

BYLAWS OF THE *Coalition for the Advancement and Application of Psychological Science (CAAPS)*.

ARTICLE 1: NAME AND PURPOSE

The name of the corporation is the Coalition for the Advancement and Application of Psychological Science, hereinafter referred to as CAAPS. CAAPS is organized under and will operate as a Virginia not-for-profit corporation, and will have such powers as are now or as may hereafter be granted by the Articles of Incorporation of a Virginia Nonstock Corporation (the “Act”).

The mission of CAAPS is to work collaboratively to promote science to understand, reduce, and prevent the burden of mental illness, and foster adaptive development and well-being.

CAAPS focuses on two complementary and intersecting goals: 1) To use the current state of the science to reduce the burden of mental illness; and 2) To improve the science and the field to be better positioned to reduce the burden of mental illness in the future.

Guiding Principles for CAAPS include:

1. Give priority to the public’s welfare over all other competing interests (e.g., guild, personal).
2. As a public trust, prioritize acting ethically with transparency and integrity.
3. Prioritize a scientific epistemology to advance knowledge and improve human well-being.
4. Strive to be anti-racist as an organization.

Operating Principles include:

1. Operate in a way that is inclusive, collaborative, and transparent.
2. Be nimble and not bureaucratic.
3. Value and respect equally the generation and application of the science of mental health.
4. Ensure member groups share a commitment to science.
5. Examine our actions and decision-making processes from a diversity, equity and inclusion framework.
6. Aim for consensus when possible, but unanimity is not necessary for action (ideas can be put forward and those who want to work together on them can do so, but not all groups need to be involved in all activities).

Notwithstanding the foregoing or any other provision of these bylaws, no part of the net earnings of CAAPS shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that CAAPS shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the CAAPS shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and CAAPS shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. CAAPS shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”) or the corresponding

provision of any future United States revenue statute, as amended from time to time, or by an organization contributions which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States revenue statute, as amended from time to time.

ARTICLE II: OFFICES AND REGISTERED AGENT

CAAPS shall have and continuously maintain a registered office and a registered agent, as required by the VA Non-Profit Corporation Act. The registered office may be, but need not be, identical with CAAPS's principal office, and the address of the registered office or the registered agent may be changed from time to time by the Executive Committee in conformance with the Articles of Incorporation of a Virginia Nonstock Corporation and as provided in these Bylaws.

ARTICLE III: MEMBERS

Section 1. Members. The members of CAAPS shall be non-profit professional associations and stakeholders that are involved in the promulgation, dissemination, training, or application of the science of mental health.

To be admitted as a member, an association must have a demonstrated commitment to the empirical basis of the science of mental health, training of clinical scientists, evidence-based practice, and/or a primary emphasis on scientific approaches to health care. Minimally acceptable criteria, consistent with the CAAPS purposes established above, can be established by the members, which shall grant membership status in accordance with these bylaws.

Section 2. Additional Classes. At its discretion, the Executive Committee may create additional classes of membership.

Section 3. Election of Members. New members shall be elected by vote of two-thirds (2/3) of member organizations. Potential members will be eligible for a vote once they have received nominations from two existing member organizations.

Section 4. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 5. Member Representatives. Each CAAPS association may select up to 2 program representatives to serve as the CAAPS member representative (each a "Member Representative") in any meeting of CAAPS members. The Member Representative(s) need not be an elected member of the member association's own Executive Committee or comparable governing body. If the Member Representative(s) cannot attend a meeting, any designee determined by the member association's Board may represent the member program, provided that the name of the alternate representative is communicated in writing (by postal mail, e-mail, or fax) to the Secretary-Treasurer of CAAPS before such meeting. Any Member Representative may act for his or her program in any business of CAAPS. Individuals are not permitted to serve in the role of member representative, or vote, on behalf of more than one member association.

Section 6. Termination of Membership. The members, by affirmative vote of two-thirds (2/3) of all members eligible to vote, may suspend or expel a member for cause after an appropriate hearing, and may terminate the membership of any member who becomes ineligible for membership, or any member who shall be in default of dues for the period fixed in Article XII, without a hearing.

