

Bylaws of the Psychoanalytic Center of the Carolinas, Inc.

Adopted December 12, 2015

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ARTICLE I - OFFICES

1. Registered Office and Agent. The registered office of the Psychoanalytic Center of the Carolinas ("PCC") in the State of North Carolina shall be at 101 Cloister Court, Suite A, Chapel Hill, NC 27514, or at such other location as the Board of Directors may determine.
2. Other Places of Business. 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 II - PURPOSES

The Psychoanalytic Center of the Carolinas shall be organized and operated exclusively for educational, charitable, and scientific purposes. Providing high quality professional psychoanalytic education is the bedrock upon which our service to the wider community rests. Therefore, the purposes and responsibilities of this organization shall be:

1. To train clinicians in the theory and practice of psychoanalysis and psychodynamic psychotherapy and to improve the accessibility of psychoanalytic training;
2. To apply psychoanalytic knowledge to the design and delivery of community service and collaborative projects;
3. To conduct meetings to promote the science and art of psychoanalysis;
4. To encourage psychoanalytic research and promote psychoanalytic scholarship;
5. To maintain affiliation with the American Psychoanalytic Association (APsA), represent APsA in North Carolina and the surrounding region and further the maintenance and development of psychoanalysis;
6. To further relationships between psychoanalysis and other disciplines;
7. To improve the quality of psychoanalytic services provided by psychoanalytic clinicians, and to advocate for the importance of the therapeutic relationship;
8. To raise and receive funds and other contributions in furtherance of these purposes.

ARTICLE III - MEMBERS

1. General Statement. The PCC is a membership organization. Members in good standing shall elect a Board of Directors and officers of the organization, approve all bylaw amendments, and

have such other obligations and carry out such other duties as are set forth in these Bylaws, the Articles of Incorporation, or as otherwise required by law.

2. Membership Procedures and Fees. The PCC Board shall adopt procedures for welcoming new members, setting fees and determining member benefits. Membership may be terminated for non-payment of dues or for any other reason deemed appropriate in the discretion of the Board, including without limitation ethical or legal concerns, disruptive behavior, or any other conduct or action that is deleterious to the interests of the PCC. In addition, all Professional Members shall abide by the ethical standards of their discipline, and all other ethical standards adopted by the PCC. Termination of membership shall be effective upon giving written notice thereof to the member by mail or email. Decisions regarding the termination of a member shall be final and are not appealable.

3. Meetings of the Members. All members in good standing shall have the right to vote at any meeting of the members at which a quorum is present.

- A. Annual Meeting of the Members. The Annual Meeting of the Members shall be held at a time and place selected by the Board upon not more than ninety (90) and not less than (30) days written notice delivered by mail and/or email to the Members. All matters to be voted on at annual or special meetings will be sent via mail and/or e-mail to the Members at least fourteen (14) days prior to such meetings. A proposed agenda shall be circulated at least 2 weeks in advance of the meeting.
- B. Special Meetings. Special meetings may be called by the PCC President upon fourteen (14) days' notice via mail and/or e-mail to the membership. The President must also call a special meeting if either twenty percent (20%) of the voting members of the PCC sign and submit a petition for such a meeting, or at the request of a majority of the Board of Directors. Only such business as is specified in the notice of the special meeting may be transacted at that meeting.
- C. Quorum. 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.
- D. Manner of Acting. 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, 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.

4. Categories of Members. The PCC shall maintain a membership list composed of all those members whose dues are current and who are otherwise in good standing with the PCC. The categories of the members are as follows:

- A. Professional Members: Professional Members are individuals who express an interest in psychoanalytic thought AND have completed, or are students in, a professional mental health training program; OR who are students in or graduates of a psychoanalytic training program. To be in good standing, Professional Members must also satisfy the requirements of good character, ethical practice, and professional fitness as set forth in Article VI (F) and Exhibit 1 of these bylaws. Professional Members may serve as Board members and officers. The offices of President and President Elect have conditions of nomination as described in Article V (1).
- B. Community Members: 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.

