

# BYLAWS

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## Article I: Name

The name of this organization shall be the Association for Applied Psychophysiology and Biofeedback. Hereinafter it shall be called the Association.

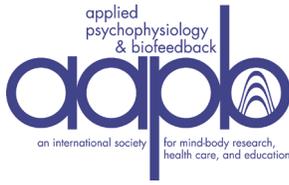
## Article II: Purpose

The objective of the Association shall be to represent and promote the science and practice of self-regulation to enhance health and performance through the:

- A. Encouragement, support and improvement of clinical and educational applications biofeedback and applied psychophysiology tools and principles using scientific and research evidence.
- B. Integration of applied psychophysiology and biofeedback with other self-regulatory methods.
- C. Improvement of clinical uses of applied psychophysiology, biofeedback and other self-regulatory methods through promotion of high standards of professional practice and education.
- D. Increased knowledge about applied psychophysiology and biofeedback to the membership via meetings, educational programs, publications and special interest sections.
- E. Promotion of state, regional and international chapters.
- F. Dissemination of information to the public about uses of applied psychophysiology and biofeedback.
- G. Encouragement of the use of psychophysiological theories and methods to develop products and protocols that promote prevention, improve health, and enhance quality of life.
- H. Provide education and support the Association's scientific objectives in accordance with its status as a not-for-profit organization.

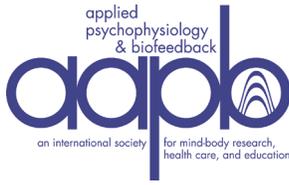
## Article III: Membership

- A. Membership in the Association shall be comprised at a minimum of the following categories: Regular, Early Career, Retired, Hardship, Associate Member, Student Member, and Honorary Member.



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1. **Regular Member:** Persons interested in the scientific and professional advancement of applied psychophysiology and biofeedback who practice, teach, or conduct research in the discipline of applied psychophysiology and biofeedback. Regular members have all rights and privileges of membership, including the right to serve on committees, to vote, and hold office. Regular members may, upon written request and approval of a majority of the Membership Committee, modify their membership status (affecting membership dues).
2. **Early Career:** Members qualify for Early Career status with documentation of terminal degree and date received. The Membership Committee will be responsible to review all graduates for automatic membership changes. Membership status will remain until 3 years from date of degree.
3. **Retired (Partial or Full):** Member must provide evidence of retirement or partial employment/work only once. Membership status will not expire.
4. **Hardship:** Member must provide evidence of financial hardship. Membership status will last 2 consecutive years, after which time the member must pay Regular membership dues or revert to Associate Member status.
5. **Associate Member:** Persons interested in the scientific and professional advancement of applied psychophysiology and biofeedback. Associate members have all rights and privileges of membership except:
  - a. Associate members may not vote or hold office.
  - b. Associate members will not receive access to printed or on-line AAPB publications as part of membership benefits.
  - c. Associate members may have reduced discounts to other benefits offered to Regular members.
6. **Student Member:** Full-time students or graduate students of regionally-accredited academic institutions with interests in applied psychophysiology and biofeedback who do not yet have a degree, license or similar certification that qualifies them for independent practice may become Student members. Student members have all rights and privileges of membership except:
  - a. Student members may not vote or hold office (see 'C').
  - b. Student members may participate in Student Council, representing relevant issues/concerns to the Board. Student members can vote on resolutions of the Student Council.
  - c. One Student Representative to the Board will have voting privileges on Board decisions.
7. **Honorary Members:** Any individual who has made an outstanding contribution to the betterment of the Association or profession may be nominated as an Honorary Member. The Membership Committee will review and recommend candidates to the Board. No more than one Honorary Member may be named each year. Honorary members are exempt from dues, and have all rights of



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Regular membership.

- B. Membership categories are reserved for individual persons, not businesses or corporations. However, the Board may establish separate corporate sponsorships or relationships that benefit the Association of the field of applied psychophysiology and biofeedback.

## **Article IV: Dues, Fees and Assessments**

- A. Dues and benefits for all categories of membership shall be determined by the Board annually.
- B. Nonpayment of dues shall be considered as equivalent to a resignation from the Association.
- C. All fees and assessments shall be determined by the Board as needed.

