

Recommendation for Amendments to the PCC Bylaws

PCC Members,

The Executive Committee of the Psychoanalytic Center of the Carolinas met on July 12, 2023, to discuss a series of proposed amendments, updates, and minor corrections to the PCC bylaws*. Several of these amendments are simple changes to address the addition of the executive director position, correction of outdated terms, and synchronizing the bylaws with the policies and procedures adopted by the board or the TEC. These recommendations were presented to the Board of Directors and discussed during the August, September, and October Board meetings. The board now presents them to the full membership for review and comment prior to a vote to be held at the Annual Meeting of Members scheduled for **Saturday June 29, 2024, at 11:00.**

Below are notes from the Executive Committee and Board discussions along with language from the proposed sections. [You may click here to see the current bylaws.](#) If you have any questions or concerns about these amendments, please contact President Harold Kudler, kudle001@duke.edu, or Executive Director Vann Pearsall, Vann@CarolinaPsychoanalytic.org.

**Article VIII; Section 4: Amendment to Bylaws.*

The Bylaws may be altered, amended, or repealed by a vote of two-thirds (2/3) of the entire Board of Directors and both a majority of the Membership and a majority of the Professional Members, voting in person or by proxy at the annual meeting of members, a regular meeting of members, or any special meeting of members at which a quorum of 50% of the Professional Members is present. Any bylaws amendment proposal will only be presented to the membership by the Board after the final version of the amendment has been discussed at least two separate meetings of the Board. The final version of any proposed amendment to the Bylaws must be distributed to the membership at least thirty (30) days prior to the vote.

Proposed Amendments:

1. Full Document Update

Proposed Amendment: Since the abbreviation for the American Psychoanalytic Association has changed, the first proposed amendment would be to update the bylaws to reflect this change: From APsA to APSA.

2. ARTICLE I-OFFICES, Section 2 – Other Places of Business

Proposed Amendment: Remove the word “Foundation” and replace with “PCC.”

- Current:
 - Branch or subordinate offices may be established at any time by the Board of Directors at any place or places where **the Foundation** is qualified to do business.
- Proposed:
 - Branch or subordinate offices may be established at any time by the Board of Directors at any place or places where **the PCC** is qualified to do business.

ARTICLE III – MEMBERS, Section 3 - Meeting of the Members

3. Section 3C, Quorum

Proposed Amendment: Remove “Clinical Members” as that membership category no longer exists.

Notes: During the membership review process in 2019, the “Clinical” membership level became “Professional.”

- Current: Except as stated specifically to the contrary, a valid quorum exists at any meeting of the members including Annual Meetings and Special Meetings at which 25% of the **Clinical Members** entitled to vote are present or represented by proxy.

Recommended Amendments to the PCC Bylaw

- Proposed: Except as stated specifically to the contrary, a valid quorum exists at any meeting of the members including Annual Meetings and Special Meetings at which 25% of the **members** entitled to vote are present or represented by proxy.

4. Section 3D, Manner of Acting

Proposed Amendment: Update language to include “electronic polling system” as a means of voting given our continued use of virtual meetings.

Notes: During the pandemic, the governor signed an executive order allowing all corporations and non-profit organizations to use electronic meeting and voting systems, since most bylaws did not address this option. This amendment acknowledges the increased use of virtual tools to conduct PCC business.

- Current: Unless otherwise required by law, the Articles of Incorporation or these Bylaws, the vote of the majority of the members present or via proxy at a meeting at which a quorum is present shall be required to carry out any action of the members. **Voting may be carried out by show of hands or by secret ballot.** Proxy votes are permitted at meetings of members if written evidence of the assignment of proxy is provided to the Secretary of the PCC by email or other writing prior to the beginning of the meeting. Except as stated specifically to the contrary in these bylaws or the Articles of Incorporation, a vote of 50% plus one of the membership present shall control.
- Proposed: Unless otherwise required by law, the Articles of Incorporation or these Bylaws, the vote of the majority of the members present or via proxy at a meeting at which a quorum is present shall be required to conduct any action of the members. **Voting may be conducted by show of hands, electronic polling system, or by secret ballot.** Proxy votes are permitted at meetings of members if written evidence of the assignment of proxy is provided to the Secretary of the PCC by email or other writing prior to the beginning of the meeting. Except as stated specifically to the contrary in these bylaws or the Articles of Incorporation, a vote of 50% plus one of the membership present shall control.

Recommended Amendments to the PCC Bylaw

5. Section 4, Categories of Members

Proposed Amendment: Delete Professional Plus (4B) and Community Plus (4D) Membership levels.

