

# Psychoanalytic Center of the Carolinas

## Board of Directors

May 6, 2024

### Minutes

**Present:** Scott Warren (presiding), Burton Hutto (Sec), Vann Pearsall (Executive Director), Dhipthi Brundage, Chris Erskine, Josie Sawyer, Kendra Surmitis, Tricia Wilson, Jill Dunn and Frank Heitman

**Absent:** Harold Kudler (Pres), John Riley

- I. Welcome
  - a. Harold was away, so Scott presided.
  - b. Jill and Frank joined, and we welcomed them as they join the board.
  - c. Burt was dismissed from board service with kind words after completing his maximal term.
- II. Procedural Section
  - a. Minutes: The April minutes were approved with spelling changes.
- III. Committee reports
  - a. The reports were distributed in advance. (See Appendix 1.)
  - b. The board executive committee acting as the nominating committee has approved the slate of officers and board members that will include Jill as new president and Frank as a new board member. *The board voted to approve this slate for the election by members.*
- IV. Old business
  - i. Member Listening Sessions
    1. Two sessions were held over the past month. Themes of hierarchy and lack of familiarity and community were identified. Some specifically noted a pressure they experienced to join the psychoanalytic program instead of the psychotherapy program.
    2. The board agrees it would be best to send some response as soon as possible to the participants to thank them for attending.
    3. The board expects that another set of sessions may be needed since there was a perceived inhibition and hesitancy that may be an expression of the sense of hierarchy and unfamiliarity.
  - ii. Bylaw amendments
    1. The board reviewed the proposed amendments in preparation to to resubmit them for approval by the membership. (See Appendix 2.)
    2. A quorum of professional members will be around 82 and will be determined prior to the meeting of members.

3. Since there was no change in the proposal that the board previously voted to approve, there was no need to vote on the proposal again.
  - iii. 2024-25 Budget
    1. The final budget included the 2% cost of living raise approved by the executive committee for the staff.
    2. *The board approved the proposed budget. (See Appendix 3.)*
- V. New business
  - a. APsA Joint Providership (CME) changes
    - i. The cost of sponsorship of CME through APsA has increased.
    - ii. There may be limit to the number of CMEs they will sponsor.
    - iii. Other forms of CE credits are not part of this issue and are stable.
- VI. Executive Directors Report
  - a. Vann stated that there is an expectation of organizing board recognition awards at the next board meeting.
- VII. Next Board meeting will be Monday, June 3, 2024.
- VIII. Adjourn

Burton Hutto, Secretary

## **PCC Committee Reports**

### **May 2024 Board Report**

#### **Anti-Racism Task Force**

The Task Force received two letters of interest for the inaugural Dorothy Holmes Fellowship. An information meeting was held in April and final proposals are due in September.

#### **Circle of Security, D. Mugno**

- **South Carolina COSP facilitator training**  
The COS Committee is actively seeking a site in Charleston, SC for a February or March 2025 COSP facilitator training.
- **Budget adjustment**  
\$3000 of unused scholarship funds previously designated for the 23-24 fiscal year have been reallocated. We have entered into a contractual agreement with a videographer who will create several COS testimonial videos for use by PCC and the statewide Circle Together network.
- **PCC scholarships**  
Several PCC members have expressed interest in COSP training scholarships, both in-person and online. One member has already registered for the May online training. Scholarships are awarded at the completion of the program.
- **Smart Start presentation**  
Members of the NC Circle Together network will be presenting information about COS programs at the National Smart Start conference next month.

#### **Communications/Marketing Updates, K. Jarman**

Virtual Open House: May 14

- 18 Registrants as of May 3
- Registrants from Web Form:
  - 109 contacts added to email list as of May 3
- Analytics from last 90 days
  - Social Audience Growth: up 17% (Facebook and Instagram)
  - Twitter (X) post impressions: 39%
  - Contact Growth (persons on our contact list): up 225
  - Email Open Rate: 49% (7% higher than industry average)
    - Primarily occurs on desktops vs mobile
- March Google Business Report (numbers for April haven't been delivered yet)

