**BYLAWS OF THE**

**COUNCIL OF UNIVERSITY DIRECTORS OF CLINICAL PSYCHOLOGY**

## ARTICLE 1: Purpose

The purpose of the Council of University Directors of Clinical Psychology (“CUDCP”) is to promote the advancement of graduate education within the field of clinical psychology. Consistent with this purpose, CUDCP member programs shall strive to train future clinical psychologists who promote human welfare, the growth of psychological science, and the professional practice of psychology. CUDCP espouses graduate education that produces a clinical psychologist capable of functioning as a scientific investigator and as a practitioner, and may function as either or both, consistent with the highest standards of clinical psychology.

The field of clinical psychology involves research, teaching and services to advance understanding, predicting, and alleviating intellectual, emotional, biological, psychological, social and behavioral maladjustment, disability and discomfort, applied to a wide range of client populations. In theory, training and practice, professionals involved in the field of clinical psychology strive to understand the roles of gender, culture, ethnicity, race, sexual orientation, disability, and other dimensions of diversity in people’s lives.

In furtherance of this purpose, CUDCP shall promote:

1. The scientific basis of clinical psychology;

2. Training in and use of assessment and intervention procedures that are empirically supported;

3. Research regarding the validation of assessment and treatment techniques as well as any other research of interest to clinical psychologists;

4. Training in the research methodology for developing and evaluating new assessment and intervention procedures;

5. Dissemination of information, exchange of views, collection of data and facilitation of communication concerning education and training in clinical psychology;

6. Participation in the formulation of policies concerning clinical psychology education and training;

7. Representation of CUDCP programs within organizations relevant to graduate education in clinical psychology;

8. Consultation in clinical psychology education and training to other scientific and professional organizations;

9. Cooperation with other organizations concerned with clinical psychology; and

10. Other conduct as shall be in furtherance of CUDCP’s major purpose.

## Article II: Offices

CUDCP shall have and continuously maintain in the District of Columbia a registered office, and a registered agent whose office is identical with such registered office, as required by the District of Columbia Non-Profit Corporation Act. The registered office may be, but need not be, identical with CUDCP’s principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

## Article III: Members

**Section 1. Classes of Members**. The members of CUDCP shall be clinical psychology programs at regionally accredited, comprehensive universities in the United States and Canada that offer graduate training programs compatible with a scientist-practitioner model (or related models such as the “clinical scientist” model) at the doctoral level in clinical psychology. To be admitted as a member, a clinical program must have a history of producing clinical psychology PhD (or equivalent) students using the scientist-practitioner or clinical scientist training model.

CUDCP endorses the view of the scientist-practitioner model as enunciated in the 1991 Gainesville Conference: “The scientist-practitioner model of education and training is an integrative approach to science and practice wherein practitioner psychologists embody a research orientation in their practice and practice relevance to research… The scientist-practitioner model contributes to and is essential for the ever changing discipline of psychology. The model extends beyond current domains to newly emerging areas that embody science and practice, and is not restricted to specific content areas. It represents an overall theoretical, empirical, and experimental approach to science and professional practice in psychology.” [Belar, C.D., and Perry, N.W. (1991). Proceedings: National Conference on Scientist-Practitioner Education and Training for Professional Practice of Psychology. Gainesville FL: Professional Resource Exchange, Inc. Page 7]

**Section 2. Additional Classes**. At its discretion, the Board of Directors may create additional classes of membership.

Provisional members of CUDCP shall be clinical psychology programs at regionally accredited, comprehensive universities in the United States and Canada that are committed to offering a graduate training program compatible with a scientist-practitioner model (or related models such as the “clinical scientist” or other models consistent with the purposes described in Article 1). To be admitted as a provisional member a clinical program must identify fully, in their public statements, including printed and electronic materials, with the scientist-practitioner or clinical science model as their primary model of doctoral training and demonstrate that they have the resources and the commitment to implement such a training program (as stated in Section III-1). Provisional members will pay dues as specified for Members. Provisional membership shall be for a period of two years and may be renewed with approval of the Board of Directors. Provisional members may apply for Full Membership at any time. Provisional Members do not have voting privileges.

New programs that have yet to graduate doctoral students may apply for provisional status in CUDCP. Provisional members will be allowed to attend the midwinter meeting and participate in the CUDCP listserv. Provisional members can apply for full membership in CUDCP once they have graduated at least three students [alternatively, once they have attained APA, CPA, or PCSAS accreditation].

International affiliate members are accredited Ph.D. programs from countries that have mutual recognition agreements with the APA Commission on Accreditation and offer the Ph.D. degree of clinical psychology consistent with a scientist-practitioner or clinical science model. Affiliate members would be non-voting members could participate in discussions on the listserv and come to the MWM.