Section 7. Resignation. Any member may resign by filing a written resignation with the Secretary-Treasurer, but such a resignation shall not relieve the member so resigning of the obligation to pay any dues, assessment, or other charges theretofore accrued and unpaid.

Section 8. Reinstatement. Upon written request by a former member and filed with the Secretary-Treasurer, the members may, by the affirmative two-thirds (2/3) vote of the members, reinstate such former member to membership upon such terms as the Executive Committee may deem appropriate.

Section 9. Transfer of Membership. Membership in CAAPS is not transferable or assignable.

ARTICLE IV: MEETINGS OF MEMBERS

Section 1. Annual Meetings. At least one annual meeting of the members shall be held at a time and location determined by the Executive Committee. All Member Representatives (or their designees) from member programs will be invited to attend. Official business will take place during this meeting.

Section 2. Special Meetings. Special meetings may be called by a two-thirds (2/3) vote of the Executive Committee, or at least one-quarter (1/4) of the members entitled to vote. Special meetings shall be held within six (6) months after receipt of a valid request or on the particular date proposed in the request.

Section 3. Place of Meeting. The Executive Committee may designate any place as the place of meeting for the annual meeting or for any special meeting called by the Executive Committee.

Section 4. Notice of Meetings. Notice of an annual meeting (or any special meeting as specified in Article IV, Section 2) shall be communicated in writing to all Member Representatives by the Secretary-Treasurer at least twenty (20) days before the meeting. Notice shall be delivered by mail, facsimile, or by e-mail transmission. The notice of a meeting shall be deemed to be delivered when the notice is sent to the most recent address, facsimile number or e-mail address of the Member Representative as contained in the records of the Secretary-Treasurer.

Section 5. Quorum. No less than one-quarter (1/4) of the Member Representatives shall constitute a quorum at any meeting or for purposes of voting by mail, facsimile, email or any other means of written, electronic, or telephonic voting. If a quorum is not present at any meeting of members, a majority of the Member Representatives present may adjourn the meeting without further notice. Members who vote by mail, telephone call, electronic mail, or any other means of electronic or telephonic transmission shall be deemed present in person for purposes of this section.

Section 6. Proxies. Vote by proxy shall not be allowed. Only member representatives may vote on behalf of the member association.

Section 7. Manner of Acting. A majority of the votes cast, assuming that at least one quarter (1/4) of the Member Representatives voted, shall be necessary for the adoption of a proposed action, unless a greater proportion is either required by these Bylaws or by the Executive Committee.

Section 8. Voting. All voting, except the election of the Executive Committee as specified in Article V, Section 3, may occur at the annual meeting or by mail, facsimile, e-mail transmission, or any other means of written, electronic or telephonic transmission specified by the Executive Committee; provided that the member voting shall state, or submit information from which it can be determined, that the method of voting chosen was authorized by the member. Whether a vote is taken at an annual meeting or by other means, a quorum must be present or participate as specified in Article IV, Section 5. If a vote is performed by written means at a time other than the annual meeting, a member of the Executive Committee will notify all Member Representatives of the matter to be voted upon. This notification will be designated as having occurred if the member of the Executive Committee sends this notification to the most recent address, facsimile number or e-mail of the Member Representative. The form of the ballot, the manner of voting, and the time in which to respond will be specified by the Executive Committee. After that time, the member of the Executive Committee shall count all returned ballots and notify the membership of the result.

Section 9. Action without a Meeting. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if a consent form with the text of the resolution or matter is sent to and agreed upon or signed by a majority of all of the members casting a vote, subject to the quorum requirements set forth in Section 5. Such consent in writing shall have the same force and effect as a vote of the members at a meeting and may be described as such in any document executed by CAAPS. Following a two thirds vote of the Executive Committee members, the CAAPS Executive Committee can also speak or act on behalf of the CAAPS Executive Committee without a meeting or vote by the members. However, the CAAPS Executive Committee cannot speak or act on behalf of CAAPS without a meeting or vote by the members. The CAAPS Executive Committee cannot speak or act on behalf of individual member associations. Moreover, individual members of the Executive Committee cannot speak on behalf of CAAPS or its member associations.

