

Psychoanalytic Center of the Carolinas

Board of Directors

June 5, 2023

Minutes

Present: Harold Kudler (Pres), Burton Hutto (Sec), Vann Pearsall (Executive Director), Dhipthi Brundage, Chris Erskine, John Riley, Scott Warren, Tricia Wilson

Absent: Josie Sawyer

- I. Welcome
- II. Procedural Section
 - a. Minutes: The May minutes were approved.
- III. Financial review
 - a. The predistributed monthly budget report and funds management report were acknowledged.
- IV. Committee reports
 - a. The reports were distributed in advance. (See Appendix 1.)
- V. New business
 - a. Burt presented a budget approved by TEC for the Pearsall Fellowship program in the coming year. (See Appendix 2.) *The board approved this budget.*
 - b. Proposed bylaws changes were presented by Vann and Harold. (See Appendix 3.) Most the proposed revisions update the language to represent other organizational changes. Others aim to clarify ambiguities about BOD member and officer terms. The board engaged in the first of at least two required discussions before any proposed changes can be brought to the wider PCC membership for a vote.
 - c. Vann proposed that in our current situation the past president will be allowed to retain president status through the calendar year as the board works expeditiously to find a successor who might be approved by a special vote of members in January. *The board approved this proposal.*
 - d. The board discussed planning for the meeting of members later this month. The slate of board members and officers for a vote was reviewed.
- VI. Executive Director report
 - a. Vann reported he has requested annual reports from all committees for the meeting of members.
 - b. The communications outreach job description is prepared for interviewing to begin soon.
 - c. G3 is working on the website revamp and expects a rollout in July to August. The new website can house important databases.
- VII. Next Board meeting will be Monday, August 7, 2023.
- VIII. Adjourn

Burton Hutto, Secretary

Appendix 2

Pearsall Fellowship budget 2023-24

15 fellows x \$5000 award = \$75,000

Fellowship Director, 50 hours x \$100 = \$5000

Administrative Support = \$5000

PCC memberships at the professional plus level for the fellows = \$5000

Honoraria for article discussants and case conference leaders = \$5000

Meeting costs for the year (meals + venue) = \$5000

Appendix 3

Bylaw Review and Proposed Amendment Summary

This is the first discussion concerning potential changes for clarity or to make procedural corrections to the PCC bylaws. Since all proposed amendments require discussions at two board meetings and a vote by the members, this is the first of several conversations and is intended to give us time to thoughtfully review the bylaws and make the changes the board feels are important to the continued success of the organization.

Many items listed below are simply cleaning up outdated terms, adjusting references, or amending the language to match procedures and policies approved by the board. There are some items noted below for discussion which may lead to changes; in some cases, recommendations are made to guide the discussion based on my thoughts or experiences with this and other organizations.

(Ctrl+Click on the blue inks to jump directly to the referenced section)

ARTICLE I – OFFICES

1. Section 2. *Update language*
 - a. [Remove “Foundation” and replace with “PCC”](#)

ARTICLE III – MEMBERS

1. Section 2- *Update language*
 - a. [Third sentence, remove “Professional” so ethical standards abide to all members.](#)

2. Section 3C – *update language*
 - a. Remove “Clinical” as that category does not exist
3. Section 3D – *update language*
 - a. Include “electronic polling system” as a means of voting to account for virtual meetings
4. Section 4B , 4D – *Update language*
 - a. Remove Plus Membership levels (Professional and Community)
 - i. Those are designations for PEP Web subscriptions and not official member categories as approved by the board
 - ii. They are a back-office requirement, but not necessary to have them in bylaws or publicly advertised
5. Section 4C – *Discussion*
 - a. Is it still the preference that “Community Members may serve as Board members and officers, with the exception of President or President Elect”?

ARTICLE IV - BOARD OF DIRECTORS

1. Section 1 – *Update language*
 - a. Add ED as ex-officio:
 - i. “The Executive Director shall be a member ex-officio of the board and all committees but shall have no vote except in case of a tie.”
2. Section 2 -
 - a. Discussion:
 - i. States that Board Members must hold office until a successor is elected. Does this apply to officers as well?
 1. Article V Section 2 states “The officers shall serve for two (2) year terms”
 - b. Update Language:
 - i. Update second sentence to define board terms:
 1. “The term of office for members of the Board of Directors shall be two fiscal years (Jul 1 -June 30), with a maximum continuous service on the Board of three consecutive terms.
3. Section 5 – *Update language*
 - a. Include Executive Director in Orientation
4. Section 7- *Clarification*
 - b. Clarify term of board members elected to fill vacancies mid-year allowing them to serve the remainder of the year and, upon election by the membership, be eligible for the full-term limit set in the bylaws (three two-year terms).

ARTICLE V – OFFICERS

1. Section 1:
 - a. *Discussion*
 - i. Should the qualification for President, President Elect, and Past President be amended to include candidates or students (or advanced candidates and students) in good standing (verified by the TEC)?
 - ii. Generation gap in graduates seems to be limiting the pool of qualified board leaders

2. Section 2: Term of Office
 - a. *Discussion*
 - i. [Recommend removing the one-year term limits on Past President and President Elect](#)
 - ii. [Recommend removing the language that alternates Past President and President Elect so they can serve simultaneously](#)
 - b. *Discussion*
 - i. [ARTICLE IV; Section 2 states “All members of the Board shall hold office until their successors shall have been elected and qualified.”](#)
 1. Should this clause apply to Officers?
 2. We have not followed Officer term limits, except for Presidential succession.
 - b. *Update language*
 - i. [Correct reference to Article that addresses vacancies to V\(3\) \(C\)](#)
2. Section 3E: *Update language*
 - a. [Replace “administrator” with “Executive Director” in last sentence](#)

ARTICLE VI – COMMITTEES

1. Section 1A – *Update language*
 - a. [Include Executive Director](#)
2. Section 1C - *Discussion*
 - a. [TEC member of Finance Committee?](#)
3. Section 1D – *Discussion*
 - a. [TEC Nominating subcommittee: Does it make sense to have two separate Nominating Committees?](#)
 - i. Subcommittee chair, by default, has been TEC chair, therefore presiding over their own election as leader
 - b. Recommend allowing Board Nominating Committee administer elections for TEC following process in bylaws
 - i. [No change in procedure for the TEC elections](#)
 1. [Training Committees nominate TEC officers, provides names to Board Nominating Committee](#)
 2. [Nominating Committee Chair facilitates Faculty Vote and makes announcement to membership at Annual Meeting of Members](#)
4. Section 1E – *Discussion*
 - a. [Affiliated Organizations Committee not active](#)

- Bylaws of the Psychoanalytic Center of the Carolinas, Inc.

ADJUSTMENTS AND AMENDMENTS FOR CONSIDERATION

Adopted	December 12, 2015	
Amended	October 2, 2020	Email vote following Members Meeting. Approved the addition of the following three new membership categories to the Bylaws: Clinical Scholar, Affiliate Scholar, Life Scholar
Amended	January 16, 2021	Clinical and Affiliate Member categories changed to Professional Member; Board's "approving" of new members changed to "welcoming" new members; "PECC" changed to "TEC."
Amended	September 25, 2021	Added authority to hire and empower Executive Director

Outline

Article I:	Offices
Article II:	Purposes
Article III:	Members
Article IV:	Board of Directors
Article V:	Officers
Article VI:	Committees
Article VII:	The Psychoanalytic Education Center of the Carolinas
Article VIII:	General Provisions
Exhibit 1:	Ethics and Discipline