

BYLAWS
OF
NEW YORK COUNTY DISTRICT BRANCH,
AMERICAN PSYCHIATRIC ASSOCIATION, INC.

SECTION ONE: NAME, PURPOSES, LEGAL IDENTITY

Section 1.1 Name.

The name of this organization shall be the New York County District Branch, American Psychiatric Association, Inc. (hereinafter referred to as the "Corporation").

Section 1.2 Purposes and Objectives.

The purposes for which the Corporation is organized are: (a) to promote the common professional interests of its members; (b) to improve the treatment, rehabilitation, and care of persons with mental disorders (including mental retardation and substance-related disorders); (c) to advance the standards of all psychiatric services and facilities; (d) to promote research, professional education in psychiatry and allied fields, and the prevention of psychiatric disabilities; (e) to foster the cooperation of all who are concerned with the medical, psychological, social and legal aspects of mental health and illness; (f) to make psychiatric knowledge available to practitioners of medicine, to scientists, and to the public; (g) to promote the best interests of patients and those actually or potentially making use of mental health services; and (h) to advocate for its members. It is the intention of the Corporation to serve as the New York County District Branch of the American Psychiatric Association, Inc.

Section 1.3 Legal Identity.

The Corporation is organized exclusively as a professional organization not organized for profit, within the meaning of Section 501(c)(6) of the Internal Revenue Code. Notwithstanding any other provision of these Bylaws, only such powers shall be exercised as are in furtherance of the purposes of the Corporation, and as may be exercised by an organization exempt under Section 501(c)(6) of the Internal Revenue Code and its regulations as presently exist or as amended. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse reasonable expenses' incurred on its behalf, and to make payments and distributions in furtherance of the purposes set forth herein.

Section 1.4 Territorial Jurisdiction.

For the objectives stated above, the territorial jurisdiction of the Corporation shall be delimited by the boundaries of New York and Richmond Counties of the State of New York.

SECTION TWO: MEMBERS

Section 2.1 General.

Requirements for membership in the Corporation shall be the same as those for the American Psychiatric Association (hereinafter referred to as the "APA"), at the time of application. All members of the Corporation must also be members of the APA.

Section 2.2 . Qualifications.

Any physician who is eligible for the categories of membership below shall be eligible for membership.

Section 2.3 Categories of Corporation membership.

(a) There shall be the following categories of members who are to qualify according to the standards and procedures of the APA as set forth in SECTION 2.1 of the APA Bylaws. They are (a) Members-in-training; (b) General Members; (c) Fellows; (d) Distinguished Fellows; (e) Life Members; (f) Life Fellows; (g) Distinguished Life Fellows; (h) Inactive Members or (i) Inactive Fellows.

(b) Any physician who is, or is eligible to be, a Member-in-Training, General Member, Fellow, Distinguished Fellow, Life Member, Life Fellow, Distinguished Life Fellow, Inactive Member or Inactive Fellow of the AP A and who resides or practices within the territorial jurisdiction of the Corporation and the APA shall be eligible for membership provided the applicant meets the requirements as to character and the ethical and professional standards which currently exist or which may be established by the Corporation.

Section 2.4 Voting.

The right to vote shall be the same as in the APA Bylaws. Members with voting rights are Members-in-Training, General Members, Fellows, Distinguished Fellows, Life Members, Life Fellows and Distinguished Life Fellows. All other categories of membership are non-voting. Each voting member shall have one vote.

Section 2.5 Election to Membership.

Applications for membership in the Corporation shall be made in accordance with procedures established from time to time by the AP A Board of Trustees through its Membership Committee. Membership actions will become effective after initial approval by the APA and with input from the Corporation if provided within the specified time period. Categories of membership and qualifications thereof in the Corporation shall be consistent with those of the Association.

Section 2.6 Transfer and Advancement.

Procedures for transfer of membership between Corporations and for advancement of membership shall be established by the AP A. In the event of such a transfer or advancement being denied, any appeal shall be conducted in accordance with procedures to be established from time to time by the AP A.

Section 2.7 Application of Fellows and Nomination of Distinguished Fellows.

