

Article II

TRUSTEES AND OFFICERS

Section 2.01 Definition of a Public Member

- a) A representative of the public may be a person who is a candidate of an accredited psychoanalytic program.
- b) A representative of the public may *not* be: (1) An employee, member of the governing board, owner, or shareholder of, or consultant to a program that is either accredited by the ACPEinc or has applied for accreditation; (2) A member of any professional association or membership organization related to, affiliated with, or associated with the ACPEinc, except when the individual is a student as defined in a) above; (3) A spouse, parent, child, or sibling of an individual identified in any part of this definition.

Section 2.02 Powers and Duties of Officers

- a) Chair of the Board. The Chair shall convene all meetings of the Board of Trustees, prepare the Agenda, and preside at the meeting. The Chair shall appoint all committees of the Board and shall be a member *ex officio* and with a vote on all committees of the Board except the Nominating Committee.
- b) President. The President shall serve as the chief executive officer of the Corporation. The President shall preside at meetings of the Board of Trustees in the absence of the Chair, and, subject to the supervision of the Board of Trustees,

perform all duties customary to that office and shall supervise and control all the affairs of the Corporation in accordance with policies and directives approved by the Board of Trustees. The President shall appoint all committees of the Corporation; and shall be a member *ex officio* of all committees of the corporation but shall vote only to break a tie.

c) Vice-President. In the absence of the President or in the event of inability or refusal to act, the Vice-President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Trustees.

d) Secretary. The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Trustees, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by their signature. The Board of Trustees may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by their signature.

e) Treasurer. The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the

Corporation and shall deposit all monies and other valuable property of the Corporation in such banks or depositories as the Board of Trustees may designate. Whenever required by the Board of Trustees, the Treasurer shall render a statement of accounts. The Treasurer shall at all reasonable times exhibit the books and accounts to any officer or Trustee of the Corporation and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Trustees, and such other duties as shall from time to time be assigned by the Board of Trustees. The Treasurer shall, if required by the Board of Trustees, give such bond or security for the faithful performance of such duties as the Board of Trustees may require, for which this officer shall be reimbursed.

f) Comptroller. The Comptroller shall maintain oversight of the financial operations, review financial statements, maintain cash controls, and review preparation of the budget, and shall perform all duties incident to the office of Comptroller, subject to the supervision of the Board of Trustees, and such other duties as shall from time to time be assigned by the Board of Trustees.

Section 2.03 Trustees

- a) Trustees may not be elected leaders in national psychoanalytic membership organizations.
- b) Trustees shall be certified by their relevant professional board whenever that is possible.
- c) Trustees, evaluation team members, and other ACPEinc representatives will excuse themselves from participation in an evaluation of a program with which they are affiliated. No ACPEinc Trustee involved in any aspect of the accrediting

decisions may have any connection with the programs being accredited.

Ratified by the ACPEinc Board of Trustees 20100322; 20210119