

BYLAWS OF THE ASSOCIATION OF POSTDOCTORAL PROGRAMS IN CLINICAL NEUROPSYCHOLOGY

I. Name and Composition of the Association

The name of this Association is the “Association of Postdoctoral Programs in Clinical Neuropsychology” (the “Association”).

The members of the Association shall be the Clinical Neuropsychology Postdoctoral Fellowship Programs (as represented by their Program Directors) that have received initial designation through the Association, have completed all annual membership renewal procedures, and are current in the payment of annual dues. Membership in the Association is for a time-limited period, as designated by the Membership Committee in accordance with initial review and annual renewal procedures (Article VII) and payment of dues. Each member shall have one vote on matters to be decided by the Association, except that no member may vote on matters concerning its own program, including membership. The voting member at meetings is the Program Director unless a substitute is designated by the Program Director to the Association. All elected offices in the Association must be filled by Program Directors of member programs.

II. Purpose

The purposes of the Association are:

- A. To serve the public welfare by providing peer review and designation of postdoctoral fellowship programs in clinical neuropsychology.
- B. To serve the public welfare by establishing competency-based standards for postdoctoral fellowship programs in clinical neuropsychology.
- C. To serve the public welfare by maintaining a list of qualified postdoctoral fellowship programs in clinical neuropsychology and furnishing this information to proper persons, associations, or agencies.
- D. To serve the profession by providing training resources and consultation to member programs.

III. Composition and Responsibilities of the Board of Directors

- A. The affairs, business, government, and management of the Association is vested in the Officers and Board of Directors (BOD).
- B. There are five Association Officers, including President, President-Elect, Past-President, Secretary, and Treasurer. In addition to the five Association Officers, there shall be three (3) categories of BOD Members: Member Directors (11), Postdoctoral Fellow Member (1) and Community Directors (2). One Community

Director shall be a professional psychologist who is not a neuropsychologist and the other shall be any individual who is not a psychologist. Any Program Director who represents a member of the Association is eligible to be elected to the BOD. Officers can serve both as Officers and as a BOD Member. As the Postdoctoral Fellow is a non-voting Member, the BOD consists of 13 voting Members.

- C. Candidates for Officer or BOD positions must declare, in writing, any potential conflict of interest (e.g., Board Membership in other professional organizations) to service on the BOD.
- D. With the exception of the Postdoctoral Fellow Member, individuals serving on the BOD will be elected to a term of four years by a ballot of all members of the Association; the candidate(s) receiving a plurality of votes of those members that cast a vote will be appointed to the open BOD position(s) (i.e., those candidates with the most votes will be appointed to the available positions). Terms of office shall be arranged so that one-fourth of the positions on the BOD is subject to election each year. A second successive term is allowed if desired by the BOD Member. No more than two successive terms shall be permitted any BOD Member although a term of office can be extended to allow a BOD Member to complete a term as an elected Officer of the Association. A term of office shall commence at the completion of the annual general membership meeting of the Association following a BOD Member's election.
- E. Program Directors may nominate a Postdoctoral Fellow to serve on the BOD. The Postdoctoral Fellow Member shall be elected to a term of one year, based on a review of nominations by the Nominations and Elections Committee, in consultation with the BOD. The term of office shall commence at the completion of the annual general membership meeting of the Association following a BOD Member's election. The Postdoctoral Fellow Member of the BOD shall be a full-time trainee of an APPCN Fellowship during the entirety of the term as a BOD Member. The Postdoctoral Fellow serving on the BOD shall be a non-voting Member of the BOD.
- F. The nomination and election of Member Directors and Community Directors of the BOD shall be carried out by the Nominations and Elections Committee as specified in Article VI, Section C.
- G. In case of death or resignation from the BOD before the expiration of a position's term, any BOD Member or Officer can nominate any APPCN Program Director or Member of the Community, as appropriate, to fill the remaining term of the vacant position. Voting Members of the BOD and Officers will vote in a successor to fill the vacant position.