4.1 Membership Category Modifiers:

- A. Life: Life status may be extended, on request, to anyone in any member category of the PCC who a) has attained the age of seventy-two (72) years, and b) has completed a period of five (5) years as a member of the PCC or its predecessor, NCPS.
- B. Honorary: Honorary Status Membership may be extended to persons who have made an outstanding contribution to the advancement of psychoanalysis or psychodynamic psychotherapy.

ARTICLE IV - BOARD OF DIRECTORS

1. General Powers. The affairs of the PCC shall be managed by the Board of Directors (the "Board"). The Board shall have and is hereby vested with all and unlimited powers and authorities, except as may be expressly limited by law, the Articles of Incorporation, or these Bylaws, to manage the business and affairs of the PCC, to do or cause to be done any and all lawful things for and on behalf of the PCC, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the fulfillment of its objects and purposes; provided, however, the Board shall not authorize or permit the PCC to engage in any activity which is not permitted to be transacted by the Articles of Incorporation or by the Nonprofit Corporations Act of North Carolina or other laws of the State of North Carolina, and the said Board shall insure that all income and property of the PCC will be applied exclusively for the

non-profit purposes and objectives of the PCC. Without limiting the generality of the foregoing powers, the Board is specifically authorized to establish such rules and regulations as it may deem appropriate for the participation of individuals, institutions, agencies, firms, and foundations in the programs, projects, and activities of the PCC. Specifically, the Board will designate an Executive Committee for carrying the affairs of the PCC consisting of but not limited to the Officers listed in Article V.

The Board shall also appoint committees and administrative officers and individuals as may be appropriate from time to time and may delegate functions and powers of the Board to such committees, administrative officers, and individuals as it shall deem prudent in its discretion.

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.

2. Number and Term of Office. 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 shall 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.

3. Composition. The goal of the PCC is to elect a Board which maintains broad representation of psychoanalytically-oriented mental health professionals from the various professions (psychiatry, psychology, social work, counseling, marriage and family therapy) and of community leaders who are not mental health professionals but who will contribute expertise from other fields such as law, finance, non-profit management, development, marketing, and public relations, provided, however, that the Board shall include at least four (4) Professional Members, two (2) of whom shall be psychoanalysts meeting the standards for full APsA membership. Two (2) Professional Members shall be representatives of the Training and Education Committee (TEC), appointed through the TEC's procedures, one (1) of whom will be the TEC Director.

4. Election. The Nominating Committee will solicit names of potential nominees from the Board of Directors and the full membership. Except as otherwise provided in subsection 3 above, each new Board member shall be nominated by the Board's Nominating Committee, approved by a majority vote of the Board of Directors, and elected by a majority vote of the members present or voting by proxy at the Annual Meeting of the Membership. The Nominating Committee will name one Board member as the David Freeman Honorary Board Member, to advocate for the application of psychoanalytic knowledge to the design and delivery of community service and collaborative projects (Article II [2] of these bylaws).
5. Orientation and Education. 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.
6. Removal. Any director may be removed upon the vote of two-thirds (2/3rds) of the directors then in office, excluding the vote of the director being so removed. If any directors are so removed, new directors may be appointed at the same meeting.
7. Vacancies. 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).
8. Compensation. The compensation of the directors and reimbursement of their expenses shall not exceed those permitted under North Carolina law, and Section 501(c)(3) of the Internal Revenue Code and regulations and rulings thereunder.
9. Meetings. Meetings of the Board shall be carried out in accordance with the following terms and conditions:
 - A. Annual and Regular Meetings. The Board shall hold regular meetings at a time and location within the State of North Carolina as designated by the President. The Annual Meeting of the Board shall be held in the last quarter of the fiscal year. Notice of the Annual Meeting shall be provided to each Board member by email or other writing no less than fourteen (14) days prior to the date of the meeting. The Board shall adopt a budget for the coming fiscal year at its Annual Meeting. Any member of the PCC may attend meetings of the Board but will not be entitled to vote. However, when the Board goes into Executive Session, only Board members may be present.
 - B. Special Meetings. A special meeting of the Board may be called for any purpose at any

time by the President or upon written petition of half of the members of the Board delivered to the President or the Secretary. Such meeting shall be held upon not less than fourteen (14) days advance written notice delivered via mail, electronic mail, or facsimile. Such notice shall specify the time, place and purposes of the meeting, which must occur within 30 days of the request by the President or the petition. Only such business as is specified in the notice of the special meeting may be transacted at that meeting.