ARTICLE V: EXECUTIVE COMMITTEE

Section 1. General Powers. The affairs of CAAPS shall be managed by its Executive Committee. The Executive Committee shall have, and may exercise, any and all powers provided in the Articles of Incorporation of CAAPS, in these Bylaws, or the Articles of Incorporation of a Virginia Nonstock Corporation that are necessary or convenient to carry out the purposes of CAAPS. The Executive Committee shall be authorized to accept gifts on behalf of CAAPS and may enter into agreements concerning the use of such gifts without further ratification by members of CAAPS so long as such agreements are consistent with the purposes of CAAPS.

Section 2. Number, Tenure and Qualification of the Executive Committee. The number of Executive Committee members shall be six (6), plus any ex-officio members that the Executive Committee shall, in its discretion, appoint. The Executive Committee shall include four (4) officers, namely a Chair, Chair-elect, Past-Chair (a non-voting officer), and Secretary/Treasurer. The Executive Committee will also include two elected members at large. Term length for the Chair will be three (3) years (1 year as Chair-elect, 1 year as Chair, and 1 year as Past-Chair) and terms for all other Executive Committee members will last for three (3) years, and until their successor has been elected and qualified. Executive Committee members shall remain on the Executive Committee during the duration of their terms of office including their reelections, with typical terms beginning July 1.

Any person shall be entitled to serve on the Executive Committee if nominated or endorsed by a member association. New Executive Committee members shall assume office July 1, or when another Executive Committee member ends their term. Service on the Executive Committee shall be limited to two (2) consecutive terms, but under unusual circumstances the Executive Committee can override this term limit if agreed upon by at least two thirds (2/3) of the Executive Committee members (with the Executive committee member under discussion recused from voting). There shall be no limit to the number of terms that a particular individual can serve on the Executive Committee, so long as there is a break in service after two (2) consecutive terms for the Chair, or change in office for other officers after two (2) consecutive terms.

Section 3. Elections. The number of Executive Committee members elected will be determined by the number whose term of office has expired.

Executive Committee members are determined through a vote of member association representatives. Each member organization has one vote. The votes will be conducted by mail, facsimile, or e-mail, or online polling technology, as determined by the Executive Committee. Member Representatives will have no less than one (1) week to vote.

To be eligible for election, an individual must consent to run for office and be nominated or endorsed by at least one member association. The procedure used to collect nominations to the ballot from the general membership of CAAPS shall be at the discretion of the Secretary-Treasurer. Members of the Executive Committee will be selected based on a majority votes cast by CAAPS members.

Section 4. Regular Meetings. At least two (2) regular meetings of the Executive Committee shall be held each year. These meetings may occur virtually or at any time and place specified in advance by the Chair of the Executive Committee. The general membership of CAAPS will not need any additional notice of these two regular meetings.

Section 5. Vacancies. Any vacancy occurring in the Executive Committee should be filled by the affirmative vote of a majority of the remaining members, even if less than a quorum.

Section 6. Removal. By an affirmative vote of two-thirds (2/3) of all members, a member of the Executive Committee can be removed with or without cause. The member under consideration for removal would be recused from this vote.

Section 7. Compensation. Members of the Executive Committee shall not receive any compensation for their services related to serving on the Executive Committee. However, an Executive Committee member may be compensated or reimbursed by CAAPS for their travel expenses to and from Executive Committee meetings as well as to meetings at which they will represent CAAPS.

Section 8. Informal Action by the Executive Committee. Any action required by law to be taken by the Executive Committee, or any action which may be taken by the Executive Committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a majority of Executive Committee members. Such consent in writing shall have the same force and effect as a vote of the Executive Committee at a meeting and may be described as such in any document executed by CAAPS.

ARTICLE VI: OFFICERS

Section 1. Officers. The officers of CAAPS shall be a Chairperson, Chair-Elect, Past-Chair, two Members-at-Large and a Secretary-Treasurer. No two (2) offices may be held by the same person.

Section 2. Election and Term of Office. (a) Election: The Chair-Elect, Members-at-Large, and Secretary-Treasurer will be elected by CAAPS' member representatives.

