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# **BYLAWS OF THE COUNCIL OF UNIVERSITY DIRECTORS OF CLINICAL PSYCHOLOGY**

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## **ARTICLE I. Purpose**

It shall be the purpose of the Council of University Directors of Clinical Psychology (CUDCP) to promote the advancement of graduate education in Clinical Psychology that produces psychologists who are educated and trained to generate and integrate scientific

and professional knowledge and skills so as to further psychological science, the professional practice of psychology, and human welfare. CUDCP promotes graduate education that produces a Clinical Psychologist capable of functioning as a scientific investigator and as a practitioner, and may function as either or both, consistent with the highest standards in Clinical Psychology.

The field of Clinical Psychology involves research, teaching and services relevant to the applications of principles, methods, and procedures for understanding, predicting, and alleviating intellectual, emotional, biological, psychological, social and behavioral maladjustment, disability and discomfort, applied to a wide range of client populations. In theory, training and practice, Clinical Psychology strives to recognize the importance of diversity and strives to understand the roles of gender, culture, ethnicity, race, sexual orientation, and other dimensions of diversity.

In furtherance of this purpose, CUDCP shall promote:

1. the scientific basis of Clinical Psychology;
2. training in and use of assessment and intervention procedures that are empirically supported;
3. research regarding the validation of assessment and treatment techniques;
4. training in the research methodology for developing and evaluating new assessment and intervention procedures;
5. dissemination of information, exchange of views, collection of data and facilitation of communication concerning education and training in Clinical Psychology;
6. participation in the formulation of policies concerning Clinical

Psychology education and training;

7. representation of CUDCP programs within organizations relevant to graduate education in Clinical Psychology;

8. consultation in Clinical Psychology education and training to other scientific and professional organizations;

9. active liaison with other organizations concerned with Clinical Psychology; and

10. other conduct as shall be in furtherance of the corporation's major purpose.

## **ARTICLE II. Offices**

The principal office of the corporation shall be located in the District of Columbia. The corporation may have other offices, either within or without the District of Columbia as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the District of Columbia a registered office, and a registered agent whose office is identical with such registered office, as required by the District of Columbia Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the District of Columbia, and the address of the registered office may be changed from time to time by the Board of Directors.

## **ARTICLE III. Members (after 1995)**

Section 1. Classes of Members. The corporation shall have two classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

### Membership

Regionally-accredited universities offering scientist-practitioner programs at the doctoral level in Clinical Psychology, as defined in Article I, shall be eligible for membership. The Director (or its equivalent) or his/her designee, who shall be a faculty member of the same program, shall represent each program in any meeting of the corporation, provided that the name of the representative is identified in writing to the Secretary-Treasurer of the corporation.

#### Provisional Membership

Provisional members of CUDCP shall be clinical psychology programs at regionally accredited, comprehensive universities in the United States and Canada that are committed to offering a graduate training program compatible with a scientist-practitioner model (or related models such as the “clinical scientist” or other models consistent with the purposes described in Article 1). To be admitted as a provisional member a clinical program must identify fully, in their public statements, including printed and electronic materials, with the scientist-practitioner model as their primary model of doctoral training and demonstrate that they have the resources and the commitment to implement such a training program (as stated in Section III-1). Provisional members will pay dues as specified for Members. Provisional membership shall be for a period of two years and may be renewed with approval of the Board of Directors. Provisional members may apply for Full Membership at any time. Provisional Members do not have voting privileges.

Section 2. Additional Classes. At its discretion the Board of Directors may create additional classes of membership.

Section 3. Election of Members. Members shall be elected by the Board of Directors. An affirmative vote of two-thirds of the Board members present shall be required for election. Except in the initial election of members, all applicants for membership shall file with the Secretary-Treasurer a written application in such form as the Board of Directors shall from time to time determine. All applications for membership shall be acted upon no later than the next regular meeting of the Board of Directors. All persons who are members of the Council of University Directors of Clinical Psychology at the time of the formation of the corporation shall automatically be elected to membership in it.

Section 4. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 5. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of its members, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of the Board members eligible to vote, terminate the membership of any member who becomes ineligible for membership, or any member who shall be in default in the payment of dues for the period fixed in Article XIII of these Bylaws.

Section 6. Resignation. Any member may resign by filing a written resignation with the Secretary-Treasurer, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 7. Reinstatement. Upon written request by a former member and filed with the Secretary-Treasurer, the Board of Directors may, by the affirmative vote of a majority of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors deem appropriate.

Section 8. Transfer of Membership. Membership in this corporation is not transferable or assignable.

