may cast a vote by written proxy by delivery of instructions on a specific issue to the ASAP Secretary.

5.4.7. All meetings of the Governing Board may be attended by any ASAP member without vote, except for any portion of a meeting in which personnel issues or the ethics of a particular ASAP member/applicant are discussed.

5.4.8. Special meetings may be called pursuant to Section 5.4.1, above.

5.4.9. The President may, upon the approval of the Executive Committee, have a written or electronic ballot on specific issues, without convening a meeting, with a majority and quorum for the purposes of the vote being the same as otherwise stated in these Bylaws.

ARTICLE VI. OFFICERS

6.1 OFFICERS AND ELECTIONS⁴

6.1.1. Elected officers of ASAP shall be: a President, a President-Elect, a Vice President, a Secretary, a Treasurer, and two Governing Board Members at Large.

6.1.2. Individual ASAP members present at the annual business meeting elect national officers.

6.1.3. Any ASAP member in good standing is eligible to be a candidate for office, including re-election, unless prohibited by these Bylaws.

⁴ Amended March 18, 2006 to clarify nomination and election process.

- 6.1.4. Elections are held annually.
- a. Annual elections shall be held for the President-Elect and the Vice President.
 - b. Biannual (every two-years) elections shall be held for the Secretary, Treasurer, and two of the Governing Board Members-at-Large. The Secretary and Treasurer shall be elected on alternate years. Two of the four Members-at-Large shall be elected every two years, and the other two shall be elected on alternate years.
 - c. The President-Elect becomes President at the end of his term of office; therefore, there is no specific vote for President.
- 6.1.5. The Nominating Committee (See Bylaws Section 9.1.1) shall present its slate of nominees to the Governing Board (for information only) and the national office at least 100 days before the date of the annual meeting.
- 6.1.6. At least 90 days before the date of the annual business meeting, the national office shall notify the membership of the Nominating Committee's slate, the petition process for nominating additional candidates for office, and the election schedule.
- 6.1.7. Additional candidates for any office may be nominated by petition of at least ten members in good standing. The petition shall be sent to the ASAP office by registered mail, for receipt no later than 60 days before the election date. The Council on Administration and Organization may promulgate specific rules by which the candidates may campaign for office.
- 6.1.8. The ASAP office shall distribute information about the election process and about each candidate to the entire ASAP membership, at least 35 days before the business meeting. They may be sent by the United States Postal Service, by e-mail, by publication in the Newsletter, and/or by posting on the ASAP Website,
- 6.1.9. Each officer shall be elected by a plurality of ASAP members present at the Annual Membership Business Meeting voting for the specific office.
- 6.1.10. Newly elected officers shall take office at the conclusion of the Annual Membership Business Meeting, and each shall serve until a successor has been duly elected, qualified, and entitled to take office.

6.2 *DUTIES OF THE PRESIDENT*

- 6.1.1. Preside over meetings of the Governing Board and the Executive Committee;
- 6.2.2. Appoint the chairs and membership of all Councils, Standing and Ad Hoc Committees, and Liaison Officers in consultation with the Executive Committee;
- 6.2.3. Implement and carry out the functions of the organization within guidelines established by the Governing Board and shall be accountable to the Governing Board;
- 6.2.4. Serve on the Council on Educational and Scientific Activities and on the Topical Studies Council and as an ex-officio member of every other Council;⁵ and

⁵ Amended on March 1, 2007, to add membership on two specific Councils, not just ex-officio.

6.2.5. May delegate specific tasks to members of the Governing Board, E.g., coordination of Councils, Committees, and Liaison Officers.

6.3 *DUTIES OF THE PRESIDENT-ELECT*

6.3.1. The President-Elect shall automatically succeed the President at the conclusion of the term of office. If a vacancy should arise in the Office of President during the term, the President-Elect would assume the duties of President for the remainder of the term and would then serve a full term as President.

6.3.2. The President-Elect shall assist the President in whatever duties the President shall assign.

6.3.3. During the absence or disability of the President, the President-Elect shall exercise the duties of the President.

6.3.4. The President-Elect shall serve as a member of the Programs and Meetings Council.

6.3.5. The President-Elect shall serve as the Program Committee Chair for the Annual Meeting to be held at the end of his term of office.

6.4 *DUTIES OF THE VICE-PRESIDENT*

6.4.1. The Vice-President shall assist the President in carrying out the major functions of ASAP.

6.4.2. The Vice-President shall be elected for a one-year term.

6.4.3. The Vice-President shall be a member of the Council on Programs and Meetings during his term in office.

6.5 *DUTIES OF THE SECRETARY*

6.5.1. The Secretary shall be elected for a two-year term of office, in alternate years with the Treasurer.

6.5.2. The Secretary shall supervise the keeping of the records of the meetings, the issuance of notices of Meetings, and the solicitation of agenda items; and shall oversee the maintenance and updating of the Bylaws

6.5.3. The Secretary shall perform the usual duties of a Secretary of an organization under the supervision of the President and the Governing Board.