(b) Length and Number of Terms: The terms of officers shall be limited to two (2) consecutive terms, but under unusual circumstances the Executive Committee can override this term limit if agreed upon by at least two thirds (2/3) of the Executive Committee members. There shall be no limit to the number of terms that a particular individual can serve on the Executive Committee, so long as there is a break in service after two (2) consecutive terms for the Chair, or change in office for other officers after two (2) consecutive terms.

(c) Assumption and Termination of Role as Officer: Newly elected officers shall assume office at the start of the following calendar year. An officer's term normally shall end at the end of the calendar year following the year in which they assumed office, but not until the successor to the office has been duly elected and qualified, any other provision of these Bylaws notwithstanding.

Section 3. Removal. Any officer may be removed from office by an affirmative vote of two-thirds (2/3) of members qualified to vote whenever in their judgment the best interest of CAAPS would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Executive Committee for the unexpired portion of the term. Resignations shall be in writing and addressed to the Chairperson of the Executive Committee.

Section 5. Chairperson. The Chairperson shall be the principal executive officer of CAAPS and shall supervise and control all of the business and affairs of CAAPS. They shall preside at all

meetings of the members and of the Executive Committee or, if absent, shall designate an Executive Committee member to fulfill their responsibilities. They shall also designate an Executive Committee member to fulfill the responsibilities of the Secretary-Treasurer in the event that they are absent. The Chairperson may appoint committees, either within the Executive Committee or among the general membership, to achieve specified goals, as long as those goals do not interfere with, amend or abridge the duties, responsibilities, and powers of the officers of CAAPS or of its Executive Committee. They may sign any deeds, mortgages, bonds, contracts, or other instruments which the Executive Committee has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Committee or by these Bylaws or by statute to some other officer or agent of CAAPS; and, in general, they shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Executive Committee from time to time.

Section 6. Chair-Elect and Past-Chair. A Chair-Elect and Past Chair will serve on the Executive Committee during the year prior to, or following, their term as Chairperson, respectively. They shall perform duties assigned by the Chairperson. The Chair-Elect is the secondary executive officer of CAAPS. In the absence of the Chairperson, the Chair-Elect shall perform the duties of the Chairperson, and when so acting shall have all the powers and be subject to the restrictions upon the Chairperson.

Section 7. Secretary-Treasurer. The Secretary-Treasurer shall have charge and custody of and be responsible for all funds and securities of CAAPS; may sign any deeds, mortgages, bonds, contracts, or other instruments which the Executive Committee has authorized to be executed; may receive and give receipts for monies due and payable to CAAPS from any course whatsoever; and shall deposit all such moneys in the name of CAAPS in such banks, trust companies and other depositories as shall be selected in accordance with Article VII. If required by the Executive Committee, the Secretary-Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Executive Committee shall determine. The financial records of CAAPS as kept by the Secretary-Treasurer shall be open to all members. The Secretary-Treasurer will provide annual accounting of the financial status of CAAPS to the members and to the Executive Committee. The Secretary-Treasurer shall keep the minutes of the meetings of the members and of the Executive Committee; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the addresses, facsimile numbers, telephone numbers, e-mail addresses, and other identifying information for all Member Representatives; and, in general, perform all duties incident to the Office of Secretary-Treasurer and such other duties as from time to time may be assigned by the Chairperson or the Executive Committee.

Section 8. Member at Large. Members at Large will serve on the Executive Committee for three years. They shall perform duties assigned by the Chairperson.

ARTICLE VII: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Executive Committee may authorize any officer or agent of CAAPS, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of CAAPS, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of CAAPS shall be signed by the Chairperson or the Secretary-Treasurer. If both of these officers are unable to perform this function, the Executive Committee may specify another Director or agent to perform this function.

Section 3. Deposits. All funds of CAAPS shall be deposited from time to time to the credit of CAAPS at such banks, trust companies, or other depositories as the Executive Committee may select.

Section 4. Gifts. The Executive Committee may accept on behalf of CAAPS any contribution, gift, bequest or device for the general purposes or for any special purpose of CAAPS, as provided for in Article V, Section 1.

Section 5. Funds. The Executive Committee shall seek to obtain such other funds as necessary to fulfill the goals of CAAPS in accordance with its charitable, educational, and scientific purpose.