H. Responsibilities of the Board of Directors

1. The BOD will have authority to amend rules and regulations relating to the issuance and revocation of APPCN Program Membership.
2. The BOD shall have authority to revoke any membership or to place a member program on probation for a fixed or indefinite time if:
 - a. Such membership was granted contrary to or in violation of the bylaws or any rule of the Association.
 - b. The member program entered a misstatement or omission of fact to the Association in its membership application.
 - c. The member program has been found in violation of the code of ethics by notification from or a national, regional, or state organization or accreditation body.
3. The BOD shall be vested with the management and control of the property, business, and affairs of the Association. However, no Member of the BOD or Officer may vote or decide on matters concerning its own program, including issues of membership and awarding of certificates.
4. The BOD shall be authorized to set annual dues for membership through the Association as determined by the needs of the Association. Only APPCN Program Directors or Faculty for which the annual dues are current shall be eligible to serve on the BOD and/or as an Officer of the Association, to serve on committees designated by the BOD, or to vote for Members of the BOD and any other voting matters concerning the Association. Only programs for which the annual dues are current and have attested to be in compliance with APPCN membership requirements shall be listed in the registry of member programs.

I. Meetings of the Board of Directors

1. Meetings of the BOD will be held annually, ordinarily in conjunction with the North American meeting of the International Neuropsychological Society or at such time and place designated by the BOD. The BOD may schedule such additional meetings as may be required to conduct its work, to include telephone or video conferences.

2. Special meetings of the BOD may be called by the President or upon a written request made to the President. Special meetings require the presence of a quorum of at least one-third of Members of the BOD (4). Written notice of the time and agenda for a special meeting must be distributed to all Members of the BOD (14), no less than 20 days prior to the scheduled date of the special meeting. The President shall have the right to fix the place of such special meetings.
3. A majority of the voting Members of the BOD and Officers shall constitute a quorum for the transaction of business of the Association. Except as herein may be specifically otherwise provided, the votes of a majority quorum shall be sufficient to pass upon any business of the Association. Votes of the BOD may be conducted in person, by phone or video conference, or by e-mail. Voting outcomes will be recorded in Meeting Minutes as appropriate. Meeting Minutes, recording voting transactions in formal meetings or e-mails, shall be reviewed and approved at the annual BOD Meeting.

IV. Officers of the Association

- A. The Officers of the Association shall consist of a President, a President-Elect, Past-President, Secretary, and Treasurer which form the Executive Committee. Other Officers and agents may, from time to time, be elected by and from the BOD. One BOD Member may hold up to two offices. Only APPCN Program Directors may be nominated or elected to an Officer position. Each Officer has the right to exercise a vote for Association motions.
- B. The President, President-Elect, and Past-President will each serve a term of two years and until their successors are elected and qualify. The President-Elect shall assume the office of President at the end of his/her two-year term as President-Elect. The Secretary and the Treasurer shall serve a term of four years. Officers of the Association may not serve more than two terms. Nominations and elections for officers are conducted by the Nominations and Elections Committee. Officers are elected by a ballot of all members of the Association; the candidate for each position receiving a plurality of votes of those member programs that cast a vote will be appointed by the BOD at its annual meeting.
- C. Any Officer may be removed from office, for cause, by a three-quarters vote of the entire BOD and Officers. If there is a vacancy among the officers of the Association by reason of death, resignation, removal, or otherwise, the BOD may assign a BOD Member or APPCN Program Director to fill the remaining term of the Officer position.