6.5.4. The Secretary shall serve on the Administration and Organization Council.⁶

6.6 *DUTIES OF THE TREASURER*

⁶ Amended on March 1, 2007, to serve on the Administration and Organization Council for the full term of office.

- 6.6.1. Supervise the collection of dues and assessments by the ASAP Executive Director.
- 6.6.2. Supervise the deposits and investment of ASAP funds by the ASAP Executive Director, subject to the approval of the ASAP President and Governing Board;
- 6.6.3. Prepare an annual budget and present it to the Governing Board for its approval at least 60 days before the beginning of the fiscal year.
- 6.6.4. Make recommendations for changes in dues structure and assessments when necessary.
- 6.6.5. Supervise the payment of bills properly rendered to the corporation.
- 6.6.6. Perform the usual duties of a Treasurer of a corporation under the supervision of the President and the Governing Board.
- 6.6.7. Supervise the financial duties of the Executive Director and any other persons employed by the organization.
- 6.6.8. Serve on the Council on Administration and Organization.

6.7 *DUTIES OF THE BOARD MEMBERS-AT-LARGE*

- 6.7.1. Assist in the deliberations of the Governing Board
- 6.7.2. Serve on Councils as appointed by the President.
- 6.7.3. May succeed self in office.

6.8 *CONTINUING MEDICAL EDUCATION (CME) OFFICER AND ASSISTANT CME OFFICER*

- 6.8.1. Shall be appointed by the President for annual terms.
- 6.8.2. Shall be responsible for coordinating with any organization providing continuing medical education credit for ASAP scientific programs under Accreditation Council for Continuing Medical Education (ACCME) standards.
- 6.8.3. Shall have responsibility for performing duties necessary for the planning and evaluation of all medical education sponsored by the Society
- 6.8.4. Shall maintain necessary records required for accreditation of the program.
- 6.8.5. Shall be members of the Council on Programs and Meetings and of the Council on Educational and Scientific Activities. Shall also be ex-officio members of the Council on Certification in Adolescent Psychiatry.
- 6.8.6. Shall be members of the Annual Program Committee and of the Permanent Program Committee.
- 6.8.7. May succeed him/herself in office.

6.9 VACANCIES IN OFFICE

- 6.9.1. In the event of a vacancy in the Office of the President, the President-Elect shall succeed and assume all the duties of the President. A President-Elect who has completed his predecessor's term as President may continue as President during the following year when he was to be President. The Office of the President-Elect shall then be filled at the next Election of Officers.
- 6.9.2. In the event of a vacancy in any office other than the President, the vacancy shall be filled by a majority vote of the Governing Board. This vote may occur at a meeting, by mail, or electronically. The Governing Board shall appoint any ASAP member to fill the vacancy until the next regular Election of Officers.
- 6.9.3. In the event of incapacity or the non-performance of required duties and assignments, officers may be asked to resign or may be removed from office by action of the Governing Board with a 2/3 vote subject to a special quorum requirement of 2/3 of the voting members of the Governing Board.

ARTICLE VII. EXECUTIVE COMMITTEE

7.1 MEMBERSHIP

The Executive Committee (of the Governing Board) shall consist of seven officers: the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, and Penultimate Past President.⁷

7.2 DUTIES

- 7.2.1. implementation of the mandates and recommendations of the Governing Board;
- 7.2.2. provide consultation to the President on appointments to Councils, Committees, and other positions;
- 7.2.3. review of existing policies for consideration by the Governing Board;
- 7.2.4. review agenda and have input into agenda for meetings of the Governing Board;
- 7.2.5. assist the President in carrying out interim and emergency functions of ASAP between meetings of the Governing Board, subject to review and ratification by the Governing Board;
- 7.2.6. meet at the discretion of the President or at the request of a majority of the Executive Committee; and
- 7.2.7. fill vacancies in certain offices as outlined in Section 6.9.

ARTICLE VIII. COUNCILS

⁷ Amended on March 18, 2006 to add the two past presidents to the Executive Committee.