ARTICLE IX: BOOKS AND RECORDS

On behalf of CAAPS, the Secretary-Treasurer shall keep correct and complete records of all financial transactions of CAAPS. The Secretary-Treasurer will also keep minutes of the proceedings of all meetings of the general membership and the Executive Committee. All records may be kept in either printed form or stored on electronic media. All books and records of CAAPS may be inspected by any member, or his/her agent or attorney, for any proper purpose at a reasonable time.

ARTICLE X: PUBLICATIONS

CAAPS, by a majority vote of the Executive Committee, may establish and publish periodicals and other publications devoted to the dissemination of scientific education consistent with purposes of CAAPS.

ARTICLE XI: FISCAL YEAR

The fiscal year of CAAPS shall begin on January 1st of a particular year and end on December 31 of that same year.

ARTICLE XII: DUES

Section 1. Annual Dues. The Executive Committee may determine the amount of fee, if any, and annual dues payable to CAAPS by members.

Section 2. Payment of Dues. Dues shall be payable in advance on the first day of the fiscal year, unless such date is changed by the Executive Committee. A member shall pay dues for the entire membership year in which membership starts.

Section 3. Default and Termination of Membership. When any member shall be in default in payment of dues for a period of twenty-four (24) months from the beginning of the fiscal year or

period for which such dues became payable, the membership of the program in default may be terminated by the Executive Committee in the manner provided in Article III, Section 6.

ARTICLE XIII: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Articles of Incorporation of a Virginia Nonstock Corporation or under the provisions of CAAPS's articles of incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting will also constitute a waiver of notice unless the person attending such meeting states that the purpose of their attendance is to object to the conduct of business on grounds that the meeting was not lawfully called or convened.

ARTICLE XIV: AMENDMENTS TO ARTICLES AND BYLAWS

The Articles of Incorporation and these Bylaws may be altered, amended or repealed and new Articles of Incorporation and Bylaws may be adopted only by a two thirds (2/3) vote of the members responding by mail, facsimile or e-mail or other electronic ballot or voting at any regular or special meeting. Amendments may be proposed by a majority of the Executive Committee or by petition submitted to the Secretary-Treasurer and signed by at least two (2) members in good standing. If mail, facsimile or e-mail or other electronic ballots are used, they shall conform to the method prescribed in Article IV, Section 8, except that in the case of mail, facsimile email, or other electronic ballot, the motion to amend shall be provided to members at least two (2) days prior to the vote. The ballot shall be deemed to be delivered when the ballot is sent to the most recent address, facsimile number or e-mail address of the Member Representative. Ballots shall be returned within ten (10) days of the date when the ballot was sent.

ARTICLE XV: MISCELLANEOUS PROVISIONS

Section 1. Dissolution. Upon the dissolution of CAAPS, after paying or adequately providing for the payment of the debts, obligations and liabilities of the organization and satisfying any other requirements under Virginia law regarding dissolution, the remaining assets of this organization shall be distributed proportionately to all members that are tax-exempt under section 501(c)(3) of the Internal Revenue Code at the time of the dissolution based on their proportionate contribution to CAAPS or to such other 501(c)(3) organization or organizations determined by a majority vote of the members.

Section 2. Parliamentary Procedure. All matters of parliamentary procedure will be guided by Sturgis, *The Standard Code of Parliamentary Procedure*, 4th Ed. ("*Sturgis*") to the extent such Code is not inconsistent with any external laws, the Articles of Incorporation, these Bylaws, or any special rules of order the Organization may adopt.

Section 3. Electronic Communications, Records, Signatures. Unless otherwise required by applicable law, if any provision of these Bylaws or the rules or regulations of CAAPS requires a notice or communication to any member, director, or committee member, or any record, to be in writing, an electronic record or an electronic communication satisfies the requirement. Similarly, unless otherwise required by applicable law, if any provision of these Bylaws or the rules or

regulations of CAAPS requires the signature of a member, director, or committee member, an electronic signature satisfies the requirement.

ARTICLE XVI: INDEMNIFICATION AND INSURANCE

CAAPS will indemnify all Officers and Executive Committee members of CAAPS to the full extent permitted by the Act and the Articles of Incorporation, and will purchase insurance for such indemnification of Executive Committee members and Directors as may be deemed to be necessary and appropriate from time to time by the Executive Committee.