#### **ARTICLE IV. Meetings of Members**

Section 1. Annual Meetings. An annual meeting of the members shall be held during the winter months at a location determined by the Board. All members will be invited by mail to attend. Official business will take place during this meeting. A separate meeting will be held by the Board at a convenient time concurrent with this meeting.

Section 2. Special Meetings. Special meetings may be called by a two-thirds vote of the Board of Directors, or at least one-quarter of the members having voting rights. Special meetings shall be held within one month after receipt of a valid request or on the particular date proposed in the request.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the District of Columbia as the place of meeting for any annual meeting or for any special meeting called by the Board of Director. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the District of Columbia; but if all of the members shall meet at any time and place, either within or without the District of Columbia, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Written notice stating the place, day and hour, and the proposed agenda of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than twenty nor more than ninety days before the date of such meeting, by or at the direction of the Board of Directors, or the Secretary-Treasurer, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice and such notice shall be delivered, either personally or by mail, to each member entitled to vote at such meeting not less than seven days before the date of such meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. No less than one-half of the voting members shall constitute a quorum at any meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. Proxies. Vote by proxy shall not be allowed.

Section 8. Manner of Acting. A majority of the votes entitled to be cast, on a matter to be voted upon by the members present or a designee at a meeting at which a quorum is present, shall be necessary for the adoption thereof unless a greater proportion is required by law or by these Bylaws.

Section 9. Voting by Mail. Where the Board of Directors of officers are to be elected by members, such election may be conducted by mail or FAX in such manner as the Board of Directors shall determine, in accordance with Article V, Section 3. On all other matters, voting may be conducted by mail or FAX if such a ballot is requested by two or more members of the Board of Directors or requested in writing by seven or more members of the corporation. In such cases, the Secretary-Treasurer shall mail or FAX a copy of the matter to be voted on to each eligible member within fourteen days of the request for a mail ballot accompanied by, at the discretion of the Board of Directors, statements in favor of and/or opposed to the motion. Within 30 days after the motion and accompanying statements have been mailed to the members, the Secretary-Treasurer shall mail or FAX ballots to members. Authorized ballots shall be received within twenty-one days after they have been sent. Members shall receive the result of the vote within fourteen days of the deadline for return of completed ballots.

## **ARTICLE V. Board of Directors**

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors, provided, however, that any single disbursement, proposed for the first time, of an amount greater than 50% of the prior year's dues income must first be approved by a majority of the corporation's members by a vote the form of which shall be at the discretion of the Board of Directors not inconsistent with the methods of voting prescribed in these Bylaws. The Board of Directors shall be authorized to accept gifts on behalf of the corporation and may enter into agreements concerning the use of such gifts without further ratification by members of the corporation so long as such agreements are consistent with the purposes of the corporation.

Section 2. Number, Tenure, and Qualifications of Board. The number of members of the Board of Directors shall be nine, plus any ex officio members that the Board shall in its

discretion appoint. The Board shall include the officers of the corporation, seven Elected Directors, and any appointed ex officio members. Each Board member shall hold office for three years and until his/her successor shall have been elected and qualified. The three-year terms shall be staggered so that three terms expire each year. Any voting member of the corporation shall be entitled to serve on the Board. New Board members shall assume office at the commencement of the Board meeting preceding the annual meeting of the corporation unless the Board shall designate some other time. Service on the Board of Directors shall be limited to two consecutive terms (or one term and a fraction of a second term). There shall be no limit to the number of terms served, so long as there is a break in service between any two consecutive terms.

Section 3. Elections. Members of the Board of Directors shall be elected by members of the corporation by FAX or mail ballot sent by the corporation between May 1 and May 15. The ballot shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the corporation, with postage thereon prepaid or FAXed to the members at the number on record for the member. Each ballot shall contain at least six nominees for the three vacancies. Ballots shall be returned to the Secretary-Treasurer postmarked no later than July 1. Members shall be informed of the results no later than August 1. In case of a tie vote for a single position on the Board, a run-off election shall be held by a special ballot mailed or FAXed to members. Request for nominations shall be distributed by mail or FAX between March 1 and March 15. Any member may nominate any member who has consented to run for office, provided that such nomination is received by the Secretary-Treasurer no later than April 15.

