

**SEVENTH AMENDED BYLAWS OF  
NATIONAL PSYCHOLOGY TRAINING CONSORTIUM**

A Missouri Non-Profit Corporation

Revised March 28<sup>th</sup>, 2023

**ARTICLE I**

**Purpose**

These Seventh Amended Bylaws, in conjunction with the Articles of Incorporation, are to serve as the governing documents of **NATIONAL PSYCHOLOGY TRAINING CONSORTIUM**, a Missouri Nonprofit Corporation (“NPTC”, or “the Corporation”). The purposes for which the Corporation is formed are:

1. The corporation is organized exclusively for charitable, education, religious, or scientific purposes within the meaning of § 501(c)(3) of the Internal Revenue Code (as amended or superseded), and more particularly to establish and maintain a collaborative consortium throughout the United States and other regional psychological service centers focused on rural psychology and integrated health care and member institutions of higher education to train competent practitioners in a variety of mental health settings and services and with a variety of populations. The Corporation will achieve these objectives by:
  - (a) Establishing and maintaining an organized clinical training program for pre-doctoral psychology interns and post-doctoral psychology residents.
  - (b) Providing pre-doctoral internship and post-doctoral residency training opportunities in psychology throughout the United States as opportunities may provide.
  - (c) Combining resources from academic programs, community agencies, private hospitals, and independent practitioners to provide a training environment that is sequential, cumulative, and graded in complexity.
  - (d) Providing psychology interns/residents the opportunity to experience the practice of psychology in rural, generalist, and/or multi-disciplinary integrated health care team by becoming part of the professional staff of each work site.
  - (e) Providing psychology interns/residents opportunities for the practical application of theoretical principles.

- (f) Facilitating interaction between educational institutions and site trainers to improve the preparedness of professional psychology students entering the workplace.
  - (g) Providing internships opportunities for training of psychologists to the standards of the profession and to applicable state licensing requirements.
  - (h) Providing training opportunities to supervisors, trainees, and community clinicians in support of robust program development and increased access to continuing education resources for licensed clinicians.
2. The National Psychology Training Consortium is designed to prepare interns and residents for the entry-level practice of psychology. The goals and objectives of the internship and residency programs are consistent with an empirically informed competency-based practitioner-scholar model. All members and affiliates are committed to the delivery of a generalist-training model by providing interns and residents a wide range of experiences across a variety of client ages, psychopathology, and treatment settings. Interns and residents are trained in ethical and professional standards through supervision, didactic seminars, and service delivery.
  3. In connection with such purposes, the corporation may purchase, take, receive, lease, take by gift, devise, bequest, or otherwise acquire, and own, hold, use, and otherwise deal in and with any real or personal property, or any interest therein, situated in or out of this state, as may be necessary and proper for carrying on its affairs, and to have and to exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.
  4. The Corporation shall not operate for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of its members, directors or officers, or other private individual having directly or indirectly, any personal or private interest in the activities of the Corporation; except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the non-profit purposes stated in the Articles of Incorporation.
  5. The Corporation shall not attempt to influence legislation or participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to any candidate for public office.

**ARTICLE II**  
**OFFICES**

The principal office of the Corporation in the State of Missouri shall be located in the City of Springfield, Missouri. The Corporation may have such other offices within or without said City as may be required.

The registered office of the Corporation required under the laws of the State of Missouri to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time in conformity with the laws of the State of Missouri.

**ARTICLE III**  
**MEMBERS**

1. **Qualifications of Members.**

(a) **Classes of Members.** The Corporation shall have two (2) classes of members: (i) Core Members and (ii) Members.

(1) **Core Member.** Core membership is a Board of Directors recognition status and reflects the highest level of participation. Core Members are referenced as Members within the regional membership participation agreements, but also maintain full member and Board voting rights. The core members provide major training rotations and reimburse certain administrative costs of NPTC based on the number of interns and/or residents at their location(s), under terms and conditions set forth in a separate written agreement. Core Members include Royal Oaks Hospital & Affiliate Clinics and Four County Counseling Center.