- C. Action Without Meeting. The Board may act without a meeting if, prior to such action, each member of the Board shall consent in writing thereto. Such consent or consents shall be filed in the minute book. The Board may give all consents and may act by electronic mail transmission.
- D. Quorum. A majority of the entire Board shall constitute a quorum for the transaction of business.
- E. Manner of Acting. Unless otherwise provided by law, these Bylaws, or the Articles of Incorporation, the vote of the majority of the directors present at a meeting at which a quorum is present shall be required to adopt any resolution of the Board. For decisions pertaining to merger, sale of assets, dissolution, or change of bylaws, a vote of 2/3 of the Board members present is required to bring such a resolution to the membership for their required vote.
- F. Waivers. Any notice required by these Bylaws may be waived in writing by any person entitled to notice. Any waiver may be executed either before, at, or after the event with respect to which notice is waived. Each director attending a meeting without protesting the lack of proper notice, prior to the conclusion of the meeting, shall be deemed conclusively to have waived such notice.

ARTICLE V - OFFICERS

1. Election. 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.

2. Term of Office. 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 special circumstances, an officer may choose to serve an additional year with board approval and proper election by the members.

3. Duties and Authority of Officers:

- A. President. The President shall be chief executive officer of the PCC and shall preside at all meetings of the PCC at which he or she is present. Subject only to the authority of the Board, the President shall have general charge and supervision over, and responsibility for, the business and affairs of the PCC. Unless otherwise directed by the Board, all other officers shall be subject to the authority and supervision of the President. The President may enter into and execute in the name of the PCC contracts or other instruments in the regular course of business or contracts or other instruments not in the regular course of business which are authorized, either generally or specifically, by the Board. The President may delegate any of his or her duties to other officers. The President shall have the general powers and duties of management usually vested in the office of president of a corporation. The President shall nominate committee chairs in consultation with the Nominating Committee and the existing committee members, subject to confirmation by the Board of Directors with the exception of the TEC Director. He/she shall be a member ex-officio of all committees but shall have no vote except in case of a tie.
- B. President Elect. The President Elect shall attend all meetings of the Board of Directors. He/she shall perform duties delegated by the President. He/she shall preside at meetings of the Board of Directors if the President is otherwise unable to preside. The President Elect takes office at the end of the Annual Meeting of Members marking the start of a President's last year of office. If the President resigns, becomes disabled or is removed by the Board before the end of his/her term of office, the President Elect shall become President, finishing the removed President's term followed by his or her two-year term. In this situation, a former President will be appointed by the new President to be Past President subject to confirmation by the Board and will serve in this office as described in Article V(3)(C) until the Annual meeting of Members marking the beginning of a President's last year of office.

- C. Past President. The Past President shall attend all meetings of the Board of Directors. He/she shall perform duties delegated by the President and may become President if the President resigns or becomes disabled and shall preside at meetings at which the President is not present. The Past President shall serve in this office until the end of the Annual Meeting of Members marking the beginning of a President's last year of office. If the President should resign or become disabled or be removed by the Board prior to the election of a President Elect, the Past President shall take the office of the President until the next Annual Meeting of Members at which a new President will be elected by the procedure in Article 4 (4). In this case, the Past President will serve another term as Past President. If a Past President resigns before the end of their term, the President will appoint a Past President chosen from prior Past Presidents, subject to confirmation by the Board.

- D. Treasurer. The Treasurer shall keep regular books of account in accordance with standard accounting principles and practices for the PCC and perform such other duties and possess such other powers as are incident to that office or as shall be assigned by the President or the Board. In the absence or disability of the President, the President Elect and the Past President, the Treasurer shall perform their duties. The Treasurer may disburse funds within the provision of a duly adopted budget, but any disbursement which is not included in or exceeds the adopted budget must be approved by the Board. The Treasurer shall also render a report of the receipts and disbursements of the PCC at the Annual Meeting of the Members and to the appropriate federal and state tax authorities when required. The Treasurer shall follow the policies and procedures as adopted by the Board for this office. In the event the Treasurer is unable to perform their duties, the Secretary will be authorized to perform the duties of the Treasurer until the Board nominates a replacement.

