

**BYLAWS
OF THE
UTAH ASSOCIATION OF
SCHOOL PSYCHOLOGISTS, INC
A Utah nonprofit corporation**

ARTICLE I. NAME

Section 1.1 Name. The name of this corporation shall be *The Utah Association of School Psychologists, Inc.* The Utah Association of School Psychologists, Inc. is a Utah nonprofit corporation, having been granted 501.c.3 status on February 27, 2004.

ARTICLE II. PURPOSE

Section 2.1 Purpose. The purpose of The Utah Association of School Psychologists is to empower Utah school psychologists by: (i) advancing effective practices, research, and policy development to improve students' learning, behavior, and mental health; and (ii) advocating for the profession of school psychology and the rights and welfare of children and youth.

ARTICLE III. CORPORATE OFFICES

Section 3.1 Principal Location. The corporation's principal address shall be 358 S. 700 East, B-312, Salt Lake City, UT 84102. The Board of Trustees, referred to hereinafter as "the Board," of the Utah Association of School Psychologists, referred to hereinafter as "UASP" or "the Corporation," is granted full power and authority to change said principal address from one location to another without vote of membership.

Section 3.2 Other Offices. The Board may establish branch or subordinate offices at any time at any place or places designated by the Board.

ARTICLE IV: MEMBERSHIP

Section 4.1 Membership Categories. The members of the Corporation shall be divided into categories designated as regular, associate, student, retired, and honorary members.

- a. **Regular.** A regular member is one who is currently licensed by the Utah State Board of Education as a school psychologist or by the State of Utah as a psychologist. In addition, the person must currently function as a Utah school psychologist, psychologist, supervisor in school psychological or closely related services, or primarily engage in training of school psychologists at a Utah college or university. A school psychologist or psychologist who meets the qualifications for a license under either state institution but has not yet acquired that license or is currently functioning in a "school psychological role" not requiring Utah licensure as a school psychologist or psychologist (i.e., university trainer or private school setting) may also be a regular member.

- b. **Associate**. An associate member is one who does not meet the criteria of a regular member, but is one who is (i) a licensed mental health provider working in the schools; (ii) a supervisor of school psychological services; or (iii) engaged in educational administration or another field closely related to school psychology.
- c. **Student**. A student member is one who is currently enrolled in a school psychology training program and is not currently licensed as a school psychologist or psychologist in the State of Utah.
- d. **Retired**. A retired member is one who has been a member of UASP under the regular member category, who is now retired, and is not currently working in school psychology.
- e. **Honorary**. An honorary member is one who, in the opinion of the majority of the Board, has made a significant contribution to the field of school psychology. Honorary members are exempt from dues. A person may be recommended for honorary membership by any member of the Corporation through the Membership Committee and is subject to majority approval of the Board.

Section 4.2 Membership Application. Formal application for membership may be obtained from the Membership Committee or the UASP website. The Membership Committee will review the completed application and submit the name for approval by the Board. Upon Board approval and payment of dues the applicant will become a member. Membership shall run from October 1 to September 30.

Section 4.3 Membership Voting Rights. Only regular, associate, student, and retired members shall have the right to vote.

Section 4.4 Dues. All regular, associate, student, and retired members shall pay dues to the Corporation. These dues shall be paid to the Corporation, collected by the Membership Committee, and turned over to the Treasurer for accounting and deposit.

- a. Membership dues of the Corporation shall be established by two-thirds vote of the Board.
- b. Written notice of proposed changes in the dues structure will be announced at least 30 days prior to any vote in order to solicit member input.
- c. Only those members of the Corporation with dues paid in full may have voting privileges.

Section 4.5 Severance of Membership.

- a. If membership dues are not current by November 30, all membership privileges will be forfeited until dues are paid.

- b. A member may be expelled for gross misrepresentation on the application form or for committing an ethical violation in accordance with Section 10.2 of these Bylaws.
- c. A member may resign from the Corporation by written notice to the Membership Chair or President. No dues will be refunded.

ARTICLE V: OFFICERS

Section 5.1 Number and Qualifications. The officers of the Corporation shall be a president, past president, president-elect, corresponding secretary, recording secretary, and a treasurer. One person may not hold more than one office at a time. Officers shall be Trustees of the Corporation. All officers must be regular members of the Corporation.

Section 5.2 Election and Term of Office. Officers shall be elected by a majority of votes cast by the members. Officers shall hold office for a two-year term with the exception of the president, president-elect, and past president that succeed each other in consecutive years for a total of three years. All officers are eligible for re-election. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until his/her earlier death, resignation or removal. New officers shall accede their terms on the first day of July.

Section 5.3 Compensation. Officers shall not receive compensation for their services as such, although the reasonable expenses of office may be paid or reimbursed by the Corporation. Officers shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of UASP in any other capacity.

Section 5.4 Removal. Any officer may be removed by a majority vote of the Board whenever in its judgment the best interests of the Corporation will be served thereby.