(2) **Members.** Members represents the second level of participation, and does not have Board voting rights. Members include those agencies or organizations that are either active or inactive and provide major training rotations and reimburse certain administrative costs of NPTC based on the number of interns and/or residents at their location(s).

(b) **Requirements.**

(1) **Core Member.** Core members will have at least one individual from their organization that shall be appointed to the NPTC Board of Directors. As Core Membership is a Board designation, Core

Members are also considered Members and adhere to the requirements listed below.

- (2) **Members.** The Board of Directors may appoint individuals from Members as participating members for Board Coordinating Committees. Members shall have no restrictions or limitations on the number of psychology interns assigned to a rotation at their location(s) so long as they follow supervision requirements as outlined in the Policies and Procedures Manual.
- (c) Admission of Members. Members may be admitted upon the approval of the President/CEO of NPTC. While the President/CEO is authorized to approve new members, these shall be ratified by the board at the next scheduled meeting.

2. **Membership Status.**

- (a) Active Member. Active Members are those sites which indicate they wish to accept an intern for the next training year. All returning sites must inform the President/CEO of NPTC by October 1<sup>st</sup> of their intent to accept an intern the following training year unless otherwise approved by the President/CEO of NPTC. All new sites must inform the President/CEO of NPTC by December 1<sup>st</sup> of their intent to accept an intern the following training year unless otherwise approved by the President/CEO. All Active Members are expected to adhere to the requirements of their respective roles and attend the monthly Meeting of the Members as indicated in Article VI.
- (b) Inactive Member. Inactive Members are those sites which indicate they do not wish to accept an intern for the next training year, but would like to remain a member of the consortium. All previously active sites must inform the President/CEO of NPTC by October 1<sup>st</sup> of their withdrawal from the National Match Process for the following training year unless otherwise approved by the President/CEO of NPTC. All new sites must inform the President/CEO of NPTC by December 1<sup>st</sup> of their withdrawal from the National Match Process for the following training year unless otherwise approved by the President/CEO of NPTC. Inactive Members are encouraged to continue attending the monthly Meeting of the Members, but are not required to do so to remain a member.

3. **Powers.** All powers not reserved to the Members are delegated to the Board of Directors.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

1. **Management.** The affairs of the Corporation shall be managed, supervised and controlled by a Board of Directors. Nominees for the Board of Directors should be persons who are publicly spirited with an interest in and a commitment to the graduate education and training of professional psychologists. Nominees must be perceived as capable of discharging the commonly recognized duties to the Corporation of care, loyalty and obedience. Nominees will be also be based on the following criteria: interest and aptitude; ability and willingness to actively participate; and overall needs of the Corporation including the need for continuity. A Director's duty of care concerns the Director's competence in performing their functions and requires that the Director use the care that an ordinarily prudent person would exercise under a similar position and circumstances. A Director's duty of loyalty requires that the Director faithfully pursue the interests of the Corporation, rather than their own interests or the interests of others than the Corporation. A Director's duty of obedience requires that a Director act with fidelity to the Corporation's mission, goals and objections.
  
2. **Composition of the Board of Directors.** The Board of Directors shall consist of at least seven (7) members. Each Core Member shall appoint two (2) representatives to serve on the board. The Board of Directors shall also name at least two (2) members-at-large. These individuals shall serve as a "Client Advocate," and represent the interests of the communities NPTC serves. The Articles and Bylaws may be amended to change the size of the Board.
  