**Section 3. Election of Members**. Applicant programs shall be elected to membership by the Board of Directors. An affirmative vote of two-thirds (2/3) of the Board Members shall be required for election. All applicants for membership shall file with the Secretary-Treasurer a written application in such form as the Board of Directors shall from time to time determine.

To help the Board assess whether the program has the resources to provide scientist-practitioner or clinical scientist training, applicant programs must provide a vita for each core clinical faculty member and a list of dissertation titles and abstracts from the last year (or two years if there are fewer than 3 in the last year). Faculty vitae should demonstrate that core faculty are research active and the dissertations should be empirical studies that contribute to science of clinical psychology. The program should also provide website and information and other public materials (e.g., brochures) that describe the training program to potential graduate students. These materials should clearly show the program’s adherence to a scientist-practitioner or clinical scientist training model.

**Section 4. Member Representatives**. The Director of Clinical Training (“DCT”) (or the faculty member with an equivalent position and title) from a member program will serve as the member’s representative (each a “Member Representative”) in any meeting or other business of CUDCP. If the Member Representative cannot attend a meeting, any faculty member of that member program may represent the member program, provided that the name of the representative is communicated in writing (by postal mail, e-mail, or fax) to the Secretary-Treasurer of CUDCP before such meeting. Any Member Representative may act for his or her member in any business of CUDCP to be conducted by members.

As a condition of membership, the college or department in which the program is housed commits to pay the annual CUDCP dues and supports (to the extent possible) the financial cost for the DCT to attend the MWM. Attendance at the MWM meeting is not mandatory but is considered as a criterion for admission to membership by the CUDCP Board.

**Section 5. Voting Rights.** Each full member through its Member Representative shall be entitled to one (1) vote on each matter submitted to a vote of the members.

**Section 6. Termination of Membership**. The Board of Directors, by affirmative vote of two-thirds (2/3) of all Directors 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 XIII.

**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 Board of Directors may, by the affirmative vote of two-thirds (2/3) of the Board of Directors, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

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

## Article IV: Meetings of Members

**Section 1. Annual Meetings**. An annual meeting of the members shall be held at a time and location determined by the Board. 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 Board of Directors, 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 Board of Directors may designate any place, either within or without the District of Columbia, as the place of meeting for the annual meeting or for any special meeting called by the Board of Directors.

**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. 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.

**Section 6. Proxies**. Vote by proxy shall not be allowed.

**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 Board of Directors.

**Section 8. Voting**. All voting, except the election of Directors 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 Board of Directors; 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 6. If a vote is performed by written means at a time other than the annual meeting, the Secretary-Treasurer will notify all Member Representatives of the matter to be voted upon. This notification will be designated as having occurred if the Secretary-Treasurer 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 Board of Directors. After that time, the Secretary-Treasurer shall count all returned ballots and notify the membership of the result.

## Article V: Board of Directors

**Section 1. General Powers**. The affairs of CUDCP shall be managed by its Board of Directors. The Board of Directors shall be authorized to accept gifts on behalf of CUDCP and may enter into agreements concerning the use of such gifts without further ratification by members of CUDCP so long as such agreements are consistent with the purposes of CUDCP. The Board of Directors shall not spend more than fifty percent (50%) of the prior year’s dues income for any single disbursement without receiving approval by a majority vote of the entire membership entitled to vote, using the procedure specified in Article IV, Section 9.

**Section 2. Number, Tenure and Qualification of the Board**. The number of Directors shall be nine (9), plus any ex officio members that the Board shall, in its discretion, appoint. The Board shall include the two (2) officers, seven (7) elected Board members, and any number of appointed ex officio members. Each elected Director (except the two officers) shall hold office for three (3) years and until his/her successor shall have been elected and qualified. The three- (3-) year term shall be staggered so that no more than three (3) terms expire each year. Officers of the Board shall remain on the Board during the duration of their terms of office including their re-elections. Any Member Representative shall be entitled to serve on the Board. New Directors shall assume office at the commencement of the Board meeting that co-occurs with the annual meeting of CUDCP. Service on the Board of Directors shall be limited either to (a) two (2) consecutive three- (3-) year terms, (b) one (1) term and a fraction of a second term, or (c) until the Board member’s term as an officer expires. There shall be no limit to the number of terms that a particular individual can serve on the Board, so long as there is a break in service after two (2) consecutive terms.

**Section 3. Elections**. No more than three (3) Directors shall be elected by a vote conducted during the spring of each year. The number of Directors elected will be determined by the number whose term of office has expired, unless that Board member was elected to serve as an officer.