## **Article V: Chapters**

- A. Chapter status may be granted to an organization representing the membership interests within a specified region and meets the qualifications as specified by the Board, provided that a simple majority of its members are Members of AAPB.
- B. A chapter shall be representative of the Association's membership and objectives as well as the scientific and professional interests of applied psychophysiology and biofeedback within their respective region. Its objectives shall fall within the scope of those specified in Article II of these Bylaws, and its membership shall not be restricted on any basis other than interests and qualifications. The Bylaws of a Chapter may not be in conflict with those of the Association. In the event of such a conflict, the Bylaws of the Association shall prevail.
- C. A Chapter may be affiliated with the Association upon demonstrating it meets the requirements to be a Chapter and approval by the Board. Chapters shall conform to the purposes and stated policies of the Association.
- D. Membership in an affiliated Chapter shall not imply individual membership in AAPB. A Chapter that is affiliated with the Association must accurately communicate the nature and limits of this association to its members and the public at large. Membership in a chapter and its associated benefits is separate from and not equivalent to membership in the Association.
- E. In the event the Board finds that the conditions of affiliation are not being fulfilled by a Chapter as specified in the Chapter guidelines or that its affiliation is no longer in the best interest of the Association, the affiliation may be terminated by a two-thirds vote of the AAPB Board. Following a successful vote for termination, the Chapter must immediately discontinue all public representation of affiliation with the Association.

A Council of Chapters shall be constituted by one representative from each Chapter and no less than one member of the Board. The Council may elect one of its members to be a liaison to the Board.

## **Article VI: Sections**

- A. A Section consists of a group of AAPB members with a common interest. A Section can be formed according to the AAPB Policies and Procedures subject to approval by the Board.
- B. Each Section must have as its focus a distinct subject area approved by the Board.
- C. Sections shall be reviewed annually and renewed by approval of the Board



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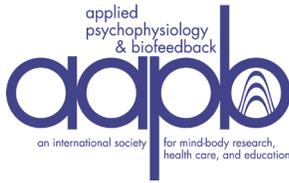
- D. Section bylaws and/or charters shall not be in conflict with those of AAPB.
- E. Sections shall operate in accordance with the Policies and Procedures of AAPB.

## **Article VII: Board**

- A. The Board shall consist of the officers of the Association and five additional Board members at large, all of whom shall be “Regular” members of the Association. Board members at large and the Treasurer shall serve no more than two consecutive three-year terms. The Executive Director shall serve on the Board ex-officio, without vote.
- B. Regular meetings of the Board shall be held at least annually, at times and places specified by the Board or Executive Committee. A quorum at any Board meeting shall consist of a majority of the Board’s membership. Conference calls and use of other technology to convene the Board as a group may constitute a meeting of the Board.
- C. Written notice, either by regular mail, email, or other accepted means of communication, of Board meetings shall be distributed to each Board member at least two weeks in advance of a scheduled Board meeting.
- D. In the case of a vacancy, the Board may: (a) fill the board seat through a special election; (b) appoint an interim board member; or (c) allow the seat to remain vacant until the next open election. The individual appointed to fulfill the vacated term shall be eligible to run for a first full term in accordance with these Bylaws.
- E. The Board shall have the authority to take such actions as are necessary for the conduct of the Association’s affairs in accordance with these Bylaws.
- F. Action taken by a mail, telephone, fax, or e-mail ballot of the Board members shall be valid action of the Board so long as the balloting is conducted in accordance with Colorado corporate laws, shall be reported to the Board within one month of the close of the ballot, and shall be included in the minutes of the next most recent meeting to the time of the vote.

## **Article VIII: Powers and Duties of Officers**

- A. The officers of the Association shall be: the President, the President-Elect, the Immediate Past President, and the Treasurer, all with vote and the Executive Director who shall serve ex-officio, without vote. With the exception of the Executive Director, they shall hold office until their elected successors take office.
- B. The Executive Committee shall be comprised of the officers of the Association.
- C. The President shall be a member of the Association who has just completed his/her term as President-Elect. The President shall represent the entire membership and the best interests of the Association. The President shall be the official spokesperson for the Association, but may assign this authority. The President shall serve as the presiding officer of the Association and as Chairman of the Board of Directors. The President shall support and defend policies and programs adopted by the Board of Directors and membership. The President shall be an ex-officio member of all committees of the Association except as otherwise provided. The President shall have additional duties, which are not inconsistent with the Bylaws as may be assigned by the Board of Directors.