3. **Regular Duties of the Board of Directors.** The duties of the Board of Directors shall be:
  - a. **Financial Management and Asset Oversight**
    - i. Approve the budget prior to commencement of the fiscal year and at any time adjustments are necessary;
    - ii. Review the results of the independent financial examination and report by the outside accountants thereon;
    - iii. Oversee the investment policies of the corporation, and oversee and direct the use of the income and assets of the corporation for the benefit of the qualified organization supported by the corporation;
    - iv. Cause insurance to be provided for the protection of the facilities' physical and financial resources and obtaining comprehensive liability insurance for members of the Board and appropriate administrative and professional staff.

- v. Review and ensure that the corporation submits all proper tax returns including an annual 990 form.

b. Operational and Administrative Oversight:

- i. Employ, supervise, and evaluate the President/CEO.
- ii. Review and approve the Corporation's new written policies and any changes to existing written policies and bylaws;
- iii. Review and approve reports from committees approved by the board;
- iv. Review the relationship between the needs of persons served by the Corporation and the services being offered (program evaluation);
- v. Address all other business brought before the Board for its attention by board members, staff, member sites, clients or their families;
- vi. Transact necessary business in the intervals between meetings of the Corporation and such other business as may be referred to it by the Corporation;
- vii. Hire, remove and replace the corporate officers;
- viii. Oversee programs of the Corporation initiated in promoting the purposes for which the Corporation was formed;
- ix. Establish all appropriate and necessary committees and ensuring their proper functioning;
- x. Perform all other duties deemed necessary to promote and effectuate the purposes of the Corporation.

c. Strategic Planning:

- i. Review and approve the mission of the Corporation;
- ii. Oversee policy development and govern the affairs of the Corporation in accordance with the Articles of Incorporation and these Bylaws;

- d. Full Authority:
  - i. The Board of Directors shall have full power and authority to borrow money whenever in the discretion of the Board the exercise of said is required in the general interests of this Corporation, and in such case the Board of Directors may authorize the proper officers of the Corporation to make, execute and deliver in the name and behalf of this Corporation such notes, bonds, and other evidence of indebtedness as said Board shall deem proper. The Board shall have full power to mortgage the property of the Corporation or any part thereof, as security of such indebtedness.
  - ii. The Board shall have complete authority to execute any contract, conveyance, or other instrument on behalf of the Corporation, and by resolution may authorize and delegate such power and authority to the President/CEO or other designee.
- 4. **Election of the Board of Directors.** Election of members to serve on the Board of Directors for the Corporation shall be yearly during the fourth quarterly meeting of the training year. One-third (1/3) of the Board of Directors shall be up for re-election each year. The term of each director shall be three (3) years. The initial Board of Directors will consist of one-third (1/3) serving one year; one-third (1/3) serving two years; and one-third (1/3) serving for a three-year term. Any director may succeed himself or herself indefinitely. The Board of Directors shall name a Nominating Committee consisting of no less than three (3) members of the Board of Directors to nominated members for the Board of Directors.
- 5. **Chairperson of the Board.** The Chairperson of the Board of Directors shall be selected on a yearly basis by the Board of Directors during the second quarterly meeting of the year. The Chairperson shall set the meeting dates and time and call and conduct the meetings.
- 6. **Vacancies.** If a vacancy on the Board occurs involving an appointed member, the Core Member appointing that Director, or if not applicable, then the Nominating Committee shall nominate a new member for approval by a majority of the remaining directors the remainder of the term. If a vacancy in the Board involving an elected member occurs, the Nominating Committee shall nominate a replacement for the remainder of the term. Members of the Board of Directors shall serve until the election and qualification of their successors.
- 7. **Removal of Directors.** The resignation of a member of the Board of Directors may be requested by a two-thirds (2/3) vote of the remaining Board of Directors for reason of three consecutive unexcused absences from Board of Directors' meetings or for failure

to complete assigned duties as a Director, upon which occurrence such member shall forfeit his/her position without option of appeal or reinstatement.