Application of General Members for fellowship status is primarily the responsibility of the AP A. Nomination of General Members or Fellows for distinguished fellowship status is primarily the responsibility of the Corporation. Election of Fellows and Distinguished Fellows is by the AP A upon recommendation of the APA Membership Committee.

Section 2.8 Resignations.

Only a member in good standing may resign from the Corporation by giving written notice to the Secretary for presentation to the Executive Council for action at its next meeting.

Section 2.9. Dues and Assessments.

(a) Every General Member, Member-in-Training, Fellow and Distinguished Fellow shall pay dues as determined by the Corporation. The Executive Council may determine, from time to time, to levy an assessment when deemed appropriate to further the purposes and objectives of the Corporation.

(b) Beginning with the 1993 dues year, members who will reach Life status in 1993 and thereafter will be billed two-thirds of the highest General Member rate for the first five years after reaching Life status, and one-third of the highest General Member rate for the sixth through tenth years after reaching Life status. After the tenth year, they will become dues exempt. Those who are currently in Life status will remain dues exempt. There shall be no dues or assessments for Inactive Members.

(c) Any dues paying member of the Corporation who fails to pay all dues and assessments may forfeit his or her membership. Due notice of such failure shall be made to the member and the Executive Council if the member is in arrears for one full calendar year. Unless otherwise instructed by the Executive Council, the Corporation shall notify the member by mail that the member will forfeit his or her membership if the arrearage is not paid in full by a specified date. This letter to the member shall also inform the member of the conditions under which he or she may be exempted from payment of dues and assessments. If payment in full or an appeal for exemption has not been received by the specified date, the Corporation shall notify the member and the APA of the loss of membership in the Corporation. Only members in good standing may resign from the Corporation and resignation or loss of membership in the Corporation shall entail loss of membership in the APA as well.

Section 2.10 Inactive Status and Dues Waiver.

Members of any category may be placed in inactive status by the Corporation and the APA and excused from paying dues to both the Corporation and the AP A. Inactive members shall not receive credit toward the number of years of active membership required for life status for those years of inactive status. Active members may be granted waiver of dues by the APA for sufficient reason, and such members shall receive credit toward the number of years of active membership required for Life status for those years the members are in the dues waiver status.

SECTION THREE: OFFICERS

Section 3.1 Officers.

The Officers of the Corporation shall consist of a President, President -Elect, Secretary and Treasurer. The Officers shall be elected by mail ballot from among the voting members of the Corporation. The President and President-Elect shall serve for a term of one year and the Secretary and Treasurer shall serve for a term of two years, with all Officers serving until their duly elected successors have qualified. Officers shall assume their designated office on the last day of the APA Annual Meeting in the appropriate year. The President and President-Elect shall be ineligible for re-election to their respective offices before a period of three years has elapsed from the date of completion of the term of such stated office. The Secretary and Treasurer may be re-elected upon completion of the term of their office.

Section 3.2 Duties of Officers.

The Officers shall have the powers and shall perform the duties customarily belonging to their respective offices, but, except as forbidden by law, the Certificate of Incorporation or these Bylaws, such powers and duties may be increased, decreased, delegated or changed, as the Executive Council may direct, and the Executive Council may appoint, from time to time, such additional or assistant officers with such duties as the Executive Council may direct.

Section 3.3 Vacancies.

In the instance of the death or absence of the President or the President's inability to discharge the functions of the office, the President-Elect shall perform the duties of said office. If there is a vacancy in other offices (the President-Elect, Secretary and Treasurer), caused by death, resignation, illness or inability to serve, the Executive Council is authorized to fill such vacancy for the balance of the unexpired term of office. In the event of the disability or incapacity of any office holder, the Executive Council may, by a two-thirds vote of the Executive Council at a regular or special meeting at which a quorum is present, determine that a temporary or permanent vacancy exists in any current office by reason of such disability or incapacity. If the Executive Council determines that such vacancy is permanent, the Executive Council may declare the office vacant and fill such office vacancy as provided under these Bylaws. Any term of office served filling a vacancy for the balance of an unexpired term shall not count against any term limits or any period of ineligibility for re-election contained herein.

SECTION FOUR: REPRESENTATIVES

Section 4.1 Number and Term.