- E. Secretary. 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.

4. Removal of Officers. The Board may remove any officer of the PCC if such action, in the judgment of the Board, is in the best interest of the PCC. Appointment or election to a corporate office shall not establish or create contract rights.

5. Vacancies in Offices. The Board, in its absolute discretion, may fill all vacancies in offices, regardless of the cause of such vacancies, for the remainder of the terms of the offices, with the exception of the TEC Director whose vacancy and appointment is governed by Article VI (1)(D) and Article VII (F).
6. Bond. Unless otherwise required by the Board all officers of the PCC shall serve without bond. In the event the Board determines that any bond shall be required for any officer, the PCC shall pay for any such bond.

ARTICLE VI – COMMITTEES

1. Standing Committees: The PCC shall have the following eight (8) standing committees:
 - A. Executive Committee. 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, supporting the Executive Director in establishing job descriptions, hiring, evaluating, and terminating employees.
 - B. Nominating and Board Development Committee. The Nominating and Board Development Committee will be a standing committee of the Board of Directors responsible for identifying potential members of the Board of Directors. The Nominating Committee will attempt to maintain an ideal board composition, as stated above, and will solicit names of potential nominees from the Board of Directors and the full membership. The chair of the Nominating Committee will be a member of the Board and the members of the committee will be selected from among the membership by the board. This committee will be responsible for arranging an appropriate education program for the Board of Directors. The Nominating Committee will follow policies and procedures as adopted by the Board for this committee.
 - C. Finance Committee. The Finance Committee shall be chaired by the Treasurer and shall include a representative from the TEC governing committee appointed by the TEC Director, and at least two other members. The Finance Committee will follow policies and procedures as adopted by the Board for this committee.
 - D. Training and Education Committee. 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.

- E. Affiliated Organizations Committee: The Chair of the Affiliated Organization Committee shall be a Professional Member. This committee will oversee and coordinate activities of the PCC that relate to other organizations which have significantly relevant and overlapping missions shared with the PCC. Possible examples of such organizations might include social work, psychology, psychiatry, or counseling professional organizations, or departments at local universities. The Affiliated Organizations Committee and its subcommittees will follow policies and procedures as adopted by the Board for this committee.

The following standing subcommittees of the Affiliate Organizations Committee are established:

- i. Members of the American Psychoanalytic Association (APsA) Subcommittee: This subcommittee shall be chaired by a Professional Member of the PCC who is also an APsA member and a psychoanalyst. This committee will coordinate activities of the PCC and APsA. Specifically, this committee will establish procedures for nominating and electing Councilor and Alternate Councilor that adhere to the rules of APsA.
- ii. Members of the NC Psychiatric Association (NCPA) Subcommittee: This subcommittee shall be chaired by a Professional Member of the PCC who is also an NCPA member. This committee will coordinate activities of the PCC and NCPA. This committee will establish procedures to nominate a representative to NCPA.
- iii. Members of the NC Psychological Association (NCPsyA) and/or Division 39 of the APA Subcommittee: This subcommittee shall be chaired by a Professional Member of the PCC who is also an NCPsyA and/or Division 39 member. This committee will coordinate activities of the PCC and NCPsyA and/or Division 39.
- iv. Members of the NC Chapter of the American Association for Psychoanalysis in Clinical Social Work (NC-AAPCSW) Subcommittee: This subcommittee shall be chaired by a Professional Member of the PCC who is also an NC-AAPCSW member.

This committee will coordinate activities of the PCC and NC-AAPCSW.

- v. Similarly, other Subcommittees may be established by our Board of Directors to coordinate activities of the PCC with other organizations.