## **ARTICLE V** **OFFICERS**

### **1. Officer Positions.**

- a. The officers of the Corporation shall consist of a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer.
- b. Officers shall be elected by a majority of the Board of Directors present during the fourth quarterly meeting of the training year, or when a vacancy occurs.
- c. Officers shall assume their official duties at the beginning of the first quarterly meeting of the training year and shall serve for a term of three years or until the election and qualification of their successors.

### **2. Duties of Officers.**

- a. **Chairperson.** The Chairperson shall preside at all meetings of the Board, and shall be an ex officio member of all committees without the right to vote, unless otherwise indicated. He/she shall see that all orders, resolutions, directives and policies of the Board are carried into effect. The Chairperson shall perform such other duties as may be prescribed in these By-Laws or assigned to him/her by the Corporation or by the Board of Directors and shall coordinate the work of the officers and committees of the Corporation in order that the Corporation's purposes may be promoted.
- b. **Vice Chairperson.** The Vice Chairperson shall assist the Chairperson and shall exercise the powers of the Chairperson in the absence or disability of the Chairperson, and when so acting, shall have all power and authority of the Chairperson. The Vice Chairperson shall perform such other duties as may be prescribed in these By-laws or assigned to him/her by the Board of Directors.
- c. **Secretary.** The Secretary shall see to the preparation of minutes of all meetings of the Board and its committees; shall act as custodian of all records, minutes, and documents of the Board of Directors and the Corporation. He/she shall give or cause to be given all notices required by statute, Bylaw or resolution.
- d. **Treasurer.** The Treasurer shall see to the custody of corporate funds and securities, subject to the instructions of the Finance Committee. He/she shall see to the keeping and maintaining of proper financial and accounting records, and



shall see to the periodic preparation and presentation to the Board of accurate and complete financial statements and reports. He/she shall cause all income to be properly received, deposited, and accounted for, and shall cause all proper and legitimate expenses and accounts payable to be paid and accounted for. The Treasurer shall be, ex officio, the chairperson of the Finance Committee.

e. **All Officers Shall:**

- i. perform the duties prescribed in the parliamentary authority in addition to those outlined in these By-Laws and those assigned from time to time; and
- ii. deliver to their successors all official material not later than ten (10) days following the election of their successors.

3. **Other Executive Positions.**

- a. **President/CEO:** The Board of Directors shall select and hire a President/CEO to manage and handle the day-to-day operation of the Corporation, subject to the policies and directives of the Board of Directors and also subject to the President/CEO's Job Description as approved by the Board of Directors.

4. **Election of Officers.** There shall be a Nominating Committee appointed by the Chairperson of the Board to nominate eligible persons for each office to be filled when a vacancy occurs. A report of the Committee's nominees shall be given at the Annual Meeting, at which time additional nominations may be made from the floor. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

5. **Vacancy.** A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote at a Special Meeting of the Board of Directors, notice of such election having been given. In case a vacancy occurs in the office of Chairperson, the Vice Chairperson shall serve notice of the election.

6. **Removal.** The resignation of an officer may be requested by a majority vote of the Board of Directors for failure to complete assigned duties of that office.

**ARTICLE VI**  
**MEETINGS**

1. **Regular Directors' Meetings.** The Board of Directors shall meet at least one time per calendar quarter to review the operation of NPTC and conduct necessary business.