8.1 COUNCIL ON ADMINISTRATION AND ORGANIZATION

The Council on Administration and Organization,

- 8.1.1. in conjunction with the Treasurer, monitors and reviews all fiscal and budgetary issues;
- 8.1.2. recommends to the Governing Board any changes in the amount of membership dues;
- 8.1.3. makes recommendations on accepting or modifying the Constitution and Bylaws of Constituent Societies;
- 8.1.4. handles all complaints regarding ethical conduct of ASAP members;
- 8.1.5. in conjunction with the Council on Educational and Scientific Activities, conducts a joint review of publishing contracts when necessary;
- 8.1.6. oversees the Membership Committee and its activities; including:
 - a. designing and executing membership development activities;
 - b. evaluating applications for Membership and Fellowship, and making recommendations to the Governing Board;
- 8.1.7. in conjunction with the Council on Educational and Scientific Activities, conducts a joint review of publishing contracts when necessary; and
- 8.1.8. conducts other activities related to the internal business aspects of ASAP.
- 8.1.9. The Treasurer and Secretary serve as members of this Council.⁸
- 8.1.10. oversees the Bylaws Committee and its activities; and
- 8.1.11. The Council Chairperson is an ex-officio member of the Governing Board.

8.2 COUNCIL ON EDUCATIONAL AND SCIENTIFIC ACTIVITIES

- 8.2.1. The Council on Educational and Scientific Activities, in conjunction with the Governing Board and the Editors, oversees the operations of the Annals of Adolescent Psychiatry, the ASAP Newsletter, and the ASAP Website;
- 8.2.2. in conjunction with the Council on Administration and Organization, conducts a joint review of publishing contracts when necessary;
- 8.2.3. develops criteria for review of research proposals; reviews research grant proposals; reviews research grant applications; recommends research grant awardees for approval by the Governing Board; and
- 8.2.4. conducts other business related to the educational and scientific goals of ASAP.

⁸ Amended on March 1, 2007, to have the Secretary and Treasurer serve throughout their terms as members of the Administration and Organization Council.

8.2.5. The Council supervises the Accreditation Council on Fellowships in Adolescent Psychiatry (ACFAP). As such, the ACFAP is a semi-autonomous component of ASAP responsible to the Governing Board and governed in accordance with its own Bylaws. ACFAP

- a. identifies post-psychiatry residency fellowship programs in adolescent psychiatry;
- b. establishes and periodically revises standards for fellowship programs in adolescent psychiatry;
- c. surveys programs to determine conformity to these standards;
- d. encourages the development of fellowship programs in adolescent psychiatry;
- e. stimulates and encourages teach and research in the field of adolescent psychiatry.

8.2.6. The CME Officer and President of ASAP serve as members of this Council.

8.2.7. The Council Chairperson is an ex-officio member of the Governing Board.

8.3 COUNCIL ON PROGRAMS AND MEETINGS

8.3.1. The Council on Programs and Meetings recommends a time and place for Annual Meetings, Fall Business Meetings and any other special meetings to the Executive committee and Governing Board;

8.3.2. oversees the Permanent and Annual Program Committees and the CME Officers;

8.3.3. works with the individual constituent societies and the individual constituent groups to solicit their active participation in the development and support of local meeting arrangements;

8.3.4. recommends and implements strategies for developing educational exhibits at the Annual Meeting;

8.3.5. works with the Program Committees to establish speaker reimbursement policies; and is responsible for other programmatic aspects of ASAP, as appropriate.

8.3.6. The CME Officer and Assistant CME Officer serve as ex-officio (non-voting) members of this Council, and the President-Elect and Vice-President serve as members of the Council.

8.3.7. The Council Chairperson is an ex-officio member of the Governing Board.

8.4 COUNCIL ON TOPICAL STUDIES

8.4.1. The Council on Topical Studies develops topical position statements for review and approval by the Governing Board;

8.4.2. recommends and oversees the distribution and/or promotion of approved position statements; and

8.4.3. conducts other activities relating to an organizational statement on or response to issues relating to adolescent psychiatry.

8.4.4. The President serves on this Council.⁹

8.4.5. The Council Chairperson is an ex-officio member of the Governing Board.

8.5 COUNCIL ON CERTIFICATION IN ADOLESCENT PSYCHIATRY¹⁰

8.5.3 The Council on Certification in Adolescent Psychiatry is the successor organization to the American Board of Adolescent Psychiatry (ABAP).

8.5.3 The Council is responsible for developing and administering certification and recertification examinations in Adolescent Psychiatry.

8.5.3 The Council maintains all ABAP records and provides confirmation of certification in Adolescent Psychiatry upon request.

8.5.4 The Council consists of at least five ASAP members who shall be known as directors of the "ASAP Board of Adolescent Psychiatry (A-BAP)." They are responsible for the creation and administration of examinations that will (a) evaluate a psychiatrist's knowledge and ability to evaluate and treat adolescents, and (b) certify competence in evaluation and treatment of adolescents.