F. Ethics Committee:

- i. The purposes of the Ethics Committee are to improve the quality of services provided by Professional Members and to perform “peer review” as defined in N.C. Nonprofit Corporations Act.
- ii. To the fullest extent allowed by N.C. Nonprofit Corporations Act, and state and federal law, the written and oral communications of this Committee, and made to this Committee, shall remain privileged and strictly confidential and shall not be admissible in any judicial, administrative, arbitration or mediation proceeding. This privilege and confidentiality shall encompass all stages of the Committee’s work in any given case, including but not limited to initial contact through final resolution. All information concerning members shall be privileged and confidential, except when disclose of such information is compelled by law.
- iii. The Ethics Committee will be informed by and enforce the standards of APsA as stated in Exhibit 1. The Chair of the Ethics committee shall be a member of APsA. The committee shall have at least three members, at least two of whom shall be members of APsA, and in case of a peer review, the third member, if practical, will be a Professional Member and have the same clinical licensure as the person being reviewed. The Ethics committee shall present the final results of any peer review in an executive session of the Executive Committee who will make a final decision about implementing any recommended action.
- iv. The Ethics Committee will establish a procedure to be approved by the Board for obtaining acknowledgement from each Professional Member that he or she has received these Bylaws and will abide by their terms especially but without limitation the indemnification provisions contained in Article VI(F) and Exhibit 1.
- v. The Ethics Committee shall additionally concern itself with matters relating to education and training of the ethical principles and standards of practice of psychodynamic therapy and psychoanalysis.

- G. Fundraising Committee: The Fundraising committee shall be composed of the members of the Board and any additional members the Board chooses to appoint to the committee. The chair of this committee shall be chosen from the members of the Board, nominated by the President in consultation with the Board of Directors. The Fundraising Committee will follow policies and procedures as adopted by the Board for this

committee.

H. Community Service Committee: The Community Service Committee is a standing committee that designs and delivers community service and collaborative projects to benefit the wider community and public. The Community Service Committee will follow policies and procedures as adopted by the Board for this committee.

2. In addition to the above committees, the Board shall have the authority to create committees and to delegate tasks or Board functions to such committees.

3. Appointment and Termination of Committee Chairs and Members. The chairs of all committees shall be nominated by the President, with the exception of the TEC Director, subject to confirmation by the Board. Committee members may be nominated by the President or by a committee chair, subject to approval by the Board. The President has the discretion to terminate committee chairs subject to confirmation by the Board, with the exception of the TEC Director.

ARTICLE VII –The Training and Education Committee

The mission of the Training and Education Committee is to train clinicians in the theory and practice of psychoanalysis and psychodynamic psychotherapy, to encourage psychoanalytic research, to promote psychoanalytic scholarship and its application to the broader field of psychotherapy, and to improve the accessibility of psychoanalytic training. The TEC will provide organized training programs in psychoanalysis and in psychodynamic psychotherapy, and didactic courses and supervision for professionals and others in the community. Training in psychoanalysis will be in accordance with the standards of the American Psychoanalytic Association (APSA).

1. The TEC's duties to the Board of Directors: The TEC will periodically provide reports to demonstrate its progress toward furthering its educational mission.

2. The Board's duties to the TEC: The Board of Directors will aid the TEC with financial, administrative and marketing needs, and will coordinate the TEC's educational mission with the other committees and overall priorities of the PCC. The Board will review the TEC's progress reports and strive to improve the TEC's effectiveness in meeting its mission.

3. The TEC shall have educational independence to approve all educational policy for its training programs.

4. The TEC's Policies and Procedures: The TEC will provide the Board with its policies and procedures to carry out its educational mission, which the Board will accept as long as they meet professional, ethical, legal, and APSA standards and practices, and the Board believes

adequately serve the needs of the various constituencies within the TEC.

5. The TEC will be governed by its governing committee whose chair is the TEC Director.
6. As mentioned in Article IV Section 3, the TEC Director and one other Professional Member shall serve on the Board of Directors and be chosen by the TEC's procedures with the goal of best representing the various constituencies within the TEC.
7. The TEC shall not take any action that is contrary to the Articles of Incorporation or these Bylaws or in any manner would jeopardize or be inconsistent with any rule governing the tax-exempt status of the PCC.