2. **Special Meetings.** Special meetings may be called by the Chairperson, a special majority of the Board of Directors, or a majority of the Core Members.
3. **Place of Meeting.** The place of meetings of the Members and/or Directors shall be held at the Corporation's principal office, or at such other location as may be specified by the Board of Directors.
4. **Quorum of Board of Directors.** A simple majority of members, including the Chairperson or Vice Chairperson, shall constitute a quorum for the transaction of business in any meeting of the Corporation.
5. **Participation Through Electronic Communication.** Members and/or Directors may participate in Directors' meetings by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.
6. **Board Member Designee.** A Core Member shall be entitled to submit for board approval by a majority vote for alternative representatives permitted to attend and vote in the absence of a Core Member's representation from a board meeting. This member shall not be permitted to participate in any sub-committees of the board.
7. **Voting.** Each Core Member shall be entitled to two votes (one for each member representative) on each matter submitted to a vote of Members. The vote of a majority of the votes entitled to be cast by the Core Members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members. Member sites shall not be entitled to vote.
8. **Action in Lieu of Meetings.** Any action required or permitted to be taken at a meeting of Members or Directors may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by at least eighty percent (80%) of the Members or Directors entitled to vote with respect to the subject matter thereof. Written notice of approval pursuant to such action shall be given to all Members or Directors who have not signed the written consent. The Secretary of the Corporation shall file the consents with the minutes of the meeting.
9. **Notice.** Written or printed notice stating the place, day and hour of each meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered digitally by email with read receipt enabled not less than one week at the direction of the Chairperson, the Secretary or the persons calling the meeting, to each Member entitled to vote at such meeting or otherwise shall be announced at the immediately preceding meeting of the Members. Board Members will complete a contact form annually to ensure that up-to-date contact information is kept on file.

10. **Manner of Acting and Rules of Order.** In all matters not covered by the Bylaws, parliamentary procedures shall be governed by the manual known as “Robert’s Rules of Order, the Modern Edition.” The act of the majority of the Members present at a meeting of the Members at which a quorum is present shall be the act of the Members, unless a greater number is required under the Articles of Incorporation, these Bylaws, and any applicable laws of the State of Missouri or Robert’s Rules of Order.

**ARTICLE VII**  
**STANDING AND SPECIAL COMMITTEES**

1. The President of the Corporation, and/or the Board of Directors, may create such Standing or Special Committees as they may deem necessary to promote the purposes and carry on the work of the Corporation. The term of each chairperson shall be three years and until the election and qualification of his successor.
2. Standing Committees shall be as follows:
  - a. **Executive Committee of the Board:** Committee members will include the officers of the Board of Directors as elected every three years and any additional member recommended by the Executive Committee and ratified by the Board of Directors. The Executive Committee shall meet at the call of any member of that committee. The Executive Committee may fix its own rules of procedure. A simple majority of members shall constitute a quorum for the transaction of business in any meeting of the Executive Committee, and the affirmative vote of a majority of those present shall constitute the act of the Executive Committee. The Executive Committee shall have and may exercise all powers and authority of the Board of Directors, except the power to (i) fill vacancies on the Board of Directors or any committee thereof; and (ii) adopt, amend or repeal these By-Laws. Without limiting the generality of the foregoing, the Executive Committee shall have the power to incur indebtedness, make acquisitions, direct action to be taken by the officers, and in all other respects exercise the power of the Board of Directors at any and all times. Action required or permitted to be taken at an Executive Committee meeting may be taken without a meeting if the action is taken by all of the Executive Committee members. The action must be evidenced by one or more written consents describing the action taken and signed by each Executive Committee member. Any such written consent shall be filed with or entered upon the records of the Corporation. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. For the purpose of ensuring efficient and prompt functioning of the board, the Executive Committee is authorized to meet and vote on behalf of all sub-committees on as as-needed basis.

- b. **Finance/Audit Committee:** This committee shall consist of the Treasurer as chairperson, ex officio, and no less than three (3) members, appointed by the Chair. The committee shall oversee the management and investment of all funds of the Corporation, shall oversee the completion of an annual independent audit, shall recommend actions concerning borrowing money, shall evaluate insurance coverages, shall cause to be prepared a budget showing income and expenses for the Corporation's fiscal year, and shall examine the monthly financial and operations reports verifying substantial deviations from the budget. The Finance Committee shall meet as the need arises. A quorum shall consist of three (3) members, and a majority of a quorum shall have power to transact business.
  