The dates for nominations, voting, and notification of results will be as follows:

Call for nominations	March 1-15
Deadline	April 15
Ballot sent out	May 1-15
Return votes by	July 1
Notify winner	August 1
Term begins	annual meeting in February

The Board, upon majority vote, may nominate any eligible member who has consented to run for office. All members nominated by the Board or by at least five members of the corporation shall be presented to the members for election in the manner provided for

herein. Members voting shall choose among the nominees by placing them in rank order under the so called Hare System. Ballots shall be distributed to the first unique choice on each ballot. If no candidate is elected by a majority vote, the one receiving the fewest choices shall be declared defeated and the ballots assigned to him/her shall be redistributed to the voter's next choice of those candidates not yet defeated. If there is no next choice, the ballot is declared exhausted and set aside. As soon as any candidate receives a majority of the votes cast he/she is elected. The procedure continues until all candidates but one for each position are defeated. The remaining candidate is elected whether he/she has a majority or not. All officers and members of the Board of Directors of the Council of University Directors of Clinical Psychology serving at the time of incorporation shall remain in office until their regular terms expire.

Section 4. Regular Meetings. Two regular meetings of the Board of Directors shall be held without other notice than this Bylaw (other than informing Board members of the precise date of the meeting), one to be held at the same place as the annual business meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the District of Columbia, for the holding of additional regular meetings of the Committee without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of at least four members of the Board or 15% of the members of the corporation. Requests for such meetings shall be made in writing to the Chair of the Board and such meetings shall be held within two months of receipt of request or on the particular date specified in the request. The Chair shall decide the place of the special meeting either within or without the District of Columbia, or may hold the special meeting by means of a conference telephone call or by any means of communication by which all persons participating in the meeting are able to communicate with one another.

Section 6. Notice. Notice of any regular meetings of the Board of Directors shall be given to the members of the corporation at least 30 days prior to such meetings in the manner prescribed in Article III, Section 4. Notice of any special meetings shall be given to the members of the corporation at a time and in a manner reasonably calculated to inform members of such meetings. Notice to members of the Board of any special meeting of the Board of Directors shall be given at least five days previous thereto by written notice delivered personally or sent by mail or telegram to each Board member at his/her address as shown by the records of the corporation or two days previous thereto by oral notice delivered by telephone. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage therein prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice be given by telephone, such notice must be communicated personally. Any Board member may waive notice of any meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the

notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 7. Quorum. The presence of six members of the Board eligible to vote shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Board members eligible to vote are present at said meeting, those present may adjourn the meeting from time to time without further notice until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called.

Section 8. Proxies. Proxy voting at any meeting of the Board of Directors shall not be permitted. However, without requiring an amendment to these Bylaws, the Board, at its discretion, may establish proxy voting rules in conformance with the District of Columbia Nonprofit Corporation Law, provided that any rule permitting proxies shall not be effective for at least three months following the date on which it is adopted.

Section 9. Manner of Acting. The act of a majority of the Directors who are eligible to vote and are present at a meeting at which the quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Board members may be filled by the affirmative vote of a majority of the remaining Board members, though less than a quorum of the Board members. A Board member elected to fill a vacancy shall be elected until the next annual election. At the next annual election, the remainder, if any, of the term in which the vacancy occurred shall be filled by submitting the names of at least two nominees for the vacancy in an election conducted in the manner prescribed in Section 3 of this Article.

Section 11. Removal. The Board of Directors, by affirmative vote of two-thirds of all its members, may remove a member of the Board for cause after an appropriate hearing and may, by majority vote of those present at any regularly instituted meeting, terminate the membership of any Board member who becomes ineligible for membership, provided that a member of the Board who no longer serves as a director of a clinical psychology program or its designee during his/her term on the Board may, at his/her discretion, continue as a member of the Board for the remainder of his/her term in office but may only vote on matters before the Board and not on matters submitted to the membership of the corporation. In such cases, membership in the corporation shall devolve upon the director of the clinical psychology program or his/her designee.

Section 12. Compensation. Board of Directors as such shall not receive any compensation for their services, but by resolution of the Board a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Board member from serving the corporation in any other capacity and receiving compensation therefor.

Section 13. Informal Action by Board of Directors. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members of the Board of Directors.

## **ARTICLE VI. Officers**

Section 1. Officers. The officers of the corporation shall be a Chairperson and a Secretary-Treasurer and such other officers as may be elected in accordance with the provisions of this Article. No two offices may be held by the same person.

Section 2. Election and Term of Office. The Board of Directors shall elect from among its members the Chairperson and Secretary-Treasurer and other such officers as it shall deem advisable. The term of the Chairperson shall be two years and the term of the Secretary-Treasurer shall be three years. No person shall serve as Chair for more than two consecutive terms. There is no limit on how many terms one person may serve as Secretary-Treasurer. However, if the term of the Secretary-Treasurer extends beyond his/her regular term as a member of the Board, he/she shall continue as an ex officio member of the Board until the completion of his/her term in office. Newly elected officers shall assume office commencing with the Board meeting immediately following the conclusion of the annual meeting of the corporation unless the Board shall designate some other time and shall end at the conclusion or close of business at the next relevant annual meeting of the corporation. However, each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, any other provision of the Bylaws notwithstanding. Officers of the Council of University Directors of Clinical Psychology serving at the time of incorporation shall remain in office until their regular terms expire.