The votes will be conducted by mail, facsimile, or e-mail. The Secretary-Treasurer will send a ballot to each Member Representative. This ballot will be designated as having been delivered if the Secretary-Treasurer sends this notification to the most recent address, facsimile number or e-mail of the Member Representative. Member Representatives will have one (1) month to vote by rank-ordering the candidates and returning their vote to the Secretary-Treasurer. The votes shall be counted using the Hare system (or “single transferable vote”).

Using the Hare or single transferable vote system, a quota of votes necessary for being elected is determined by the following formula:

Quota = [# of votes cast / (# of Directors to be elected + 1)] + 1

Initially, all first-place rankings will be counted for each candidate. If any candidate receives more than first-place rankings than specified by the quota, then that candidate is elected. If all available Board of Directors openings are not filled, then the candidate with the fewest number of first-place rankings will be eliminated. All of that candidate’s second place rankings will be distributed as first-place rankings to the remaining candidates. Again, if any remaining candidate now has more than the quota of first-place rankings, then that candidate shall be elected. This process will continue all available seats on the Board of Directors are filled.

There will be at least two (2) individuals nominated for each open seat on the Board of Directors. To be eligible for election, an individual must be a Member Representative and must consent to run for office. The Board, upon majority vote, may nominate any eligible Member Representative.

Any eligible individual nominated by at least five (5) Member Representatives will be placed on the ballot. The procedure used to collect nominations to the ballot from the general membership of CUDCP shall be at the discretion of the Secretary-Treasurer.

**Section 4. Regular Meetings**. Two (2) regular meetings of the Board of Directors shall be held each year. One meeting will co-occur with the midwinter meeting of CUDCP. The other meeting often will coincide with the annual meeting of the American Psychological Association, but can occur at any time and place specified in advance by the Chair of the Board of Directors. The general membership of CUDCP will not need any additional notice of these two regular meetings.

**Section 5. Special Meetings**. Special meetings of the Board of Directors may be called by or at the request of at least four (4) Directors or fifteen percent (15%) of the members entitled to vote. Requests for such meetings shall be made in writing to the Chairperson of the Board and such meetings shall be held within two (2) months of receipt of request or on the particular date specified in the request. The Chairperson shall decide the place of the special meeting, either within or without the District of Columbia, or may hold the special meeting by means of conference telephone call or by any means of communication by which all persons participating in the meeting are able to communicate with one another. Notice of a special meeting shall be given to the general membership of CUDCP at a time and in a manner to be specified by the Board.

**Section 6. Quorum**. The presence of six (6) Directors eligible to vote shall constitute a quorum for the transaction of business at any meeting of the Board; but, if less than a majority of the Board members eligible to vote are present at any meeting, those present may adjourn the meeting without further notice until a quorum is present.

**Section 7. Proxies**. Proxy voting at any meeting of the Board of Directors shall not be permitted.

**Section 8. Manner of Acting**. The act of a majority of the Directors who are eligible to vote and are present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

**Section 9. Vacancies**. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Board members, even if less than a quorum. A Director elected to fill a vacancy shall be elected until the next annual election. At the next annual election, the remainder, if any, of the term in which the vacancy occurred shall be filled by submitting the names of at least two (2) nominees for the vacancy in an election conducted in the manner prescribed in Article V, Section 3.

**Section 10. Removal**. The Board of Directors, by affirmative vote of two-thirds (2/3) of all Directors, may remove a member of the Board for cause after an appropriate hearing. Any individual who has been elected to the Board (including as an officer), but who is no longer a Member Representative, may continue as a Director for the remainder of his/her term of office. However, a Director who is not a Member Representative cannot vote on matters before the general membership.

**Section 11. Compensation**. Directors shall not receive any compensation for their services related to serving on the Board of Directors. However, Directors may be compensated or reimbursed by CUDCP for their travel expenses to and from Board meetings as well as to meetings for other organizations to which they serve as liaisons.

**Section 12. Informal Action by the Board of Directors**. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all Directors.

## Article VI: Officers

**Section 1. Officers**. The officers of CUDCP shall be a Chairperson and a Secretary-Treasurer and such other officers as specified by a majority of the Board of Directors. No two (2) offices may be held by the same person.