- c. **Strategic Planning and Bylaws Committee:** This committee shall consist of the Vice Chairperson as chairperson, ex officio, and no less than three (3) members of the Board of Directors, appointed by the Chairperson. At an annual meeting of the Board, general plans and strategies will be identified for the Strategic Planning Committee. This committee shall then cause to be developed long range strategic plans for the Corporation. It shall cause to be written a statement of the Corporation's goals and objectives and procedures for their implementation. The committee will periodically revise and update the plan and make recommendations for the plan's implementation, subject to the review and approval of the Board. The Strategic Planning Committee shall meet no less than annually or as the need arises. A quorum shall consist of three (3) members, and a majority of a quorum shall have power to transact business. The Committee shall further see that the Corporate Bylaws are periodically reviewed, with appropriate recommendations for revision to be made to the Board of Directors as necessary.
  
- d. **Nominating Committee:** This committee shall consist of three (3) members of the Board of Directors appointed by the President/CEO, one of whom shall be designated chairperson. A quorum shall consist of three (3) members, and a majority of a quorum shall have the power to transact business. The committee shall identify and evaluate candidates for the Board and shall nominate a slate of one or more candidates to the Board. In making nominations and recommendations, the Nominating Committee shall consider the criteria listed in Article IV, item 1. The Board will vote on the slate of candidates submitted by the nominating committee with a quorum majority being required to elect the new Board member. If three (3) or more candidates are nominated for a seat on the Board and none of them receive a majority, then the two (2) candidates with the highest vote total shall have a run-off. If no candidate receives a majority vote after two (2) ballots (whether the result of abstentions or otherwise) then the nominations will be re-opened and will be made from the Board for all ballots thereafter and the Board will vote on the slate of new candidates and follow the voting process described above (with the sole exception being that candidate nominations then come from the Board) until a candidate receives a quorum

majority. The nominating committee shall also prepare and nominate a slate of officers at the Board's annual organizational meeting. The Board will vote on the slate of officers submitted by the nominating committee with a quorum majority as provided in Article V, item 1 being required to elect the new officers. The same process described above for the election of directors shall be followed for the election of officers. The committee shall meet at least annually or as the need arises.

- e. **Evaluation Committee:** This committee shall consist of no less than three (3) members of the Board of Directors appointed by the Chair. The Committee shall review and evaluate the Corporation's performance as well as the President/CEO. The Committee's review and evaluation shall include, but not be limited to review of risk management, quality improvement, financial performance, community needs and the Corporation's effectiveness in meeting the objectives of the strategic plan in determining whether the objectives as established by the Strategic Planning Committee and the Finance Committee have been met.
3. **Minutes:** Each committee is responsible for preparing minutes that accurately reflect the business transacted at each meeting. After acceptance, the minutes are to be signed and filed with the Board Secretary.

## **ARTICLE VIII**

### **CONTRACTS, CHECKS AND FUNDS**

1. **Contracts.** The Directors may authorize any officer(s) or agent(s) of the corporation, in addition to the officers 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.
2. **Checks, Drafts, etc.** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer(s) or agent(s) of the corporation and in such manner as set forth in a resolution of the Executive Committee or Directors. In the absence of such a resolution, any such instruments shall be signed by the President and/or Director of Operations.
3. **Deposits.** All funds of the corporation shall be deposited periodically to the credit of the corporation in such banks or other depositories as the Directors may direct.
4. **Audit/Accounting.** An annual audit of the Balance Sheet using Generally Accepted Accounting Principles (GAAP) will be completed by a licensed, independent certified

public accountant selected by the Board of Directors. Such audit shall also review the fiscal management policies of the corporation to determine that all assets, income and expenses are properly and accurately stated and that accounting protocols are being properly administered and followed. Such audit shall be initiated by the President in conjunction with the finance committee.

**ARTICLE IX**  
**DISSOLUTION & DISPOSITION OF CORPORATE ASSETS**

The corporation may be dissolved with the assent given in writing and signed by not less than two-thirds of the Board of Directors. Upon dissolution of the corporation, other than incident to a merger or consolidation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or for such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Internal Revenue Code (as amended or superseded), as the Board of Directors shall determine.