Notes: Those are designations only used by the Business Manager to renew PEP Web subscriptions and are not official member categories as approved by the board. Members can still opt into PEP-Web subscriptions, but it is not necessary to have them in the bylaws as we do not publicly advertise “Plus” memberships.

6. Section 4C, Community Members

Proposed Amendment: The Committee recommends allowing Community members to serve as officers on the board including President Elect, President, and Past President.

Notes: Our community members join because of their interest in psychoanalysis and bring a wealth of knowledge and experience from their careers and from serving on other non-profit boards. This recommendation comes with the understanding that any Community Member nominated for these offices: has demonstrated interest in expanding our mission through their engagement prior to being nominated for the board; shall be duly elected by the membership; and has the support and confidence of the of the board of directors. As a reminder, the bylaws specify the board must include at least four Professional PCC Members, including two psychoanalysts meeting full APsA standards for membership and two members of the TEC, including the TEC Director.

- Current: Community Members are individuals who are committed to the purpose of the PCC. Community Members may contribute to specific programs or committees of the PCC, bringing skills, knowledge and commitment that will contribute to the fulfillment of the purpose of the PCC. Community Members may serve as Board members and officers, **with the exception of President or President Elect.**
- Proposed: Community Members are individuals who are committed to the purpose of the PCC. Community Members may contribute to specific programs or committees of the PCC,

bringing skills, knowledge and commitment that will contribute to the fulfillment of the purpose of the PCC. **Community Members may serve as Board members and as officers, including President or President Elect.**

ARTICLE IV - BOARD OF DIRECTORS

7. Section 1, General Powers

Proposed Amendment: Add sentence establishing the Executive Director as ex-officio:

- Proposed: The Board may hire, and will evaluate, support, and if necessary, terminate, an Executive Director; the board will monitor the Executive Director's implementation of PCC's programs, membership services, and overall organizational management. A job description for the Executive Director will be developed and maintained by the Board. The Executive Director will operate under the terms and conditions as provided by the Board, and in accordance with the PCC's personnel policies and procedures. The Board will vest in the Executive Director the authority to manage, direct, supervise, and otherwise administer the Center's programs and services, including its administrative staff/designees. **The Executive Director shall be a member ex-officio of the board and all committees but shall have no vote.**

8. Section 2, Number and Terms of Office

Proposed Amendment: Update language to reflect that board members cannot be forced to serve until a successor can be found; clarify terms of office align with the fiscal year (July 1- June 30).

Notes: This statement contradicts other Sections which detail term limits for the President Elect, President, and Past President. The change leaves open the door for someone to hold office but does not require them to do so as a condition of board service.

- Current: The Board shall consist of no fewer than six (6) and not more than eighteen (18) members, the exact number of which shall be determined from time to time by vote of the

Board of Directors. **All members of the Board shall hold office until their successors shall have been elected and qualified. The term of office for members of the Board of Directors shall be two years, with a maximum continuous service on the Board of three consecutive terms.** After three terms, a member may serve on the Board again after a minimum one-year hiatus. In order to ensure there are at all times experienced members on the Board, half of the Board members shall be elected for their two-year term each year at the annual meeting.

- Proposed: The Board shall consist of no fewer than six (6) and not more than eighteen (18) members, the exact number of which shall be determined from time to time by vote of the Board of Directors. **All members of the Board may hold office until their successors have been elected and qualified. The term of office for members of the Board of Directors shall be two fiscal years (July 1 – June 30), with a maximum continuous service on the Board of three consecutive terms.** After three terms, a member may serve on the Board again after a minimum one-year hiatus. In order to ensure that there are at all times experienced members on the Board, half of the Board members shall be elected for their two-year term each year at the annual meeting.

9. Section 5, Orientation and Education

Proposed Amendment: Include Executive Director in Orientation process.

- Current: All new members of the Board of Directors will receive a comprehensive orientation program. Providing orientation and ensuring an appropriate education program for Directors is the responsibility of the President and the Nominating Committee.
- Proposed: All new members of the Board of Directors will receive a comprehensive orientation program. Providing orientation and ensuring an appropriate education program for Directors is the responsibility of the President, the Nominating Committee, **and the Executive Director.**

10. Section 7: Vacancies

Proposed Amendment: Clarify term of board members elected to fill vacancies mid-year allowing them to serve the remainder of the vacant term and, upon election by the membership, be eligible for the full-term limit set in Article IV, Section 2 (three two-year terms).