The Corporation shall be represented at the meetings of the Assembly of District Branches of the APA and the New York State Psychiatric Association (Area II Council of the APA) by up to the maximum number of Representatives allocated to the Corporation by the rules of the Assembly of District Branches of the AP A. The Executive Council shall determine from time to time how many Representatives are to be elected each year. All Representatives shall serve a term of three years, with all Representatives serving until their duly elected successors have qualified. Representatives may be reelected upon completion of the term of their office.

Section 4.2 Election

The Representatives shall be elected by mail ballot from among the voting members of the Corporation. Representatives must be either a General Member, Fellow, Distinguished Fellow, Life Fellow, Distinguished Life Fellow or Life Member. Representatives shall assume their designated office on the last day of the APA Annual Meeting in the appropriate year.

Section 4.3 Vacancies

If there is a vacancy in the office of Representative, caused by death, resignation, illness or inability to serve, the Executive Council is authorized to fill such vacancy for the balance of the unexpired term of office. In the event of the disability or incapacity of any Representative, the Executive Council may, by a two-thirds vote of the Executive Council at a regular or special meeting at which a quorum is present, determine that a temporary or permanent vacancy exists in any current office by reason of such disability or incapacity. If the Executive Council determines that such vacancy is permanent, the Executive Council may declare the office vacant and fill such office vacancy as provided under these Bylaws.

SECTION FIVE: THE EXECUTIVE COUNCIL

Section 5.1 Composition.

The Executive Council shall consist of the four Officers of the Corporation, the two immediate Past-Presidents of the Corporation, seven voting members of the Corporation elected as Councilors and the Representatives of the Corporation, all of whom shall be voting members. The general management and control of the affairs, funds and property of the Corporation shall be vested in the Executive Council.

Section 5.2 Election and Term of Office of Councilors.

There shall be seven Councilors on the Executive Council who shall each serve a term of three years, with all Councilors serving until their duly elected successors have qualified. The Councilors shall be elected by mail ballot from among the voting members of the Corporation. Councilors shall assume their designated office on the last day of the APA Annual Meeting in the appropriate year. Representatives may be re-elected upon completion of the term of their office.

Section 5.3 Meetings of the Executive Council.

There shall be regular meetings of the Executive Council at least four times during each year. In addition, when deemed necessary, the Executive Council will be convened upon the call of the President or upon the signed request of six members of the Executive Council on at least three days notice in writing. Members of the Executive Council may participate in person or by telephonic or other electronic means, provided that each member can hear and be heard by all other members participating in the meeting. Participation by telephonic or other electronic means shall count towards the quorum requirement.

Section 5.4 Quorum.

Seven members of the Executive Council shall constitute a quorum for the transaction of business. In the absence of the President or President-Elect, the quorum may choose a Chairman for such Executive Council meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later date.

Section 5.5 Organization and Voting.

The President of the Corporation shall serve as President of the Executive Council, and the Secretary of the Corporation shall serve as Secretary of the Executive Council. The four Officers of the Corporation, two immediate Past Presidents, the seven elected Councilors and the Representatives shall constitute the membership of the Executive Council, each having one vote. Except as herein specifically provided, the decision of the majority of those present shall be the decision of the Executive Council.

Section 5.6 Vacancies.

If there is a vacancy in the office of Councilor, caused by death, resignation, illness or inability to serve, the Executive Council is authorized to fill such vacancy for the balance of the unexpired term of office. In the event of the disability or incapacity of any Councilor, the Executive Council may, by a two-thirds vote of the Executive Council at a regular or special meeting at which a quorum is present, determine that a temporary or permanent vacancy exists in any current office by reason of such disability or incapacity. If the Executive Council determines that such a vacancy is permanent, the Executive Council may declare the office vacant and fill such office vacancy as provided under these Bylaws.

Section 5.7 Duties of the Executive Council.

The Executive Council shall exercise all powers and duties of the Corporation not otherwise assigned save when the membership is assembled in general meetings. The powers and duties of the Executive Council include:

- (a) Recommending the admission or rejection of applicants for membership.
- (b) Approving disciplinary measures relative to members in accordance with Section Seven of these Bylaws.