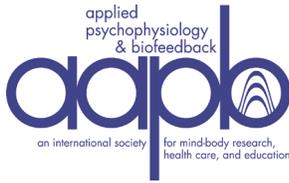
## Association for Applied Psychophysiology and Biofeedback

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- D. The President-Elect shall be a member of the Association who is elected by the membership. He/she shall take office as President-Elect at the close of the annual meeting at which his/her election results are announced. He/she shall serve as presiding officer of the Association in the absence of the President. The President-Elect shall become familiar with the presidential duties and shall perform such duties as are delegated by the President and/or Board of Directors. The President-Elect shall act in the President's absence or disability. The President-Elect shall help formulate Association policy, and shall assist the President, upon request. The President-Elect automatically succeeds to the office of President. If the office of President becomes vacant, the President-Elect shall serve as President for the unexpired term and shall serve as President for the term to which he/she was elected. In the event that the President-Elect shall not be able to serve, a President-Elect shall be nominated by the nominating committee and a special election held. The new President-Elect will take office immediately.
- E. In the event that both the President and the President-Elect shall be unable to serve, the Board shall elect one of its members to serve as President of the Association until the next regular election, when a new President and President-Elect shall be elected. The new President shall take office immediately.
- F. The Immediate Past-President shall serve on the Board, the Executive Committee, and as chair of the Nominating Committee for the year immediately following his/her presidency, and shall have such duties as the Board or the President may designate.
- G. The Treasurer shall be a member of the Association and shall be elected by the membership. The Treasurer shall deliver an annual financial report that has been reviewed by an independent CPA for each fiscal year to the Board. The Treasurer shall be Chairman of the Association's Finance Committee and serve on the Executive Committee.
- H. Any Officer or Board member may be removed from office before the expiration of the remaining term by a three-fourths vote of the Board if evidence is present that the best interests of the Association are not being served. Reasons for removal may include more than two unexcused absences from Board meetings, failure to meet Board responsibilities, disruptive behavior, unprofessional treatment of colleagues, conflicts of interest with Board service, and violation of AAPB's Ethical Principles.

### **Article IX: Executive Director**

- A. The Association shall retain an Executive Director.
- B. The Executive Director shall be appointed by the Board and shall serve as the Secretary of the Association. The Executive Director shall direct the day-to-day activities of the Association according to the policies and procedures as approved by the Board.
- C. The Executive Director shall serve ex-officio, without vote, as a member of the Board, Executive Committee and all committees of the Association.
- D. The Executive Director shall have authority to sign checks and drafts as an agent of the Association for the disbursement of funds for duly authorized purposes of the Association.
- E. The Executive Director will prepare and present a budget to the Board on an annual basis and will be responsible for monitoring the budget process and updating the BOD on a quarterly.
- F. The Executive Director shall have authority to sign contracts as an agent of and on behalf of the Association in accordance with its duly approved policies and procedures.



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- G. The Executive Director shall report to the Board at least annually on the operations of the Association's Headquarters.

## **Article X: Association's Headquarters**

The Association shall maintain a headquarters for the promotion of the objectives of the Association. The Headquarters shall be established at such a place and with such facilities and functions as the Board may direct.

## **Article XI: Annual Meeting**

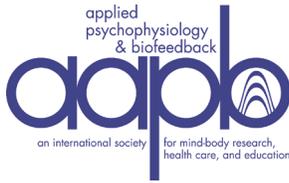
There shall be an annual meeting of the Association at a time and place to be determined by the Board.

## **Article XII: Finances**

- A. The fiscal year of the Association shall be set by the Board.
- B. All officers and agents of the Association responsible for the receipt, custody and disbursement of funds may be required to give bond for the faithful discharge of their duties in such sums and with such sureties as the Board may determine.
- C. All checks, drafts, and other orders for the payment of money shall be signed by such agent or agents of the Association and in such manner as shall be determined by the Board.
- D. At the discretion of and under the direction of the Board, a CPA firm will be appointed to perform an annual independent review or audit as appropriate. Copies shall be distributed to the Board and the acceptance of same recorded in Board minutes.