- D. The President shall preside at all meetings of the Association Program Directors and the BOD. The President shall be the Chief Executive Officer of the Association and see that all directions of the BOD are carried out; shall with the approval of the BOD, appoint members of all committees other than the Executive Committee (Section VI, A), of which they shall be a voting member; shall direct the preparation and submission to the annual meeting of the Association a report of the Association's business, activities, and affairs during the year, and shall have other duties as may from time to time be prescribed by the BOD.
- E. The President-Elect shall perform the duties and have the powers of the President during the absence or disability of the President. S/he shall have other duties, from time to time, as prescribed by the BOD. The President-Elect shall serve as the Chair of the Membership Committee. As Chair of the Membership Committee, s/he shall convene meetings of the Committee as often as necessary to conduct its business. S/he shall make a report to the BOD at its meetings of the actions of the committee, including recommendations for new members, renewal of membership, and termination of membership.
- F. The Past-President shall serve as a consultant to the Officers. S/he shall have other duties from time to time, as prescribed by the BOD. The Past-President will serve as the Chair of the Nominations and Elections Committee. As Chair of the Nominations and Elections Committee, s/he shall convene meetings of the Committee as often as necessary to conduct its business. S/he shall make a report to the BOD at its meetings of the actions of the committee, including nomination and voting processes and results.
- G. The Secretary shall keep or cause to be kept minutes and records of all Association proceedings, of all meetings of the members, of all meetings of the BOD, and of all certificates issued. The Secretary shall keep record of member programs and website maintenance regarding member programs. The Secretary shall call and document votes of the BOD and Officers.
- H. The Treasurer shall keep or cause to be kept records of all the financial affairs of the Association. S/he shall deposit all receipts of the Association to its accounts and have the power to sign checks on the Association's accounts, shall cause to be prepared annual audits of the Association's books, and shall render from time to time and upon demand by the BOD or the President reports of all matters within his/her jurisdiction.
- I. The BOD shall have authority to appoint from time to time an Executive Director who need not be a Member of the BOD. If the Executive Director is not a Member of the BOD, s/he will not have a vote on the business of the BOD. The Executive Director may be compensated for services in an amount established from time to time by resolution of the BOD and shall furnish a bond to the Association in an amount and with terms established by the BOD.

V. **Association's Offices** shall be located at such place or places as designated by the BOD.

VI. **Committees**

A. Executive Committee

There shall be an Executive Committee composed of the Officers of the Association. The Executive Committee will develop an agenda for the annual meeting, make recommendations to the BOD for action, and act on matters which do not require the vote of the BOD.

B. Membership Committee

The Membership Committee shall consist of at least three APPCN Program Directors, one of whom is the President-Elect of the Association. The remaining members shall be appointed by the President with majority approval by ballot of the BOD and Officers; at least one of these members must not be a Member of the BOD. All members of the committee shall be appointed for two-year terms. No member of the committee may serve more than three consecutive terms.

The Membership Committee shall:

1. Develop and maintain criteria for New Program membership.
2. Develop and maintain criteria for New Program membership application materials.
3. Develop and maintain criteria for APPCN membership renewal, to include an annual attestation completed by each APPCN Program Director.
4. Develop and maintain criteria for APPCN membership renewal application procedures.
5. Receive, review, evaluate, and recommend actions regarding new membership applications and membership renewal.
6. Document all reasons for each recommendation regarding new membership and membership renewal.
7. Present all recommendations regarding new membership and membership renewal to the BOD for its review.
8. Perform any additional functions as assigned to the Membership Committee by the BOD.

9. All actions taken by the Membership Committee between each meeting of the BOD shall be presented to the BOD by the Chair of the Membership Committee for BOD approval.

C. Nominations and Elections Committee

1. The Nominations and Elections Committee shall consist of the immediate Past-President of the Association, the President, and at least two members who shall be appointed by the President with majority approval by ballot of the BOD; at least one of these members must not be a Member of the BOD. The Past-President shall be the Chair of the Nominations and Elections Committee. All members of the committee shall be appointed for two-year terms. No member of the committee may serve more than three consecutive terms.
2. The Committee Chair will issue a Call for Nominations for Member Directors of the BOD. Nomination and election of Community Directors of the BOD will follow the same procedure as for Member Directors of the BOD.
3. At approximately 90 days before the annual meeting of the Association, the Chair of the Nominations and Elections Committee will issue a Call for Nominations for open positions to all members of the Association. Any member receiving one or more nominations will have his/her name appear on the ballot. A slate of no fewer than one nominee will be submitted by electronic mail ballot to the BOD at approximately 45 days before the annual meeting. If no one is nominated in the Call for Nominations, the Nominations and Elections Committee will solicit nominations. The individual(s) receiving the highest number of votes, without regard to order of preference, will obtain the position.

D. Other Committees

Additional committees may be formed and disbanded as needed to conduct the business of the Association, with approval by majority vote of the BOD and Officers. Each committee shall include at least three APPCN Program Directors. At least one committee member shall be a Member of the BOD or an Association Officer. The remaining members shall be appointed by the President with majority approval by ballot of the BOD and Officers; at least one of these members must not be a Member of the BOD. All members of the committee shall be appointed for two-year terms. No member of the committee may serve more than three consecutive terms. Extensions to terms of service may be considered with BOD approval for continuity purposes if all members of a committee are due to rotate off at the same time.