- (c) Appointing such staff personnel as deemed necessary to carry out the purpose of the Corporation, including auditors, accountants and attorneys, and the fixing of salaries and fees in connection therewith.
- (d) Adoption of a Budget. This is solely the responsibility of the Executive Council and the budget once adopted shall be reported to the members for their information at the first meeting subsequent to the Annual Meeting.
- (e) Controlling the funds of the Corporation and designating its depositories.
- (f) Making expenditures from the funds of the Corporation in the implementation of its goals and purposes.
- (g) Administering special funds, grants and awards.
- (h) The Corporation may, upon approval of the Executive Council, from time to time publish its proceedings and/or papers written or delivered by its members in a magazine, bulletin or quarterly or such publication as the Executive Council may deem advisable.
- (i) Consideration of proposed amendments to the Bylaws and Certificate of Incorporation.
- (j) The Executive Council shall act upon the granting and rescinding of Inactive Membership status in the Corporation in accordance with the procedures of the APA; the recommendation relative to the advancement of Member-in-Training to General Member; the nomination of General Members to Fellows of the AP A; the nomination of Distinguished Fellows of the AP A; and the acceptance of the resignation request of a member in good standing in accordance with the procedures of the APA.
- (k) Except as forbidden by law, the Certificate of Incorporation or these Bylaws, the Executive Council may from time to time delegate any of those powers to such committees or officers as it may designate for the purpose, with such qualifications if any, as it may deem wise.
- (l) The Executive Council may devise and carry into execution such other measures as it may deem proper and expedient to promote the objectives of the Corporation and to best protect the interests and welfare of the members.

Section 5.8 Recall

An action for recall of an officer or any members of the Executive Council of the Corporation may be initiated by a petition signed by 100 voting members of the Corporation or by a two-thirds vote of the Executive Council. The petitioners shall set forth the reasons for initiating the petition and this shall be forwarded to the Secretary with a copy to the officer in question. A mail ballot shall then be sent to the general voting membership of the Corporation to be returned no later than 30 days upon its issuance. Recall shall be effected if two-thirds of the voting membership so indicates.

SECTION SIX: COMMITTEES AND OTHER ORGANIZATIONAL ENTITIES

Section 6.1 Nominating Committee.

The Executive Council shall select a Chairperson and an appropriate number of voting members of the Corporation, not exceeding eight, to constitute the Nominating Committee; at least three members of which committee shall not be members of the existing Executive Council. The term of office of said Committee shall be for one year. The Nominating Committee shall prepare a slate of candidates for Officers, Councilors and Representatives for inclusion on the mail ballot to be mailed to the membership no later than 30 days prior to the last day of the APA Annual Meeting in the appropriate year. Any member of the Corporation may nominate candidates for the stated office by sending a petition signed by at least two percent (2%) of the voting members to the Chairperson of the Nominating Committee at least 60 days prior to the last day of the APA Annual Meeting in the appropriate year. All candidates properly nominated by petition shall be included in the mail ballot sent to the membership.

Section 6.2 Membership Committee.

A Membership Committee consisting of a Chairperson and an appropriate number of voting members of the Corporation not exceeding twelve, shall be appointed by the President. The functions of this Committee are delineated in Section Two of these Bylaws.

Section 6.3 Bylaws Committee.

The Bylaws Committee shall consist of a Chairperson and an appropriate number of voting members of the Corporation not exceeding ten, shall be appointed by the President. Proposals for amendments and/or revisions to the Bylaws and Certificate of Incorporation and related matters are to be referred to said Committee for study and recommendation to the Executive Council.

Section 6.4 Ethics Committee.

The Ethics Committee shall consist of a Chairperson and an appropriate number of voting members appointed by the President. The Chair shall be a Past President of the Corporation. This Committee shall review all complaints filed against a member and make appropriate recommendations to the Executive Council. The provisions and procedures delineated in Section Seven of these Bylaws will pertain to the function of this Committee.

Section 6.5 Tellers Committee.

The Tellers Committee shall consist of a Chairperson and an appropriate number of voting members of the Corporation, appointed by the President. This Committee shall be responsible, with the approval of the Executive Council, for the establishment of procedures for equitable voting of the membership. Voting shall be by secret ballot. All voting for election of Officers, Representatives, Councillors shall be by mail ballot. The Committee shall prepare a certificate of the results and a statistical summary of each membership vote, which shall be made available to members upon request to the Secretary. The results of the voting shall be reported by the Chair of the Tellers Committee to the Executive Council and shall be announced to the membership at the Annual Meeting.