- 206 Google Profile Views (up 29% over the previous month)
- 51 Google Searches (up 59% over previous month)
- Top Search Term: Psychoanalytic Center of the Carolinas

### **Membership Report**

16 members lapsed as of May 3, 2024. One final renewal notice will be sent.

|                  |           |
|------------------|-----------|
| Professional     | 168       |
| Life & Honorary  | 22        |
| <u>Community</u> | <u>11</u> |
| Total            | 201       |

### **The Fundraising Committee Report, H. Kudler**

The Fundraising Committee continues to plan a campaign in coordination with the PCC’s commemoration of the 60th Anniversary of Psychoanalytic Training in the Carolinas. We are setting a goal of raising \$1 million as an endowment to subsidize a substantial portion of the cost of training for all PCC trainees in perpetuity. The first \$100,000 has already been pledged. We are also planning to coordinate a series of events for various audiences of different sizes and backgrounds to take place across the Carolinas during 2025. Some of these will be straight fundraisers and others may simply provide opportunities for us to connect with prospective members and trainees. Also, beginning on January 1, 2025, we plan brand all PCC publications and emails with a commemorative banner. Megan Clark is working with the Committee to help us brainstorm options and plan events. More to follow.

### **Scientific Programs, V. Pearsall**

Upcoming programs:

- 9/14/2024 Jon Meyer - Photography
- 10/26/2024 - Allen Dyer, Ethics
- 3/15/2025 - Howard Levine
- 4/26/2025 - Neal Vorus

The Committee voted to increase the fee for non-members to \$60 beginning in the fall of 2025. This mirrors the CE/hour rate adopted by the TEC for increased tuition. Members, graduate students, and LDC employees still attend at no cost.

## **TEC Report, D. Brundage**

### **Training and Education Committee**

- Pearsall Fellowship approved and funded for another year. Application deadline is May 30<sup>th</sup>. Flyers have gone out to
- programs in NC and SC.
- TEC to discuss CME offerings in May in response to changes in process and cost at the level of APsA.
- TEC will work on grievance policy.

### **Faculty Committee**

- Recording of Faculty Workshop given by Kendra Surmitis and Heather Craige on teaching is available online.
- Recruitment for fall course teachers is underway. Recruitment for Calabria course instructors is underway also.
- We are soliciting nominations for our teaching awards.

### **Admissions Committee**

- We have five applicants this cycle.

### **PPT Committee**

- Marco Posadas will present in May. Tyler Beech, Loan Vo, and Christie Hunnicutt are scheduled to present in the fall.

### **PsA Committee**

- Will be discussing David Tuckett event at the next meeting.

### **Curriculum Committee**

- Curriculum Committee continues to review Holmes Commission Report.
- We have created a syllabus checklist/template for instructors to use in constructing their syllabi.



## Psychoanalytic Center of the Carolinas

### Nominating Committee Report Proposed Slate for June 29, 2024 Elections

The Nominating Committee submits the following members to stand for election to the Board of Directors at the Annual Meeting of Members on June 29, 2024:

#### New Board members

1. Jill Dunn
2. Frank Heitman

#### Current Directors eligible for re-election

1. John Riley – 2<sup>nd</sup> Term
2. Kendra Surmitis – 1<sup>st</sup> full Term (Elected in Jan to fill vacancy)

The Nominating Committee submits the following members to serve as officers, to be approved by the membership at the Annual Meeting of Members on June 29, 2024:

#### Officers:

President: Jill Dunn

\*President Elect: <vacant>

Past President: Harold Kudler

Treasurer: Scott Warren

Secretary: Tricia Wilson

TEC Director: Dhipthi Brundage

*\*Per PCC Bylaws, this position alternates with the Past President and is not permitted to be filled this year.*

## Joint Provider – Program Changes

APSA Board of Directors Approved - April 15, 2024

<https://apsa.org/cme-joint-providership-information/>

Website to be updated soon!