ARTICLE VIII - GENERAL PROVISIONS

1. Indemnification. In addition to any other indemnity provided herein, any person who at any time serves or has served as a director of the PCC shall have a right to be indemnified by the PCC to the fullest extent permitted by law against (a) expenses, including reasonable attorneys' fees, actually and necessarily incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, and whether or not brought by or on behalf of the PCC, arising out of his or her status as such director, or his or her status as an officer, employee or agent of the PCC, or his or her service, at the request of the PCC, as a director, officer, partner, trustee, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise or as a trustee or administrator under an employee benefit plan, or his or her activities in any of the foregoing capacities, and (b) any liability incurred by him or her, including without limitation, satisfaction of any judgment, money decree, fine (including any excise tax assessed with respect to an employee benefit plan), penalty or settlement, for which he or she may have become liable in connection with any action, suit or proceeding.

The Board shall take all such action as may be necessary and appropriate to authorize the PCC to pay the indemnification required by this Bylaw, including without limitation, to the extent necessary, (a) making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her and (b) giving notice to and obtaining approval by the Board.

Any person who at any time after the adoption of this Bylaw serves or has served as a director of the PCC shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein, and any modification or repeal of these provisions for indemnification shall be prospective only and shall not affect any rights or obligations existing at the time of such modification or repeal. Such right shall inure to the benefit of the legal representatives of any such person, shall not be exclusive of any other rights

to which such person may be entitled apart from the provisions of this Bylaw, and shall not be limited by the provisions for indemnification in Sections 55-8-51 through 55-8-56 of the North Carolina Business Corporation Act or any successor statutory provisions.

Any person who is entitled to indemnification by the PCC hereunder shall also be entitled to reimbursement of reasonable costs, expenses and attorneys' fees incurred in obtaining such indemnification.

2. PCC Funds. No funds received by donation, bequest or any other means shall be diverted from the use specified by the donor, testator or testatrix, unless said use is contrary to or in conflict with the purposes of the PCC. No funds shall be used for any purposes other than to effect the purposes of the PCC.

3. Prohibited Activities. Notwithstanding any other provision of these Bylaws, no director, officer, employee or agent of the PCC shall take any action or carry out any activity by or on behalf of the PCC not permitted to be taken or carried out by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, and its regulations as they now exist, or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

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.

Modifications of, amendments to, or deletion of Article VII – The Training and Education Committee, any of the clauses that include mention of the TEC, TEC officers, Board of Directors members appointed by the TEC, or TEC governance, or this clause also require both a vote of the majority of faculty voting in a meeting specifically called to discuss such changes and by a vote of two-thirds of the TEC governing committee as well as a vote by the Board of Directors and the General Membership. Such votes shall take place only after the TEC governing committee has had the opportunity to discuss the matter at two consecutive TEC meetings.

5. Dissolution. This corporation may be dissolved by the adoption of a resolution to that effect by a two-thirds vote of the Board of Directors and approval thereof by two-thirds of the members present and voting (in person or by proxy) at a meeting called for such purpose, provided that at least 50 percent of the Professional Members then entitled to vote are present

in person or by proxy. In the event of dissolution, the assets of the corporation shall be applied and distributed as follows:

- A. All liabilities and obligations of the corporation shall be paid, satisfied and discharged or adequate provisions shall be made thereof.
 - B. Assets held by the corporation upon condition requiring return, transfer or conveyance, if such condition occurs by reason of the dissolution, should be returned, transferred or conveyed in accordance with such requirements.
 - C. Assets received and held by the corporation subject to limitations permitting their use only for charitable, eleemosynary, benevolent, educational or similar purpose, but not held upon condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more organizations which are exempt organizations under Section 501(c)(3) of the Internal Revenue Code.
 - D. All of the remaining assets of the corporation shall be transferred to one or more organizations which are exempt organizations under Section 501(c)(3) of the Internal Revenue Code.
 - E. A vote of one half of the members of the Board of Directors present for such a meeting (provided a quorum is present) will be required to determine the organization or organizations entitled to receive any of the assets of this corporation as described in paragraphs C and D above.
 - F. None of the assets so distributed in the event of the dissolution of the corporation shall go to benefit any individual member of this corporation.
6. Fiscal Year. The fiscal year of the PCC shall begin on the 1st day of July of each year.
 7. Copies. The officers of the PCC shall maintain a copy of these Bylaws on file in the office of the PCC.