The assets of this Corporation are irrevocably dedicated to charitable purposes. Liquidation, dissolution, merger or abandonment of this Corporation will not inure the assets of the Corporation to the benefit of any private person or entity, except as to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

**ARTICLE X**  
**CONFLICT OF INTEREST**

No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or her or their votes are counted for such purposes, if the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith, taking into account the fairness of the contract or transaction, authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors present. The Board of Directors will develop and adopt a conflict of interest policy. All members of the Board will follow the conflict-of-interest policy and will annually sign a conflict-of-interest form disclosing any existing or apparent conflict of interest.

**ARTICLE XI**  
**INDEMNIFICATION**

1. **Mandatory Indemnification.** The Corporation shall indemnify any Member or Director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Member or Director was a party because they were a Director of the Corporation against reasonable expenses actually incurred by the Member or Director in connection with the proceeding.
  
2. **Permissive Indemnification.**
  - a. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Member, Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit, or process if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit, or proceeding by judgment, by order, by settlement, by conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that they did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, that they had reasonable cause to believe that their conduct was unlawful.
  
  - b. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that they are or were a Member, Director, officer, employee or agent of the Corporation, or was are or were serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney fees, and amounts paid in settlement actually and reasonably incurred in connection with the defense or settlement of the action or suit if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have

been adjudged to be liable for negligence or misconduct in the performance of their duty to the Corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnification for such expenses which the court shall deem proper.

- c. To the extent that a Member, Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsections (a) and (b) of this section, or in defense of any claim, issue or matter therein, they shall be indemnified against expenses, including attorney fees, actually and reasonably incurred by in connection with the action, suit, or proceeding.
- d. Any indemnification under subsections (a) and (b) of this section, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Member, Director, officer, employee or agent is proper in the circumstances because they have met the applicable standard of conduct set forth in this section. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action, suit, or proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- e. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Member, Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that they are entitled to be indemnified by the Corporation as authorized in this section.
- f. The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under Section 537.117, RSMo, any other provision of law, the Articles of Incorporation of the Corporation or these Bylaws or any agreement, vote of disinterested Directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Member, Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.
- g. The Corporation shall have the power to give any further indemnity, in addition to the indemnity authorized or contemplated under other subsections of this section, including subsection (f), to any person who is or was a Member, Director, officer,



employee or agent, or to any person who is or was serving at the request of the Corporation as a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, provided such further indemnity is either (i) authorized, directed, or provided for in the Articles of Incorporation of the Corporation or any duly adopted amendment thereof, or (ii) is authorized, directed, or provided for in these Bylaw or agreement of the Corporation which has been adopted by a vote of the Board of Directors of the Corporation, and provided further that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

- h. For the purpose of this section, references to the "the Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a Director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a Member, Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as they would if they had served the resulting or surviving corporation in the same capacity.
  - i. For purposes of this section, the term "other enterprise" shall include employee benefit plans; the term "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and the term "serving at the request of the Corporation" shall include any service as a Director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such Director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this section.
3. **Insurance**. The Corporation may purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee, or agent of the Corporation, or who, while a Director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit Corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director, officer, employee, or agent, whether or not the Corporation would have power to indemnify the person against the same liability under section (1) or (2) above.

**ARTICLE XII**  
**AMENDMENTS TO ARTICLES AND BYLAWS**

The Articles of Incorporation or the Bylaws of the Corporation may be amended, repealed or altered, in whole or in part, and must be approved at a meeting, regular or special, called for that purpose:

1. The Strategic Planning and Bylaws Committee shall review the Bylaws annually and make recommendations to the Board for amendments thereto, when appropriate, at a regular meeting or special meeting of the Board called for that purpose.
2. By two-thirds (2/3) vote of the Board of Directors, if the amendment does not relate to the number of directors, the composition of the Board of Directors, the term of office of directors or the method or way in which directors are elected; and
3. By the Core Members by two-thirds (2/3) of the votes cast at a meeting at which a quorum is present or a majority of the Core Members, whichever is less.
4. All amendments shall be effective upon Board approval, unless otherwise provided.