- Current: Vacancies occurring in the Board and any increases in the number of positions on the Board may be filled by majority vote of the remaining directors present at any meeting of the Board at which a quorum is present. **Any Board member so appointed shall serve until the next annual meeting of the members.**
- Proposed: Vacancies occurring in the Board and any increases in the number of positions on the Board may be filled by majority vote of the remaining directors present at any meeting of the Board at which a quorum is present. **Any Board member so appointed shall serve until properly elected at the next annual meeting of the members and would thereafter be eligible to serve up to three additional two-year terms as established in Article IV (2).**

ARTICLE V – OFFICERS

11. Section 1: Election

Proposed Amendment: Amend the qualifications for the office of President Elect and President to include Community members and Professional members who are not matriculated students, with the understanding that they would vacate the office when/if they choose to matriculate.

Notes: The president's role is to build relationships, lead the organization to fulfilling the mission, inspire involvement, share the strategic vision, and keep the PCC focused on fulfilling its mission. As referenced above, Community Members bring a wealth of organizational experience to the PCC. Likewise, we have Professional members who may not be currently in training but are actively involved in our committees and programs and are more than capable of leading an organization. Asking a Matriculated Student to serve as president could put them in an uncomfortable position if organizational issues arise that includes another matriculated student or training analysts and supervisors.

Recommended Amendments to the PCC Bylaw

- Current: The officers of the PCC shall be a President, President Elect, Past President, Secretary, and Treasurer, and shall be members of the Board. They shall be nominated by the Board and presented to the members for a vote at the annual meeting. No person shall hold more than one office at the same time. **The President, Past President, and President Elect must be Professional Members who have graduated from a psychoanalytic psychotherapy certificate program approved by the Training and Education Committee or have equivalent training, or from a psychoanalytic training program approved by APsA or IPA to be nominated or elected for each of these offices.**
- Proposed: The officers of the PCC shall be a President, President Elect, Past President, Secretary, and Treasurer, and shall be members of the Board. They shall be nominated by the Board and presented to the members for a vote at the annual meeting. No person shall hold more than one office at the same time. ***Anyone nominated to serve as President, Past President, and President Elect must be a Community Member or a Professional Member, who is not a matriculated student, or who has graduated from a psychoanalytic psychotherapy certificate program approved by the Training and Education Committee or who has equivalent training, or from a psychoanalytic training program approved by APsA or IPA.**

12. Section 2: Term of Office

Proposed Amendments: Remove the one-year term limits on Past President and President Elect and remove the language that alternates Past President and President Elect; Correct the reference to Article V, Section 3C; Add a provision for a third year of service in exceptional circumstances with board approval and member election.

Notes: Allowing a President Elect and Past President to serve simultaneously offers more support for the President during their term and gives the President Elect more time to learn the role, identify priorities when their term begins, and recruit new board members to serve.

Recommended Amendments to the PCC Bylaw

- Current: **With the exception of the President Elect and Past President who will serve one (1) year terms, the officers shall serve for two (2) year terms.** The President's term of office ends at the close of the Annual Meeting of members after he/she has served 2 years as President, at which time he/she becomes the Past President, and the President Elect takes the office of President. The Past President ends his or her term of office at the end of the Annual Meeting of Members beginning the last year of office of the President, when the next President Elect takes office. The President Elect shall be a Professional Member and serve a one-year term starting at the end of the Annual Meeting of Members marking the beginning of a President's last year of office. No President shall succeed him/herself in the office of President, except in the event that he/she as Past President assumes the role of a President who becomes unable to serve. **The offices of Past President and President Elect shall alternate. There will not be both a President Elect and Past President holding office simultaneously.** If both the President Elect and Past President offices become vacant simultaneously, the President and the Board must act expeditiously: If the vacancy is in the last year of a President's term, the Board must act to nominate and elect by the Members a President Elect at an annual or Special meeting of Members within 60 days of vacancy using the procedure in Article 4 (4). If the vacancy is not in the last year of a President's term, the President may use the procedure in **Article V(C)(3)** to appoint a Past President.
- Proposed: The officers shall serve for two (2) year terms. The President's term of office ends at the close of the Annual Meeting of members after he/she has served 2 years as President, at which time he/she becomes the Past President, and the President Elect takes the office of President. No President shall succeed him/herself in the office of President, except in the event that he/she as Past President assumes the role of a President who becomes unable to serve. If both the President Elect and Past President offices become vacant simultaneously, the President and the Board must act expeditiously: If the vacancy is in the last year of a President's term, the Board must act to nominate and elect by the Members a President Elect at an annual or Special meeting of Members within 60 days of vacancy using the procedure in Article 4 (4). If the vacancy is not in the last year of a President's term, the President may use the procedure in **Article V(3)(C)** to appoint a Past

President. **In exceptional circumstances, an officer may choose to serve an additional year with board approval and proper election by the members.**

13. Section 3E: Secretary

Proposed Amendment: Replace “administrator” with “Executive Director” in last sentence.