8.5.5 The ASAP President shall appoint the five A-BAP Directors, after consultation with the ASAP Governing Board. Initially, the five directors shall be appointed for one-, two-, three-, four-, and five-year terms. Subsequently, when a director's term expires, each new A-BAP appointment will be for a full five-year term. Directors may be re-appointed to succeed themselves. If a director is unable to complete his or her term, the ASAP President shall appoint another individual to serve the remainder of that term.

8.5.6 The ASAP President shall appoint one of the A-BAP directors to serve as the Council Chair. The Council Chair will also serve as the A-BAP presiding officer.

8.5.7 The ASAP President may appoint additional ASAP members to the Council on Certification in Adolescent Psychiatry to serve as non-voting consultants and advisors to the five A-BAP directors.

8.5.8 The ASAP President and CME Officer shall serve as non-voting ex-officio members of the Council if they aren't already serving as A-BAP directors.

8.5.9 The Council Chairperson is an ex-officio member of the ASAP Governing Board.

8.5.10 Continuity: ASAP is committed to ensuring the integrity of the original ABAP certification process and to provide those individuals who have been certified by ABAP the opportunity to be recertified in adolescent psychiatry, at least through 2013. In order to accomplish that, the Council may continue to exist to fulfill that responsibility, even if ASAP itself is reorganized or dissolved. The Council is therefore a semi-autonomous organization within ASAP, under the ASAP Governing Board, with its own Bylaws.

⁹ Amended on March 1, 2007, for the President to serve as a member of this Council, not just ex-officio.

¹⁰ Amended on March 30, 2008 to add this Council.

ARTICLE IX. COMMITTEES

9.1 STANDING COMMITTEES

9.1.1. Nominating Committee¹¹

- a. Membership
 - (1) The Nominating Committee shall consist of the Immediate Past President, who shall be the Chairperson, and at least four but not more than six members.
 - (2) Appointments to the Nominating Committee shall be made by the Immediate Past President, with consultation from the President and the President-Elect, and approval of the Executive Committee, no later than 120 days before the election.
 - (3) Appointments to the Nominating Committee shall be made with regard for representation from both sexes, various geographical areas, and minority groups.
- b. The Nominating Committee shall seek input from the Governing Board and the Past Presidents in preparing its slate of nominations.
- c. The slate may consist of one or more names for each office.
- d. The Nominating Committee shall consider these general guidelines in developing its slate:
 - (1) demonstration of competence, by service on the national level within the preceding two years;
 - (2) geographical balance, to ensure national representation among ASAP Officers;
 - (3) training balance, to ensure representation of psychiatrists with and without subspecialty training in child and adolescent psychiatry; and
 - (4) practice balance, among psychiatrists working in the private, public, and academic sectors.

9.1.2. Past Presidents Committee

- a. The Past Presidents Committee shall consist of the Past-Presidents of ASAP, the current President, and the current President-Elect.
- b. The Chairperson shall be the immediate Past-President.
- c. This Committee shall report its findings and recommendations to the Executive Committee and to the Governing Board.

9.1.3. Program Committees

- a. The Permanent Program Committee shall ensure continuity from year-to-year regarding programs, arrangements, strengths of specific programs, and weaknesses of specific programs.
- b. The Annual Program Committee shall be responsible for planning and implementing the annual program. This Committee shall be chaired by the President-Elect.
- c. Both committees report to the Programs and Meetings Councils.
- d. The Continuing Medical Education Officer and Assistant Continuing Medical Education Officer shall be ex-officio members of both these Committees.

¹¹ Amended on March 18, 2006 to clarify the membership and process of the Nominating Committee.

9.1.4. Membership Committee

- a. The Membership Committee shall be responsible for reviewing all individual membership applications, and if an applicant meets the criteria for regular or associate membership established by the Governing Board, approving the applicant's membership application.
- b. The Committee shall approve the membership application and implement a process for review and approval of membership applications.
- c. The Committee shall review all applications for institutional membership and make a recommendation to the Administrative and Organization Council for transmission to the Governing Board for approval or disapproval.
- d. The Committee shall review all applications for fellowship and make a recommendation to the Administrative and Organization Council for transmission to the Governing Board for approval or disapproval.
- e. The Committee shall report to the Administration and Organization Council.
- f. The Committee is responsible for membership recruitment, maintenance, and development

