

THE AMERICAN SOCIETY OF HISPANIC PSYCHIA TRY
A New Jersey Non-Profit Corporation

ARTICLE I

PURPOSE

The American Society of Hispanic Psychiatry (the Society) is organized exclusively for educational purposes within the meaning of 501(c3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal laws. The Society is organized for the following purposes:

To promote research, professional education, and clinical activities in psychiatry and allied mental health professionals in the United States of America, and in Latin America, Spain and Portugal;

To work for the continuous improvement of diagnostic, therapeutic, rehabilitative, and general health care of the mentally ill, the mentally retarded and the chemical abuse Hispanic patient; and

To promote the best interests of Hispanic patients in the United State of America, their families and those who use or are potential users of psychiatric and mental health services.

ARTICLE II

OFFICES

Section I. Principal Office. The principal office of the Society shall be in the State of New Jersey at 675 Hoes Lane, Piscataway, New Jersey, 08854-5635.

Section 2. Other Offices. The Society may also have offices at such other places at the Board of Directors may from time to time determine or the purpose may require.

ARTICLE III

MEMBERS

The Society shall be a membership organization.

1. Regular Member

This category is open to all fully trained and licensed mental health professionals in the United States of America.

2. Associate Member

This category is open to all fully training and licensed mental health professionals from outside of the United States,

3. Honorary Member

This category is reserved for Hispanic Mental Health Professionals who have made a significant contribution to the improvement of Hispanics in the USA or abroad.

ARTICLE IV
OFFICERS

Section 1.

Number: The affairs of the Society shall be managed by the Officers of the Society with the assistance of the immediate past President .

Section 2.

Term of Office: The officers of the Society shall hold office for a two year term.

Section 3.

Removal: Any Director may be removed from the Board, with or without cause, by a majority vote of Directors for the Society. In the event of death, resignation, or removal of a Director, his successor shall be selected by the remaining members of the Board and shall service for the unexpired term of his/her predecessor.

Section 4.

Compensation: Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses for attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

Section 5.

Action Taken Without a Meeting: The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

Section 1.

Nomination: Nomination for election to the Board of Directors shall be made by a Nominating Committee appointed by the President in consultation with the Board of Directors. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman who shall be a

member of the Board of Directors and two or more other persons appointed by the President. The Nominating Committee shall be appointed by the President prior to the annual meeting of the election year to serve from the close of such annual meeting until the close of the next election, and such appointment shall be announced at the annual meeting . The Nominating Committee shall made as many nominations for election to the Board of Directors as it shall in its discretion determine , but not less than the number of vacancies that are to be filled .

Section 2.

Election : Election of the Board of Directors may be by oral or written ballot. The persons receiving the largest number of votes shall be elected.

ARTICLE VI
MEETINGS OF THE BOARD OF DIRECTORS

Section 1.

Regular Meeting: At least one regular meeting of the Board of Directors shall be held annually with notice at such time and place as may be fixed from time to time by resolution of the Board.

Section 2.

Special Meetings: Special meetings of the Board of Directors shall be held when called by the President of the Society or by any two Directors after not less than five (5) days notice to the Directors.

Section 3.

Quorum: A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board .

ARTICLE VI
MEETINGS OF THE BOARD OF DIRECTORS

Section 1.

Regular Meetings: At least one regular meeting of the Board of Directors shall be held annually with notice at such time and place as may be fixed from time to time by resolution of the Board .

Section 2.

Crucial Meetings: Special meetings of the Board of Director s shall be held when called by the President of the Society or by any two Directors after not less than five (5) days notice to the Directors.

Section 3.

Quorum: A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1.

Powers: The Board of Directors shall have the power:

- a. To exercise for the Society all powers, duties, and authority vested in or delegated to this Society by these Bylaws, the Articles of Incorporation, or the Non-Profit Society Act of the State of New Jersey.
- b. To declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;
- c. To employ a manager, an independent contractor or such other employees as they deem necessary and to prescribe their duties; and
- d. To appoint a new member of the Board of Directors when a vacancy occurs for any reason at any time except the expiration of a term. Such appointment shall be for the remainder of the term of the one whose position has become vacant.

Section 2.

Duties:

- a. To supervise all agents, and employees of this Society and to see that their duties are properly performed;
- b. To cause any officers or employees having fiscal responsibilities to be bonded as it may deem appropriate.

ARTICLE VIII
OFFICERS AND THEIR DUTIES

Section 1.

Enumeration of Officers: The Officers of this Society shall be a President, President-Elect, Secretary General, Treasurer, Secretary for meetings and the last four Presidents.