**Section 2. Election and Term of Office**. (a) Election: The Board of Directors shall elect from among its seated members the Chairperson and Secretary-Treasurer as well as other such officers as it shall deem advisable. All Directors, at the time that an office is being filled, are eligible for election as of an officer unless that Director is no longer serving as a Member Representative. Once in office, the elected officer may complete his/her term of office even though s/he is no longer a Member Representative. (b) Length and Number of Terms: The terms of office for the Chairperson and Secretary-Treasurer shall be limited to two (2) years. These terms shall be staggered, such that the elections for the Chairperson and for the Secretary-Treasurer shall occur on alternate years. The Chairperson and the Secretary-Treasurer are eligible for reelection to office by the Board twice in succession, resulting in a maximum of six (6) years in office. (c) Officers as Directors: Elected officers are full Directors as long as they hold their office. Thus, an officer is not eligible for election to a regular Board seat while holding the office of Chairperson or Secretary-Treasurer. (d) Onset and Termination of Role as Officer: Newly elected officers shall assume office commencing with the Board meeting immediately following the conclusion of the annual meeting of CUDCP or at an alternative time designated by the Board. An officer’s term normally shall end at the conclusion of the annual meeting of CUDCP, but not until the successor to the office has been duly elected and qualified, any other provision of these Bylaws notwithstanding. Consistent with Article V, Section 2, when the Chairperson or Secretary-Treasurer has completed his/her term(s) of office without re-election, that individual will be ineligible for election to a regular seat on the Board of Directors for at least one (1) election cycle.

**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 CUDCP would be served thereby, but such removal shall be without prejudice to contract rights, if any, of the officer so removed.

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

**Section 5. Chairperson**. The Chairperson shall be the principal executive officer of CUDCP and shall supervise and control all of the business and affairs of CUDCP. He/she shall preside at all meetings of the members and of the Board of Directors or, if absent, shall designate a Director to fulfill his/her responsibilities in the event that the Secretary-Treasurer is also absent. He/she shall also designate a Director to fulfill the responsibilities of the Secretary-Treasurer in the event that he/she is absent. The Chairperson may appoint committees, either within the Board 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 CUDCP or of its Board of Directors.

He/she may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of CUDCP; and, in general, he/she shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6. Secretary-Treasurer**. The Secretary-Treasurer is the secondary executive officer of CUDCP. In the absence of the Chairperson, the Secretary-Treasurer 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.

The Secretary-Treasurer shall have charge and custody of and be responsible for all funds and securities of CUDCP; may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed; may receive and give receipts for moneys due and payable to CUDCP from any course whatsoever; and shall deposit all such moneys in the name of CUDCP in such banks, trust companies and other depositories as shall be selected in accordance with Article VII. If required by the Board of Directors, the Secretary-Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The financial records of CUDCP as kept by the Secretary-Treasurer shall be open to all members. The Secretary-Treasurer will provide annual accounting of the financial status of CUDCP to the members and to the Board of Directors.

The Secretary-Treasurer shall keep the minutes of the meetings of the members and of the Board of Directors; 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 to him/her by the Chairperson or the Board of Directors.

**Section 7. Compensation**. The compensation of officers of the Board shall be governed by the same rules specified in Article V, Section 11.

## Article VII: Contracts, Checks, Deposits, and Funds

**Section 1. Contracts**. The Board of Directors may authorize any officer or agent of CUDCP, 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 CUDCP, 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 CUDCP shall be signed by the Chairperson or the Secretary-Treasurer. If both of these officers are unable to perform this function, the Board of Directors may specify another Director or agent to perform this function.

**Section 3. Deposits**. All funds of CUDCP shall be deposited from time to time to the credit of CUDCP at such banks, trust companies or other depositories as the Board of Directors may select.

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

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

## Article VIII: Certificates of Membership

The Board of Directors may provide for the issuance of certificates evidencing membership in CUDCP, which shall be in such form as may be determined by the Board of Directors.

## Article IX: Books and Records

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

## Article X: Publications

CUDCP, by a majority vote of the Board of Directors, may establish and publish periodicals and other publications devoted to the dissemination of scientific education consistent with purposes of CUDCP.

## Article XI: Fiscal Year

The fiscal year of CUDCP shall begin on May 1st of a particular year and end on April 30th of the next year.

## Article XII: Dues

**Section 1. Annual Dues**. The Board of Directors may determine the amount of fee, if any, and annual dues payable to CUDCP by members subject to modification of this amount of dues by a majority vote of the Member Representatives.

**Section 2. Payment of Dues**. Dues shall be payable in advance on the first day of the fiscal year, unless changed by the Board. 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 clinical program in default may be terminated by the Board of Directors 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 District of Columbia Non-Profit Corporation Act or under the provisions of CUDCP’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.

## Article XIV: Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted only by a two-thirds (2/3) vote of the Member Representatives responding by mail, facsimile or e-mail ballot or voting at any regular or special meeting. Amendments may be proposed by a majority of the Board of Directors or by petition submitted to the Secretary-Treasurer and signed by at least twenty-five (25) members in good standing. If mail, facsimile or e-mail ballots are used, they shall conform to the method prescribed in Article IV, Section 9, except that in the case of mail, facsimile or e-mail, the motion to amend shall be provided to members at least ninety (90) 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 thirty (30) days of the date when the ballot was sent.