## **Article XIII: Nominations**

- A. The Nominations Committee shall recommend twice as many candidates as there are vacancies on the Board of Directors. The Nominations Committee shall select individuals who have capably served AAPB, treated colleagues with respect, worked cooperatively with others, and whose expertise can best help AAPB achieve its needs. Nominations Committee members shall strive to represent all of AAPB's membership, promote diversity among the nominees, and prevent the concentration of power by one group. All candidates must be confirmed by a majority vote of the Board. No member of the Nominations Committee is eligible to be nominated for any elected position.
- B. Candidates for the Board may be proposed for consideration by the Nominations Committee by a petition submitted by 2% of the voting membership. Candidates for President-Elect and Treasurer may be nominated by 4% of the voting membership.
- C. Under the direction of the Nominating Committee, the Executive Director shall verify the eligibility of nominees, confirm their credentials (e.g., regionally-accredited degrees, licensure, and certification), and ascertain that all nominees are willing to stand for office and meet all requirements to serve. Nominees will not be eligible if their state license has been suspended or revoked, or is under review by a state regulatory agency.
- D. The Nominations Committee shall verify the eligibility of nominees and ascertain all nominees are willing to stand for office and meet all requirements to serve.



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- E. No candidate for any position within AAPB may advertise or campaign in any way beyond the candidacy statement provided to AAPB.
- F. Candidates for president-elect of AAPB's board must have been either a member of the AAPB board, chair of an AAPB Section or an AAPB standing committee. In the event no candidate from a member of the board, AAPB section or standing committee accepts, nominations for president-elect may then be opened to the general membership.
- G. Nominees to the board must be able to attend 50% of the meetings of the board including conference calls, virtual meetings, and in-person meetings.

## Article XIV: Elections

- A. Ballots are valid if returned within fifteen days of the distribution date. Ballots will be tabulated electronically and a report made to the Board and the membership. Tie votes shall be resolved by a vote of the Board. This section shall apply to all elections unless otherwise specified in these Bylaws.
- B. Board Elections are to be completed no later than 45 days prior to the start of the annual meeting of members.
- C. A complete file of all ballots, tallies, and documents of Nominating Committee actions shall be maintained in the Headquarters office for a period of one-year unless directed otherwise by the Board.
- D. Announcement of election results shall be made by the President at or before the Association's Annual Meeting and/or in an official communication to the membership.

## Article XV: Referendum

Upon petition of ten percent of the voting members in good standing, a request for a vote of the members of the Association upon any matter, not involving an amendment to the Bylaws, may be addressed to the Board. If the matter is not inconsistent with these Bylaws, the Board shall present it to the membership for a vote. The ballot shall contain a statement of the arguments for and against the new provisions. The issue will be decided by majority of those voting.

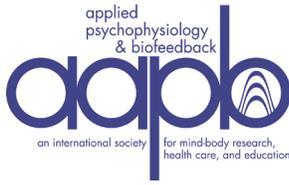
## Article XVI: Committees

### A. Standing Committee Structure

- 1. Standing committees perform continuing tasks of the Association.
- 2. Standing committees shall report at least annually to the Board.
- 3. Standing committees may not be disbanded without a change in the Bylaws unless otherwise provided in the Bylaws.
- 4. Committee chairpersons and members may be appointed to serve one, two or three year terms and may serve a maximum of six years, unless otherwise provided in the Bylaws.

### B. Standing Committees

- 1. The **Membership Committee** reviews and recommends membership criteria and policy. Develops recruitment and retention programs and develops/recommends, evaluates membership benefits. It shall also serve as a review committee for individual membership issues.



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2. The **Program Planning Committee** plans and coordinates the scientific program and blind peer review process for the annual convention. All appointments to this committee are for one year.
3. The **Education Committee** insures that the continuing education needs of the membership are met, a) by providing educational programs other than the annual conference including but not limited to teleseminars and workshops, b) insuring compliance with APA and AMA continuing education standards and requirements, c) ensuring educational programming meets ethical and the highest scientific standards by peer review and blind review
4. The **Nominations Committee's** responsibility is to prepare a list of qualified candidates for the Association's elections. The members of this committee shall be: the Immediate Past-President as Chair, the current President, the President-Elect and the most recent Past-President of the Association who is eligible to serve.
5. The **Standards and Professional Practices Committee's** responsibilities are to a) monitor and/or oversee the monitoring of all Federal rules, regulations and legislation, which affect applied psychophysiology and biofeedback, b) Oversee and manage ethical and compliance issues within AAPB and its membership, as defined by the AAPB Code of Ethics, c) establish program for honorary recognition designation in regard to compliance with the highest professional standards, active engagement with the modality, and relevant experience, professional achievement, and/or has made a signification impact on the advancement of Biofeedback, d) act as biofeedback's representative in the area of coding, terminology development and reimbursement, d) Reestablish biofeedback's proficiency status as defined by and within the American Psychological Association - encompassing a core of psychological knowledge and skills, and Includes specific methods for how psychologists typically acquire its knowledge and skills.
6. The **Public Awareness Committee's** responsibilities are to a) inform and educate the public, service providers and service-users about the benefits and risks of biofeedback, b) recommends and oversees programs designed to enhance the public's awareness of the biofeedback modality, c) plans and implements strategies on how to disseminate information in a culturally sensitive manner.
7. The **Innovation Committee** serves as a resource, facilitator, thought leader to address a broad range of technology-related, opportunities and issues of interest to AAPB and its members inclusive of evaluation of associated implications, risks and benefits. The Innovation Committee represents a guiding coalition to set Innovation priorities, change culture, allocate resources and make recommendations to the AAPB Board.