### New Annual Fee Structure and New Invoicing Date

The annual fee has not been increased since the inception of the program in 2003. Please see the new fee structure below.

|        |                            |             |             |
|--------|----------------------------|-------------|-------------|
| Tier 1 | Extra-Small organizations  | 1-15 CME    | \$ 1,000.00 |
| Tier 2 | Small organizations        | 16-50 CME   | \$ 1,500.00 |
| Tier 3 | Medium-sized organizations | 51-100 CME  | \$ 2,000.00 |
| Tier 4 | Large organizations        | 101-200 CME | \$ 2,500.00 |
| Tier 5 | Extra-Large organizations  | 200+        | \$ 3,000.00 |

#### IMPORTANT NOTE:

- The new fees and the cap below will go into effect for the 2024-2025 academic year
- The invoice will be based on the number of CME submitted in the previous academic year
- Invoices will no longer be sent at the end of the academic year, they will be emailed in August-September 2024

#### Cap on the Number of Applications and CME Credit for Clusters

- The annual fee includes up to 30 course applications, per academic year
- Applications exceeding the 30-course cap will incur a \$100 fee, per application
- Invoices for applications over the 30-course cap will be emailed with the approval
- Cluster applications can no longer exceed 25 CME credits

#### Benefit of Raising the Annual Fee

Currently, APSA only provides CME credit to the institutes, but we are working to change this. APSA is starting the 2-year process to apply for the Interprofessional Continuing Education Joint Accreditation. [Joint Accreditation](#) (JA) is an overarching accrediting body that will allow APSA to approve institute activities for the following credit types through our Joint Provider Program:

- Physician Credits (ACCME)
- Psychologist Credit (APA)
- Social Worker Credit (ASWB)

When APSA is successfully approved, institutes will no longer have to apply for social work credit and psychologist credit separately. If successful, institutes can apply to APSA for all 3 credit types with the new online application **beginning July 2026**.

#### New CE Committee

APSA is currently recruiting physicians, psychologists, social workers, counselors, and nurse practitioners to join the APSA CE Committee to help us review the volume of applications and to be in compliance with Joint Accreditation and the ACCME Standards and Guidelines.

- Please review and circulate the [CE Committee Charter document](#) linked here that explains the time commitment and responsibilities. Training and onboarding will be provided.

- If you are interested in serving on the CE Committee, please submit your name and email to Kate Brundage, [kbrundage@APSA.org](mailto:kbrundage@APSA.org) **by Wednesday, May 15**

### New and Exciting Disclosure Announcement

After discussions with the Vice President of Accreditation at ACCME, we have received confirmation that **as long as the content of the activity is in no way related to the product line of an ineligible company**, you no longer need to collect and submit disclosure forms in your CME applications.

- **IMPORTANT NOTE:** If the activity is related to the product line of ineligible companies (eg, medications, psychedelics, ketamine, medical devices, etc.), you will still need to collect and upload the disclosure excel with your application.
- The APsA CE Committee will have the final determination during their review of the course materials. If the reviewer determines that the activity is related to the product line of an ineligible company, APsA will contact you to request disclosure information.
- **This new process will go into effect starting with the 2024-2025 academic year OR** once we have a formal CE Committee in place, so please forward us names/emails of volunteers from your organization as soon as possible. We have 12 so far.

### Online Application

We have implemented an online application to capture course materials submitted for CME credit. Please start using the new system: <https://apsa.org/cme-joint-providership-information/>

#### **IMPORTANT NOTE:**

- You can edit responses in the online application, but you cannot re-upload corrected documents. We have added a “corrected documents upload” into the application so materials that need to be resubmitted can be reuploaded for review.

### New CME/CE Evaluation

In order for APsA’s application to be approved for Joint Accreditation, we need to start collecting data on 2 new required Joint Accreditation evaluation questions, 18 months prior to applying.

**IMPORTANT NOTE:** Please add these 2 questions into your CME/CE evaluations to support APsA applying to Joint Accreditation in June 2025:

1. Will this activity change the way that you work with your healthcare team? Yes, No, N/A
2. If yes, please explain:

### PARS Reporting

Beginning with the 2024-2025 academic year, you will no longer have to complete the PARS excel. Instead, you will use the same online application to upload the summative evaluation data and input your physician/non-physician numbers to close out the activity.

#### **IMPORTANT NOTE:**

- For courses that were approved prior to the online application, please submit PARS one last time at the end of the academic year for your CME activities.