- Current: The Secretary shall cause notices of all meetings to be served as prescribed in these Bylaws and shall keep or cause to be kept the minutes of all meetings of the Board. The Secretary shall have charge of the seal of the PCC. The Secretary shall perform such other duties and possess such other powers as are incident to that office or as are assigned by the President or the Board. The Secretary shall send a copy of the bylaws and policy manual to each new board member promptly upon his or her acceptance to the Board. The Secretary shall keep a copy of all minutes and Board adopted policies and procedures for each committee and office of the PCC. **The administrator will keep a copy of the minutes when the Secretary is unavailable.**
- Proposed: The Secretary shall cause notices of all meetings to be served as prescribed in these Bylaws and shall keep or cause to be kept the minutes of all meetings of the Board. The Secretary shall have charge of the seal of the PCC. The Secretary shall perform such other duties and possess such other powers as are incident to that office or as are assigned by the President or the Board. The Secretary shall send a copy of the bylaws and policy manual to each new board member promptly upon his or her acceptance to the Board. The Secretary shall keep a copy of all minutes and Board adopted policies and procedures for each committee and office of the PCC. **The Executive Director will keep a copy of the minutes when the Secretary is unavailable.**

ARTICLE VI – COMMITTEES

14. Section 1A, Executive Committee

Proposed Amendment: Include Executive Director in description of duties of personnel committee.

Recommended Amendments to the PCC Bylaw

- Current: The Board’s Executive Committee shall consist of the President, President Elect, Secretary and Treasurer, and one or two at-large member(s) of the Board selected by the Board. The Executive Committee shall follow the policies and procedures as adopted by the Board for this committee. The Executive Committee may act on behalf of the Board in the intervals between Board meetings. **The Executive Committee will act as the PCC’s personnel committee establishing job descriptions, hiring, evaluating, and terminating employees.**
- Proposed: The Board’s Executive Committee shall consist of the President, President Elect, Secretary and Treasurer, and one or two at-large member(s) of the Board selected by the Board. The Executive Committee shall follow the policies and procedures as adopted by the Board for this committee. The Executive Committee may act on behalf of the Board in the intervals between Board meetings. **The Executive Committee will function as the PCC’s personnel committee, supporting the Executive Director in establishing job descriptions, hiring, evaluating, and terminating employees.**

15. Section 1D, Training and Education Committee

Proposed Amendment: Update language to allow the PCC Board Nominating Committee to serve as the TEC Nominating Subcommittee and administer elections for TEC according to process in bylaws.

Notes: No change in procedure for the election of TEC officers, it allows the organization to not duplicate efforts and helps broaden the search for interested volunteers. It also avoids conflicts when one of the TEC officers who should administer the election is up for re-election. Names will be provided to the Nominating Committee Chair who will present the slate to the faculty for election as set forth in the bylaws and report the results to the TEC.

- Current: There shall be a Training and Education Committee as outlined in Article VII. The TEC officers will be nominated by a committee consisting of the current TEC Director, current Associate Director, and the current Directors of the two certificate programs. **This nominating subcommittee will select a slate of officers from names put forward by the**

certificate programs. The Psychodynamic Psychotherapy Program and the Psychoanalysis Program will alternate in recommending candidates for Director and Associate Director, with one program recommending names for Director and the other for Associate Director.

The nominating committee will also propose a Secretary to serve. The Nominating Committee will notify or cause to be notified the faculty of the TEC at least one week prior to a vote. The faculty of the TEC will vote for all officers from names put forward by the nominating sub-committee. A quorum of 50% of the faculty must participate in a vote by email or in person for any vote approving nominations. Approval will require a simple majority of the voting faculty to control. Such elections may be conducted by email. The Directors of the Psychodynamic Psychotherapy and Psychoanalysis programs will be chosen by their respective subcommittees.

- Proposed: There shall be a Training and Education Committee as outlined in Article VII. The TEC officers will be nominated by a committee consisting of the current TEC Director, current Associate Director, and the current Directors of the two certificate programs. The Psychodynamic Psychotherapy Program and the Psychoanalysis Program will alternate in recommending candidates for Director and Associate Director, with one program recommending names for Director and the other for Associate Director. **The TEC officers will also propose a Secretary to serve. The nominating committee will receive the nominations and prepare the slate of officers.** The Nominating Committee will notify or cause to be notified the faculty of the TEC at least one week prior to a vote. The faculty of the TEC will vote for all officers from names put forward by the nominating committee. A quorum of 50% of the faculty must participate in a vote by email or in person for any vote approving nominations. Approval will require a simple majority of the voting faculty to control. Such elections may be conducted by email. The Directors of the Psychodynamic Psychotherapy and Psychoanalysis programs will be chosen by their respective subcommittees.