Exhibit 1: – ETHICS AND DISCIPLINE

1. Code of Ethics. The code of ethical behavior embodied in the “Principles of Ethics for Psychoanalysts” as published and revised by APsA (the “Principles”) is hereby adopted by the PCC.

2. Discipline of Members. The PCC Ethics Committee may recommend disciplinary or corrective measures for any Professional Member who is found to be engaged in behavior injurious to the interests of:

A) the PCC,

B) the profession of psychoanalysis and/or psychotherapy.

3. Discipline of Members. The PCC Ethics Committee may recommend disciplinary or corrective measures for any Professional Member of the PCC who is found to be engaged in behavior injurious to the interests of his/her patients or who is charged with a violation of the Principles. The investigation and adjudication of complaints or charges against a Professional Member shall follow the Provisions for Implementation of the Principles and Standards of Ethics for Psychoanalysts, as published and periodically revised by APsA (the “Provisions”) and the “Procedures for the Investigation and Disposition of Charges of Alleged Violations” (the “Procedures”) as developed by the PCC Ethics Committee and approved by the Board of Directors. The PCC shall not be required to accept the resignation of a member against whom an ethical charge is pending. An offer of resignation, whether or not it is accepted by the PCC, shall not require the termination of an investigation nor shall it prevent the rendering or disclosure of a decision with respect to such charge.

4. Loss and Suspension of Membership. The Chair of the Ethics Committee and/or another member of the Ethics Committee will inform the charged member of the conclusions of the proceedings, which may include loss and/or suspension of membership privileges in the PCC and/or any PCC Division. These dispositions will be communicated to APsA and may be reported to other professional societies, licensing authorities, or governmental or other entities as required by law.

5. Indemnification in Relation to Ethics. As a condition of membership in the PCC, each Professional Member of the PCC agrees to cooperate with the work of the Ethics Committee and to release, hold harmless and indemnify the PCC, its officers, directors, members, employees and agents, including without limitation the members of the Ethics Committee, as well as any third-party providing information to the PCC in the context of an ethical proceeding, from any and all claims arising:

A. out of the institution and processing of investigations of unethical conduct and the imposition and disclosure of sanctions or other information as a result of such

proceedings, when such actions are taken pursuant to the Procedures and in good faith and without fraud or malice, and/or

- B. with respect to any third-party action or proceeding brought against such member based on any ethical proceeding conducted by the PCC and/or the imposition and disclosure of sanctions or other information as a result of such proceedings, when such actions are taken pursuant to the Procedures and in good faith and without fraud or malice.

Exhibit 2: – AMENDMENTS

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

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."

September 25, 2021

Added authority to hire and empower Executive Director

Article VI, Section 1 was amended to read:

...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.

June 29, 2024

Updated language and duties to reflect changing staff roles, change in ApsA abbreviation; Removed obsolete terms to reflect new policies and procedures ("Plus" memberships, "Clinical" members); added electronic voting method; defined and revised board member terms and qualifications; updated TEC Nominating committee policy

Full Document updated to reflect a change in the abbreviation for the American Psychoanalytic Association, from APsaA to APsA.

ARTICLE I, Section 2 is amended to read:

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 3C is amended to read:

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.

ARTICLE III – MEMBERS, Section 3D is amended to read:

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, 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.

ARTICLE III – MEMBERS, Section 4B (Professional Plus) and 4D (Community Plus) were deleted(4D)

ARTICLE III – MEMBERS, Section 4C is amended to read:

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 Section 1 is amended to read:

...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.

ARTICLE IV - BOARD OF DIRECTORS, Section 2 is amended to read:

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 shall 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.

ARTICLE IV - BOARD OF DIRECTORS, Section 5 is amended to read:

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.

ARTICLE IV - BOARD OF DIRECTORS, Section 7 is amended to read:

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, Section 1 is amended to read:

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.

ARTICLE V – OFFICERS, Section 2 is amended to read:

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

ARTICLE V – OFFICERS, Section 3E is amended to read:

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 Section 1A is amended to read:

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, supporting the Executive Director in establishing job descriptions, hiring, evaluating, and terminating employees.

ARTICLE VI – COMMITTEES Section 1D is amended to read:

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.