## C. Ad hoc Committee/Task Force Structure

1. Creation and dissolution of ad hoc committees/task forces must be approved by the Board except those created within committees or task forces designed to carry out specific duties within the purview of that committee or task force.
2. Ad hoc committees/task forces perform specific tasks.
3. Ad hoc committees/task forces shall report on a timely basis to the Board except as provided in Article XVI, Section C, Item 1 of these Bylaws.



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4. Ad hoc committees/task forces shall cease when the report is completed or a specified period has ended, whichever is sooner.

## **Article XVII: Publications**

- A. The Association publishes a scientific journal, a clinical journal, and an electronic newsletter as official communications to the membership.
- B. Any notice in the clinical journal, the electronic newsletter, or by mass email shall constitute full notice to all members of the Association for any purpose.

## **Article XVIII: Non-Inurement**

No part of any income, revenue or grant of, or to the Association, shall inure to the material or pecuniary benefit of members, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered in furtherance of one or more of its purposes.

## **Article XIX: Dissolution**

On dissolution of the Association, any funds remaining shall be distributed to one or more not-for-profit, charitable, educational, scientific or philanthropic organizations to be selected by the Board.

## **Article XX: Indemnification**

- A. The liability of a Director of the Association for monetary damages for breach of fiduciary duty as a Director (including each and every such liability to the members of the Association, to the Association, or to any one or more of them) shall be eliminated to the fullest extent permitted by law in each and every case where such liability may be eliminated in any respect. An employee or agent of the Association is entitled to mandatory indemnification and is entitled to apply for court ordered indemnification to the same extent as provided by law for a Director or Officer of the Association.
- B. The foregoing sentence does not limit the right of the Association to indemnify and advance expenses to an officer, employee or agent of the Association, who is not a Director, to a greater extent than it may indemnify or advance expenses on behalf of a Director.
- C. Any claims or other disputes arising between or among a member or members, the Association or any of its officers, directors, employees, or agents concerning any act or omission to act on behalf of the Association or otherwise relating to the Association or its affairs shall be resolved within the Association in accordance with its policies and procedures. The resolution within the Association will be the final determination of the dispute.
- D. If any member fails to abide by such resolution of the dispute within the Association or ground exist that would permit a court to overturn or modify the Association action or grant any other relief or redress subject to the policies and procedures of the Association and Colorado law, the parties shall seek relief or redress only through arbitration in Denver, Colorado. The party commencing such a proceeding shall pay any costs of any court or arbitration proceeding including reasonable attorney's fees that are expended in the defense of such proceedings where such party does not prevail.

## **Article XXI: Parliamentary Authority**



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Roberts Rules of Order shall serve as the Parliamentary reference to govern the proceedings for any or all matters of the Association or its divisions or sub-groups unless provided otherwise in the Associations documents or the law.

## **Article XXII: Operating Procedures**

The Board may adopt operating procedures, which may not be in conflict with these Bylaws, to govern its procedures. Such rules may be adopted or repealed by a majority vote of the Board. Proposed operating procedures must be presented in writing to the Board not less than two weeks prior to its meeting.

## **Article XXIII: Amendments**

- A. The Bylaws of the Association may be amended by a two-thirds vote, of the eligible members voting. Amendments to the Bylaws will be conducted in the same manner as that of Board elections as defined in these Bylaws. Ballots are valid if postmarked within thirty days of the date distributed.
- B. Amendments may be proposed by the Board or by petition signed by ten percent or more of the full members of the Association. Votes postmarked or received within thirty days of distribution will be tabulated electronically, at which time the amendment, if passed by two-thirds vote, shall go into effect.

*Adopted by the AAPB, December, 1994*

*Revisions approved and adopted by the AAPB Board and members: December 1999, March 2010, February 2011, July 2013 and December 2016*