Section 6.6 Additional Committees.

There shall be such additional Committees as the President may delegate. Unless such power is specifically granted by the Executive Council, no Committee shall speak in the name of, nor encumber funds of, the Corporation.

Section 6.7 Appointments to Committees.

Unless otherwise specified, Committee members will be appointed by the President, and each year the President then in office will designate who shall be Chairperson of each Committee. The members of all Committees, with the exception of the Nominating Committee, shall be appointed for a term of three years, arranged so that one-third of the Committee membership terminates each year.

Section 6.8 Minutes and Quorum Requirements of Committees.

All Committees of the Corporation shall keep minutes of their proceedings and render a report from time to time, and at each Annual Meeting. A Committee quorum shall consist of a majority and the vote of the majority of those present shall be the decision of the Committee. Members of each Committee may

participate in person or by telephonic or other electronic means, provided that each member can hear and be heard by all others members participating in the meeting. Participation by telephonic or other electronic means shall count towards the quorum requirement.

SECTION SEVEN: ETHICS COMPLAINTS AND DISCIPLINARY PROCEDURES

Section 7.1 Code of Ethics.

All members of the Corporation shall be bound by the ethical code of the medical profession, specifically defined in the Principles of Medical Ethics of the American Medical Association and in the AP A's Principles of Medical Ethics With Annotations Especially Applicable to Psychiatry.

Section 7.2 Ethics Complaints.

Complaints charging members of the Corporation with unethical behavior or practices shall be investigated, processed, and resolved in accordance with procedures approved by the APA. The name of a member who resigns during an ethics investigation will be reported to the membership.

SECTION EIGHT: AMENDMENT OF THE BYLAWS AND CERTIFICATE OF INCORPORATION

Amendment to the Bylaws or the Certificate of Incorporation may be initiated by the Executive Council by a written petition submitted to the Executive Council that is signed by no less than 50 voting members. The proposed amendment must be approved by a two-thirds vote of the Executive Council at a meeting at which a quorum is present and submitted to the membership at a meeting of the membership. The proposed amendment must be approved by a two-thirds vote of the voting membership at the Annual Meeting, any regular meeting or a special meeting called for such purpose, at which a quorum is present. All voting members must be provided with at least 30 days written notice of the proposed amendment, which notice may include either the actual text of the proposed amendment or a summary of the proposed amendment.

SECTION NINE: INDEMNIFICATION AND INSURANCE

Section 9.1 The Corporation shall indemnify any person who was or is a party, or is threatened to be made a part 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 was a director, officer, employee or agent of the Corporation, or who 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, including service with respect to employee benefit plans; against expenses (including attorneys' fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she 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 his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, has reasonable cause to believe that his or her conduct was not unlawful.

Section 9.2 The Corporation shall 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 he or she is or was a director, officer, employee or agent 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, including service with respect to employee benefit plans, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed ' to, the best interests of the Corporation, and except that no indemnification shall be made under this paragraph 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 his or her duty to the Corporation, unless, and only to the extent that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 9.3 To the extent that the director, officer, employee or agent of the Corporation has been successful oil the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 9.1 and 9.2, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 9.4 Any indemnification under Sections 9.1 and 9.2 (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 director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 9.1 and 9.2. Such determination shall be made (i) by the Executive Council by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) 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.

Section 9.5 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 such action, suit or proceeding, as authorized by the Executive Council in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Section.

Section 9.6 The indemnification provided by this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in his or her 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 director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 9.7 The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who 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, including service with respect to employee benefit plans, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Section.

SECTION TEN: MEETINGS

Section 10.1 Meetings.

There shall be an Annual Meeting of the Corporation at the time and place designated by the Executive Council, and such other meetings as determined by the Executive Council. Notice of all meetings of the Corporation shall state the date, place and hour, and shall be sent to each member of the Corporation at least 30 days prior to each meeting. The Executive Council shall formulate and present each year the Agenda for the Annual Meeting. Such agenda shall include all such matters which, in the opinion of the Executive Council, shall be submitted to the Corporation for consideration and/or action. After the consideration and/or action has been taken on the agenda, further business may be introduced to the meeting from the floor by any voting member present.