Section 3. Removal. Any officer may be removed from office by an affirmative vote of two-thirds of members qualified to vote whenever in their judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. Resignations shall be in writing and addressed to the Chairperson of the Board.

Section 5. Chairperson. The Chairperson shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He/she shall preside at all meetings of the members and of the Board of Directors or if absent, shall previously designate a member of the Board of Directors to fulfill his/her responsibilities in the event that the Secretary-Treasurer is also absent. He/she shall also designate a member of the Board of Directors to fulfill the responsibilities of the Secretary-Treasurer in the event that he/she is absent. He/she may

sign, with the Secretary-Treasurer or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general he/she shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Secretary-Treasurer. If required by the Board of Directors, the Secretary-Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provision of Article VII of these Bylaws. The Secretary-Treasurer shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary-Treasurer by such member; and in general perform all duties incident to the Office of Secretary-Treasurer and such other duties as from time to time may be assigned to him/her by the Chairperson or the Board of Directors. In the absence of the Chairperson or his/her inability or refusal to act, the Secretary-Treasurer shall perform the duties of the Chair, and when so acting shall have all the powers and be subject to the restrictions upon the Chairperson.

Section 7. Compensation. Officers as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors reasonable expenses, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Officer from serving the corporation in any other capacity and receiving compensation therefore.

## **ARTICLE VII. Committees**

Section 1. Committees of the Board of Directors. The Board of Directors, by resolution adopted by a majority of the Board, may delegate such powers to committees as it deems proper, except that no committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any board member or officer of the corporation; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of

the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee or task group. The delegation of authority to a Committee shall not operate to relieve the Board of Directors, or any individual, of any responsibility imposed upon it or him/her by law.

Section 2. Term of Office. Each member of a committee shall continue as such until the term of office, as designated by the Board of Directors designates and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof, or unless otherwise provided by these Bylaws.

Section 3. Chairperson. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof, unless otherwise provided by these Bylaws.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE VIII. Contracts, Checks, Deposits and Funds**

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary-Treasurer or by the Chair of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation at such banks, trust companies or other depositaries as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the corporation, as provided for in Article V, Section 1 of these Bylaws.

Section 5. Funds. The Board of Directors shall seek to obtain such other funds as necessary to fulfill the goals of the corporation in accordance with its charitable, educational, and scientific purposes.

### **ARTICLE IX. Certificates of Membership**

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board of Directors.

Section 2. Issuance of Certificates. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his/her name and delivered to him by the Secretary-Treasurer, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of

Section 1 of this Article.

### **ARTICLE X. Books and Records**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its membership, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

### **ARTICLE XI. Publications**

The corporation, by a majority vote of the Board of Directors, may establish and publish periodicals and other publications devoted to the dissemination of scientific and educational materials consistent with the purposes of the corporation.

### **ARTICLE XII. Fiscal Year**

The fiscal year of the corporation shall begin on the first day after the annual meeting of the corporation and end on the last day of the subsequent annual meeting.

### **ARTICLE XIII. Dues**

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members subject to modification of the amount of dues by a majority vote of the membership of the corporation.

Section 2. Payment of Dues. Dues shall be payable in advance on the first day of the membership year, unless changed by the Board. A member shall pay dues for the entire membership year in which membership starts.

Section 3. Default and Termination of Membership. When any member shall be in default in payment of dues for a period of twenty-four months from the beginning of the fiscal year or period for which such dues became payable, his/her membership may thereupon be terminated by the Board of Directors in the manner provided in Article III of these Bylaws.

### **ARTICLE XIV. Seal**

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal Council of University Directors of Clinical Psychology."

### **ARTICLE XV. Waiver of Notice**

Whenever any notice is required to be given under the provisions of the District of Columbia Non-Profit Corporation Act or under the provisions of the articles of incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **ARTICLE XVI. Amendments to Bylaws**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds vote of the members responding by FAX or mail ballot or at any regular or special meeting of the corporation. Amendments may be proposed by a majority of the Board of Directors or by petition submitted to the Secretary-Treasurer and signed by twenty-five members in good standing of the corporation. If FAX or mail ballots are used, they shall conform to the method prescribed in Article IV, Section 9, except that in the case of mail ballot or vote taken during a regular or special meeting of the corporation, the motion to amend shall be provided to members at least ninety days prior to the vote. The mail ballot, if any, shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the record of the corporation, with postage thereon prepaid. Ballots shall be returned within thirty days of that date.