### Office Hours

If you prefer to call or email as questions arise, please feel free to do so. We may decide to phase out the weekly office hours and move toward a process where you simply contact Kate Brundage, as needed. We are always here to help you out, [kbrundage@apsa.org](mailto:kbrundage@apsa.org)



## 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](mailto:kudle001@duke.edu), or Executive Director Vann Pearsall, [Vann@CarolinaPsychoanalytic.org](mailto: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,

## *Recommended Amendments to the PCC Bylaw*

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.

## Psychoanalytic Center of the Carolinas 24-25 Budget

|                                  | Actual 21-22     | Actual 22-23     | YtD 23-24      | Budget 23-24     | Budget 24-25     |
|----------------------------------|------------------|------------------|----------------|------------------|------------------|
| <b>Income</b>                    |                  |                  |                |                  |                  |
| Contributions Unrestricted       | 54,857           | 46,822           | 49,201         | 48,000           | 50,000           |
| Contributions Restricted         | 203,048          | 90,734           | 247,500        | 217,061          | 191,391          |
| NonGovt Grants, Schlrs hips      | 50,000           | 55,643           | 100,000        | 0                | 100,000          |
| Program-related Sales/Fees       | 71,865           | 129,341          | 117,486        | 101,918          | 137,365          |
| Membership Dues                  | 23,960           | 27,815           | 28,732         | 26,000           | 29,000           |
| Investment Income                | (180,823)        | 198,906          | 188,356        | 0                | 0                |
| CC Rewards [P/Y Mgmt Fees]       |                  |                  | 700            |                  | 400              |
| <b>Total Income</b>              | <b>222,907</b>   | <b>549,262</b>   | <b>731,975</b> | <b>392,979</b>   | <b>508,156</b>   |
| <b>Gross Profit</b>              | <b>222,907</b>   | <b>549,262</b>   | <b>731,975</b> | <b>392,979</b>   | <b>508,156</b>   |
| <b>Expenses</b>                  |                  |                  |                |                  |                  |
| Schlrs hips, Grants, Fllwshp     | 243,692          | 197,269          | 195,147        | 200,500          | 223,650          |
| Payroll Expenses                 | 190,967          | 286,703          | 255,002        | 370,180          | 389,213          |
| Faculty & Prgrm Cmpnsation       | 38,675           | 91,566           | 103,990        | 179,550          | 157,232          |
| Office Supplies & Equipmnt       | 8,652            | 7,897            | 8,576          | 7,540            | 8,700            |
| Occupancy                        | 8,542            | 9,325            | 8,866          | 13,680           | 9,350            |
| Travel & Meeting Expense         | 8,549            | 28,564           | 19,125         | 29,750           | 37,800           |
| Insurance                        | 7,407            | 7,252            | 7,983          | 8,700            | 8,927            |
| Org Dues, Subscriptn, Lics       | 13,616           | 11,220           | 15,852         | 13,450           | 17,377           |
| Marketing                        | 4,697            | 4,623            | 3,078          | 4,940            | 2,460            |
| Inv, Bank, CC Proc Fees          | 14,808           | 14,769           | 11,875         | 10,300           | 15,350           |
| Contract Services                | 48,786           | 66,547           | 33,955         | 22,220           | 18,380           |
| Other Expenses                   | 13,550           | 0                | 0              | 0                | 0                |
| <b>Total Expenses</b>            | <b>601,941</b>   | <b>725,734</b>   | <b>663,450</b> | <b>860,810</b>   | <b>888,439</b>   |
| <b>Net Operating Income</b>      | <b>(379,034)</b> | <b>(176,472)</b> | <b>68,526</b>  | <b>(467,831)</b> | <b>(380,283)</b> |
| <b>Other Income</b>              |                  |                  |                |                  |                  |
| <b>Prior Yr Designated Funds</b> | 0                | 363,303          | 309,020        | 467,831          | 380,283          |
| <b>Net Other Income</b>          | 0                | 363,303          | 309,020        | 467,831          | 380,283          |
| <b>Net Income</b>                | <b>(379,034)</b> | <b>186,831</b>   | <b>377,546</b> | <b>0</b>         | <b>0</b>         |