Section 10.2 Special Meetings.

Special meetings of the Corporation may be called by the President or the Executive Council or in response to a written petition signed by at least 50 of the voting members of the Corporation.

Section 10.3 Attendance at Meetings of the Committees and Organizational Components.

Committees and all other organizational components of the Corporation shall be open to all members of the Corporation except for the meetings of the Ethics Committee. All Committees and organizational components of the Corporation may go into Executive Session.

Section 10.4 Quorum.

At any meeting of members, the presence in person of 100 of the voting members of the Corporation shall constitute a quorum for the transaction of necessary business.

SECTION ELEVEN: CORPORATE LIMITATIONS

The Corporation shall be operated exclusively for the purposes set forth in its Certificate of Incorporation and Bylaws and not otherwise. No member of the Corporation shall speak in the name of, or encumber the funds of the Corporation unless such power is specifically granted by a formal action of the Executive Council.

SECTION TWELVE: MISCELLANEOUS

Section 12.1 Fiscal Year

The fiscal year of the Corporation shall be determined by the Executive Council from time to time.

Section 12.2 Robert's Rules of Order

The procedure of the Corporation shall be governed by Robert's Rules of Order (current edition), except as otherwise provided for herein.

SECTION THIRTEEN: TRANSITIONAL PROVISIONS

Section 13.1 Applicability of Transitional Provisions

The Transitional Provisions contemplate a proposed merger of New York Society for Clinical Psychiatry, New York County District Branch, American Psychiatric Association, Inc. (the "District Branch") into the Corporation (hereinafter referred to as the "Merger").

Section 13.2 Operation Before Approval of the Plan of Merger

After the adoption of these bylaws by the Corporation and before approval of the Plan of Merger by the members of the District Branch and the members of the Corporation, the members of the Corporation will be the current members of the Executive Council of the District Branch and the Officers of the Corporation will be the current Officers of the District Branch.

Section 13.3 Operation After Approval of the Plan of Merger

Upon the approval of the Plan of Merger by the members of the District Branch and the members of the Corporation:

- a) All members of the District Branch will automatically become members of the Corporation in the same membership classes as previously held before such approval.
- b) All Officers, Councilors and Representatives of the District Branch will automatically become the Officers, Councilors and Representatives of the Corporation and will hold the same positions in the Corporation as previously held in the District Branch before such approval. All terms of office of Officers, Councilors and Representatives of the Corporation who were Officers, Councilors and Representatives of the District Branch will expire on the same date they would have expired under the bylaws of the District Branch. Length of service in any office under the bylaws of the District Branch before such approval will count towards any term limits contained in the bylaws of the Corporation.
- c) All Committee Chairs and Committee Members of the District Branch will automatically hold the same committee positions in the Corporation as previously held in the District Branch before such approval. The terms of office of Committee Chairs and Committee Members of the Corporation who were Committee Chairs or Committee Members will expire on the same date they would have expired under the bylaws of the District Branch. Length of service as a Committee Chair or as a Committee Member under the bylaws of the District Branch before such approval will count towards any term limits contained in the bylaws of the Corporation.

Section 13.4 Status of Corporation

Upon filing of the Certificate of Merger with the New York Secretary of State, the Corporation shall become the New York County District Branch of the American Psychiatric Association, Inc.

Section 13.5 Special Provisions to Restore the Staggering of Terms of Office of Councilors and Assembly Representatives

Notwithstanding anything in these bylaws to the contrary, with respect to the election of Councilors for a term of office beginning in May, 2008, (i) the term of office of the two candidates who receive the greatest number of votes shall be three years and (ii) the term of office of the two candidates who receive the third and fourth greatest number of votes shall be one year.

Notwithstanding anything in these bylaws to the contrary, with respect to the election of Assembly Representatives for a term of office beginning in May, 2009, (i) the term of office of the two candidates who receive the greatest number of votes shall be three years, (ii) the term of office of the candidate who

receives the third most votes shall be two years, and (iii) the term of office of the candidate who receives the fourth most votes shall be one year.

In the event of a tie, the Executive Council will designate the terms of office in such a manner as it deems appropriate.