Section 2.

Election of Officers: The election of officers shall take place during every other annual meeting of the general membership.

Section 3.

Term: The officers of the Society shall be elected every two years by the general membership and each shall hold office for two years unless he/she shall sooner resign or shall be removed or otherwise disqualified to serve.

Section 4.

Special Appointments: The Board may elect such other officers as the affairs of the Society may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

Section 5.

Resignation and Removal: Any officer may be removed from office, with cause by the Board. Any officer may resign at any time, giving written notice to the Board, the president, or the secretary (general). Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, the acceptance of such resignation shall not be necessary to make it effective, unless otherwise specified therein.

Section 6.

Vacancies: A vacancy in any office may be filled by appointment by the President with consultation with the Board. The officer appointed to such vacancy shall serve for the remainder of the term so the officer so replaced.

Section 7.

Multiple Offices: The offices of Secretary General and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 5 of this Article.

Section 8.

Duties: The duties of the officers are as follows:

President

- a. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board are carried out, shall sign all leases, mortgages, deeds, and other written instruments .

President-Elect

- b. The President-elect shall act in the place and stead of the President in the event of his absence, inability, or refusal to act and shall exercise and discharge such other duties as may be required of him/her by the Board.

Secretary General

- c. The Secretary General shall record the votes and keep the minutes of all meetings and proceedings of the Board, keep appropriate current records of the Society, and perform such duties as required by the Board.

Treasurer

- d. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Society and shall disburse such funds as directed by resolution of the Board of Directors, sign checks and promissory notes of the Society, keep proper books of account, and prepare an annual budget and a statement of income and expenditures to be presented to the Board at its regular annual meeting, and provide a copy for each member of the Board.

Secretariate

- e. The Secretariat shall take Minutes and attendance of the Board of Directors, as well as of the general membership meetings. The Secretariat is responsible to coordinate, participate and assist in annual conference preparation. In addition, funding for the organization will be collected by the Secretariat and also secured through grant funding.

ARTICLE IX BOOKS AND RECORDS

Section 1.

Corporate Books: The books, records, and papers of the Society shall be subject to inspection by any Director of the Society, his agent or attorney, at any reasonable time during business hours for any proper purpose. The Board of Directors shall cause an audit of the books of the Society to be made during each calendar year by a qualified accountant or committee, and a report of such audit shall be presented to the Board at their annual meeting next following the completion of the audit.

Section 2.

Inspection: The Articles of Incorporation, and the Bylaws of the Society shall be available for inspection by any Director of the Society, his agent or attorney, at the principal office of the Society, and copies may be purchased at a reasonable cost at the same location.

Section 3.

Membership Dues:

- a. Payment of membership dues to the Treasurer shall constitute membership and shall entitle members to receive notices and other materials from the Board of Directors. Yearly dues shall be payable at the beginning of the fiscal year. The fiscal year shall be from January 1 through December 31 of the same year.
- b. Notice of delinquency shall be sent to members who have not paid dues by May 1 of the fiscal year. The member shall be declared not in good standing if payment of dues is not received by the Treasurer by the next meeting date.
- c. Dues categories:
 - Psychiatrists in the USA
 - International Psychiatrist Member

- Psychologists, social workers, nurses and other mental health professionals
- Retired
- Residents and Students

ARTICLE XI AMENDMENTS

These Bylaws may be amended at a regular meeting or special meeting of the Board by a vote of a quorum of members of the Board present in person or by proxy.

ARTICLE XII INDEMNITY

The Society will indemnify each Director and officer of the Society, and their heirs, legal representatives and assigns, against expenses, costs and attorney's fees actually and reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal, in which the Director or officer is made a party by reason of being or having been an officer or Director. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim. The Director or officer will not be indemnified if he/she is adjudged to have been guilty of willful misconduct or recklessness in the performance of duty to the Society. Advance indemnification may be allowed of a Director or officer for expenses to be incurred in connection with the defense of the action, suit or proceeding, provided at the Director or officer agrees to reimbursement the Society if it is subsequently determined that the Director or officer was not entitled to indemnification by reason of willful misconduct or recklessness in the performance of duty to the Society.

ARTICLE XIV MISCELLANEOUS

The fiscal year of the Society shall begin on the first day of January and end on the 31st day of December of the same calendar year, except that the first fiscal year shall begin on the date of incorporation.

Bylaws of the American Society of Hispanic Psychiatry have been reviewed and approved by the Board of Directors of the American Society of Hispanic Psychiatry on this 1st day September of 2007.