VII. Membership in the Association

A. Conditions of membership

1. Certificates of membership are granted on recommendation of the Membership Committee, and by affirmative vote from the BOD and Officers.
 - a. Upon reviewing an application for new membership, the Membership Committee may choose to:
 - i. Accept the program as a member, or
 - ii. Reject the application, or
 - iii. Accept the program as a conditional member (see section VII, B below)
 - b. Membership is granted for one year.
 - c. Membership is renewed yearly upon successful completion, acceptance of the annual attestation from the Program Director, and the payment of annual dues.
2. New membership is granted only upon the successful completion of the Membership Application, review and designation process, as specified by the Membership Committee, and approval vote by the BOD and Officers. Confirmation of new membership will be sent to the Program Director by the President. The Secretary and Treasurer will document new members in APPCN records, add to the APPCN website, and collect dues.
3. Each membership term ends at the end of the calendar year. Renewals of membership are likewise for a calendar year, depending upon the recommendation of the Membership Committee and the BOD and Officers. Confirmation of membership renewal will be sent to Program Directors of active programs.
4. There is no limit on number of consecutive membership renewals (i.e., the number of times that a fellowship program's membership can be renewed), provided that the fellowship program fulfills all the criteria for continued membership. Program Directors shall provide attestation each year upon membership renewal that their program continues to meet membership criteria.
5. Programs that either lose or voluntarily terminate their membership can become members again only upon re-application and

successful completion of the New Membership Application review and designation process.

6. Programs that have not offered residency positions for a period of two consecutive cycles (four years) will be placed in “inactive” status. Programs in inactive status are required to pay annual membership dues, but would have their dues reduced by 25%. Programs wishing to return to active membership status shall forward a letter of request to the President. An attestation documenting that the program remains in compliance with conditions of membership is required to transition back to “active” status.
7. APPCN member programs shall have a Program Director, Co-Director, or Interim Director who is board certified in clinical neuropsychology by the American Board of Professional Psychology/American Board of Clinical Neuropsychology (ABPP/ABCN). If a qualifying Program Director takes absence from his/her position (e.g., move, professional resignation/termination, illness, death, unforeseen circumstances), the Program must name a successor. The successor Program Director must be an ABPP/ABCN board certified neuropsychologist. If the Program cannot identify a successor meeting this requirement, the Program will name an Interim Program Director, who is board certified, and the Interim Program Director will submit a plan to the Membership Committee of how training competencies will be met until a new Program Director, meeting the ABPP/ABCN board certified criterion, is identified. If there is no one onsite who can be an Interim Program Director or if the Program Director is pursuing board certification with ABPP/ABCN, then a Consultant must be named. The Consultant will submit written documentation of his/her plan for consultation to the Program Director. The consulting board certified neuropsychologist (ABPP/ABCN) is not required to be involved in direct patient care but should play a role in the overall oversight of the training program via group supervision, didactics, and/or administrative functions. A member program may not have a Consultant for more than three years. A new Program Director is to be named within three years of previous Program Director departure (see section VII, B). In extenuating circumstances a year by year extension may be granted upon review of the Officers.
8. APPCN members are required to participate in the Match if they have positions available for that year.

9. In addition to completing an attestation, payment of annual dues is required to maintain membership. Membership renewal may be withheld for nonpayment of dues at the first annual meeting of the Association following the Fiscal Year in which dues have not been paid.

B. Categories of Membership

1. Full Members are member programs who meet all of the conditions of membership outlined in VII, A. Program Directors, Program Directors in pursuit of board certification, and Interim Program Directors can vote on APPCN matters (one vote per Program). Program Directors can hold office and/or serve on the BOD.
2. Conditional Members are programs that are working towards meeting all criteria outlined in VII, A. Programs who have an Interim Program Director or a Consultant are considered Conditional Members. Programs may remain on Conditional status for up to three years. In extenuating circumstances a year by year extension may be granted upon review of the Officers. Conditional Members will document demonstrated progress in naming a replacement Program Director during each annual renewal. The Interim Program Director or the Consultant will keep the Membership Committee informed of what is in place to ensure that the Program continues to meet training competencies aligned with the standards of APPCN. An Interim Program Director or a Program Director working towards board certification can vote on APPCN matters but cannot hold office and/or serve on the BOD. Consultants cannot vote.