9.1.5. Bylaws Committee

- a. The Bylaws Committee shall be responsible for receiving and reviewing all proposed amendments.
- b. Anyone proposing an amendment shall submit it in writing to the Chair of the Bylaws Committee. The Committee shall review the wording and make changes only so phrasing is consistent with the existing Bylaws. Any changes must be approved by the individual or group submitting the amendment.
- c. The Bylaws Committee shall review the Bylaws annually and may propose amendments on its own initiative.
- d. The Bylaws Committee will discuss the proposed amendment and, with input from the individual or group submitting the proposal, shall submit the proposal to the Governing Board at least thirty (30) days before it votes with the following information:
 - (1) the proposed amendment,
 - (2) a statement in support of the amendment,
 - (3) a statement in opposition to the amendment, and
 - (4) a recommendation for action by the Governing Board.
- e. The Committee shall report to the Administration and Organization Council, for all purposes other than their formal submission of amendment proposals to the Governing Board.

9.2 *AD HOC COMMITTEES*

The President shall appoint as many Ad Hoc Committees as are needed to implement the purposes and functions of ASAP.

9.3 *ESTABLISHING AND DISCONTINUING COMMITTEES*

The President and Governing Board, pursuant to these Bylaws, are empowered to appoint, abolish, and/or reorganize the standing Committees.

ARTICLE X. FINANCES

10.1 DUES

Each ASAP member will pay dues as determined by the Governing Board. The Governing Board will determine the amount of dues and assessments upon the recommendation of the Treasurer, the Executive Committee, and the Council on Administration and Organization.

10.2 FAILURE TO PAY DUES

Any ASAP member failing to pay dues and assessment within one year will be dropped from membership.

10.3 DUES YEAR

The dues year shall begin on January 1 and end on December 31 of each calendar year.

10.4 FISCAL YEAR

The fiscal year shall be the same as the dues year.

10.5 ACCEPTANCE OF OTHER FUNDS

ASAP shall have the power to solicit and accept funds from foundations or other sources for such projects as the Governing Board may deem advisable.

ARTICLE XI. AMENDMENTS

11.1 PROPOSAL OF AMENDMENTS

11.1.1. A proposed amendment may be offered by:

- a. a petition signed by at least twenty (20) members in good standing,
- b. any Constituent Society,
- c. any Constituent Group,
- e. a Member of the Governing Board,
- f. the Executive Committee, or
- g. a duly designated Bylaws Committee

11.1.2. Anyone proposing an amendment shall submit it in writing to the Chair of the Bylaws Committee. The Committee shall review the wording and make changes only so phrasing is consistent with the existing Bylaws. Any changes must be approved by the individual or group submitting the amendment.

11.1.3. The Bylaws Committee will discuss the proposed amendment and, with input from the individual or group submitting the proposal, shall submit the proposal to the Governing Board at least thirty (30) days before it votes with the following information:

- a. the proposed amendment,
- b. a statement in support of the amendment,
- c. a statement in opposition to the amendment, and
- d. a recommendation for action by the Governing Board.

11.1.4. The proposal may be transmitted in writing by USPS mail, Fax, and/or E-Mail.

11.2 VOTING ON THE PROPOSED AMENDMENT

11.2.1. Voting may be in person, by telephone conference, and/or electronically.¹²

11.2.2. The Governing Board must approve an amendment by a two-thirds majority vote of those Board Members voting.

11.3 SUBMISSION OF APPROVED AMENDMENTS TO ASAP MEMBERSHIP

11.3.1. Unless waived unanimously by the Governing Board, the amendment shall be submitted to all voting members of the ASAP within thirty (30) days of the Governing Board's approval.¹³

11.3.2. In addition to the amendment, the Bylaws Committee statements in support and in opposition to the amendment, and the Bylaws Committee recommendation to the Governing Board shall be included.

11.3.3. The ASAP President may also include a statement on behalf of the Governing Board.

11.3.4. The Membership shall be asked to endorse or nullify the Governing Board's approval of the amendment.

11.4.5. For the Governing Board's action to be nullified, the vote shall:

- a. have at least thirty percent (30%) of the active membership voting, and
- b. at least two-thirds of the numbers of votes cast to nullify the Governing Board action.

ARTICLE XII. ADOPTION

12.1 ADOPTION PROCESS

These Bylaws shall be adopted when approved according to the existing provisions to amend the Bylaws.

12.2 EFFECTIVE DATE

These Bylaws shall be effective as soon as a motion to accept the amendments is passed by the House of Delegates and announced by the presiding officer.

BYLAWS HISTORY: Adopted: January 1, 2005;
Amended: March 18, 2006; March 1, 2007; October 6, 2007; and March 30, 2008.

¹² Amended on March 30, 2008 to clarify the processes of voting.

¹³ Amended on March 18, 2006 to allow minor changes in Bylaws without immediate membership vote.