**ARTICLE XIII**  
**PROCEDURAL RULES**

Roberts Rules of Order Newly Revised and Parliamentary Procedure shall prevail, except as otherwise provided in these By-Laws.

**ARTICLE XIV**  
**MISCELLANEOUS**

1. Words of the masculine gender in any bylaw include the feminine and the neuter; and, when the sense so indicates, words of the neuter gender may refer to any gender.
2. **Fiscal Year**. The fiscal year of the Corporation shall run from August 1 through July 31 of each year.
3. **Gifts and Bequests**: No gift or bequest to the Center shall be deemed accepted unless or until the acceptance thereof is approved by the Board of Directors, or its Executive Committee.

**ARTICLE XV**  
**NON-DISCRIMINATION POLICY**

NPTC and member sites are Equal Opportunity/Affirmative Action employers and do not discriminate on the basis of race, color, religion, ethnic or national origin, creed, ancestry, gender, disability or age, sexual orientation or veteran status in employment or in any of its programs and activities. For questions, concerns, or more information, contact Katherine Dixon at [kdixon@psychologyinterns.org](mailto:kdixon@psychologyinterns.org).

**ARTICLE XVI**  
**DISABILITIES SUPPORT SERVICES POLICY**

Within the guidelines set forth in this policy, NPTC and member sites are committed to providing an accessible and supportive environment for individuals with disabilities. Equal access for qualified students with disabilities is an obligation of NPTC under Section 504 of the Rehabilitation Act of 1973 and the Americans with Disabilities Act of 1990. NPTC and member sites do not discriminate on the basis of disability against otherwise-qualified individuals in any program, service, or activity offered by the consortium. NPTC is committed to ensuring that no otherwise-qualified individual with a disability is excluded, denied services, segregated or otherwise treated differently than other individuals because of the absence of auxiliary aids or other appropriate services. Such accommodations, however, cannot result in an undue burden to NPTC or member sites or fundamentally alter the requirements essential to a Psychology training program. NPTC reserves the right to determine whether a Psychology Intern or Resident is capable of performing the duties required by the program.

Notification to the consortium of any and all types of personal needs involving physical, emotional, and learning difficulties and/or needs related to the Americans with Disabilities Act is the sole responsibility of the Psychology Intern. The individual should notify the Director of Accreditation and Compliance as soon as the need for accommodations becomes evident. In order to receive accommodations, the individual must provide the Director of Accreditation and Compliance with appropriate documentation of the disability. Accommodations will not be provided for undocumented disabilities, except that accommodations may be provided on a provisional basis pending receipt of documentation for disabilities that are readily apparent. Only persons interested in receiving disability-related accommodations need to provide disability documentation. If eligibility for accommodations is established and the request for accommodations approved, the Support Coordinator for Persons with Disabilities will coordinate a meeting between Psychology Intern and the necessary Training Directors and/or supervisors to review the approved accommodations. While all reasonable efforts will be made to accommodate individual needs, it is conceivable that some conditions and circumstances may exist which cannot be reasonably accommodated.

To initiate an inquiry or request for accommodations, the individual must contact Katherine Dixon at [kdixon@psychologyinterns.org](mailto:kdixon@psychologyinterns.org).

**ADOPTED AND APPROVED** by a unanimous affirmative vote of the Board of Directors at the regular meeting of the Board of Directors held on the 28th day of March, 2023.

CHAIRPERSON Al Greimann

SECRETARY Meghan

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## Document History



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IP: 184.4.69.35



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Viewed by Megan Weaver (meganweaver15@gmail.com)  
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**04 / 24 / 2023**

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