C. Withdrawal of Membership

1. A program can withdraw from membership at any time by submitting an electronic or paper letter of termination to the Association's Secretary.
2. Withdrawals take effect immediately upon receipt of that letter by the Association's Secretary, who is responsible for:
 - a. Noting in the Association's official records the date the letter of withdrawal was received,
 - b. Reporting the withdrawal to the President and the Executive Committee at its next meeting, and

- c. Reporting the withdrawal to the general membership at its next meeting.
 3. A program that withdraws from membership is not relieved of any dues or assessments accrued by that program prior to the date on which the notice of withdrawal was received by the Association's Secretary.
 4. No fees, assessment, and other financial responsibilities owed by the program that is withdrawing shall be forgiven at the time of termination. The program that withdraws retains responsibility for satisfaction of all outstanding monies owed.
- D. Transfer of Membership is not permitted.
- E. Certificates of Membership
 1. There will be such certificates which can be issued in paper or electronically.
 2. They will be issued to all programs in good standing.
 3. They will be issued for the calendar year.
 4. They will be renewable.
 5. They will be signed by the President, President-Elect, and Secretary.
 6. They will state the postdoctoral residency program's name, Program Director(s) (and consulting board certified neuropsychologist, if applicable), and dates of issuance.
 7. They will be sent in the mail or in electronic (i.e., PDF) format by the Secretary to the Program Director.

VIII. Meetings of Members of the Association

There shall be an annual meeting of the members of the Association, ordinarily held in conjunction with the meeting of the International Neuropsychological Society in winter or at such other time as specified by the membership. A quorum for this meeting shall consist of a minimum of 33% of the members of the Association. At this meeting, the membership, as represented by member Program Directors, is to receive a report from the BOD as to the activities of the past year, communicate with officers and the BOD on any matter relating to the Association, and take any action concerning the business of the Association as may be necessary.

IX. Income and Properties

The income and properties of the Association, whenever and however derived, shall be applied solely toward promoting the purposes of the Association as set forth in these bylaws. No portion of the income or properties shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to members of the Association, providing that nothing contained herein shall prevent proper remuneration to any Officer or to any servant of the Association or to any member for services actually rendered to the Association, nor prevent the payment of interest at prevailing bank interest rates or reasonable and proper rent for premises let by any member of the Association, nor repayment to any member for traveling expenses actually incurred in connection with the proper and necessary business of the Association.

X. Liabilities of the BOD

No Member of the BOD or other officer or agent of the Association shall be liable for the accounts, receipts, neglects, or defaults of any other like member or agent, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Association through the insufficiency or deficiency of any security in or upon which any of the money of the Association shall be invested or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any monies, securities, or effects shall be deposited, or for any loss or damage occasioned by any error of judgment or oversight, or for any other loss, damage, or misfortune whatever which shall happen in the execution of the official duties or in the relation thereto, unless the same happened through dishonesty, willful neglect, or default.

XI. Fiscal and Certification Years

- A. The Fiscal Year shall be the calendar year.
- B. The Membership year shall be the calendar year.

XII. Amendments to the Bylaws of Articles of Incorporation

- A. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by vote of the membership.
- B. A two-thirds majority (i.e., greater than or equal to 66%) of those that vote from the general membership is required to change the bylaws or articles of incorporation.
- C. Members not casting votes shall be recorded as abstentions, but their ballot shall not be counted against any proposed changes to the bylaws.
- D. Voting on amendments to these bylaws or articles of incorporation shall be by electronic ballot only.

XIII. **Seal**

The Association may adopt a seal, and if it does so, the seal shall bear the words of the following or similar import:

Association of Postdoctoral Programs in Clinical Neuropsychology

*Incorporated in the State of Minnesota
1994*

Adopted April 27, 2012

Revised May 17, 2021