Section 5.5 Vacancies. Any officer may resign at any time by giving written notice to the president. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The Board may fill a vacancy in any office, however occurring, for the unexpired portion of the term.

Section 5.6 Authority and Duties of Officers and the Executive Trustee. The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below or as may be additionally specified by the president or the Board.

- a. **President.** The president shall (i) preside at all meetings of the Board; (ii) convene the executive committee as needed; and (iii) provide, as needed, guidance and direction to the executive committee and committee chairpersons between meetings of the Board. The President shall strive to guide the Corporation to accomplish all corporate objectives outlined in the Articles of Incorporation and these Bylaws. The term of office is one year, following one year as president-elect and to be followed by one year as past president with eligibility for re-election after fulfilling the past president position.

- b. President-Elect. The president-elect shall assist the president and shall perform such duties as may be assigned to them by the president or by the Board. The president-elect shall, at the request of the president, or in his/her absence or inability or refusal to act, perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions upon the president. The term is one year with eligibility for re-election after fulfilling one year as president and one year as past president. The president-elect shall take responsibility for the nomination process and election of Officers and Trustees.
- c. Past President. The past president shall assist the president and shall perform such duties as may be assigned to him/her by the president or by the Board. The past president shall take responsibility for initiation and selection of award recipients.
- d. Recording Secretary. The recording secretary shall (i) keep the minutes of the proceedings of the Board and any committees of the board; (ii) be custodian of the corporate records; and (iii) in general, perform all duties incidental to the office of secretary and such other duties as from time to time may be assigned to him/her by the president or by the Board. The term is two years, with eligibility for re-election.
- e. Corresponding Secretary. The corresponding secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law and shall be custodian of the corporate records as regards addresses, phone numbers, and electronic mail, as well as labels for the mailing of notices. The term is for two years with eligibility for re-election.
- f. Treasurer. The treasurer shall: (i) be the principal financial officer of the Corporation and have the custody of all its funds, deposit the same in accordance with the instructions of the Board; (ii) receive and give receipts for moneys paid into the Corporation's account, and pay out all bills and other just debts of the Corporation; (iii) maintain the methods and systems of accounting, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, and maintain an adequate system of internal audit; (iv) upon request of the Board, make such reports to it as may be required at any time; and (v) with the President, prepare and present a budget proposal at the beginning of each fiscal year to be voted on by the Board; and (vi) perform all other duties incidental to the office of treasurer and other such duties as from time to time may be assigned by the president or the Board. The term is for two years with eligibility for re-election.

ARTICLE VI. MEETINGS

Section 6.1 Regular and Annual Meetings.

- a. Regular Meetings. The Board shall meet monthly, unless otherwise determined by the Board or its Executive Committee. Meetings of the Board shall be held at any place that has been designated by the Board.

- b. A simple majority of the elected Trustees shall constitute a quorum and shall be convened for conducting the business of the Corporation.
- c. Any member of the Corporation may attend and address the Board at any monthly meeting of the Board or the Executive Committee.
- d. Annual Meetings. The Corporation shall hold at least one annual meeting open to the general membership. The regular meeting held in the Spring shall be known as the annual meeting for the purpose of receiving reports from officers and committees and for any other business that may arise.

Section 6.2 Special Meetings. Special Meetings of the Board may be called by or at the request of the president or any two trustees. The person or persons authorized to call special meetings of the Board will provide proper notice and may fix any place, date and time for holding any special meetings of the Board.

Section 6.3 Notice. Notice of each meeting of the Board stating the place, day and hour of the meeting shall be given to each trustee at his/her business or home address by one of the following methods:

- a. By first-class, certified, or registered mail, at least five (5) days prior to the meeting. Any such notice shall be addressed or delivered to each trustee at such trustee's address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the trustee for purposes of notice. Notice by mail is deemed to have been given when deposited in the United States mail with postage prepaid.
- b. By personal delivery of written notice, facsimile transmission, electronic mail, or by telephone, at least two (2) days prior to the meeting. Notice is deemed to have been given under this subsection when the notice is personally delivered to the trustee's home or business address, when the facsimile or electronic mail is transmitted, or when the telephone call is placed to the trustee, or a message is left electronically or with an individual who is reasonably believed will promptly communicate it to the receiver.
- c. Waiver of Notice. Any trustee may waive notice of any meeting before, at or after such meeting. The attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

Section 6.4 Quorum and Voting. A majority of the number of elected trustees shall constitute a quorum, but if less than such majority is present at a meeting, a majority of the trustees present may adjourn the meeting without further notice than an announcement at the meeting, until a quorum shall be present. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of trustees, if any action taken is approved by at least a majority of the required quorum for such meeting. The president of the Corporation is included in the quorum count but is not eligible to vote on matters except when such a vote would change the result of the vote.

Section 6.5 Cancellation of Meeting. The executive committee is authorized to cancel a meeting if the majority of officers determine it is appropriate.

Section 6.6 Manner of Acting. The act of the majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board.

Section 6.7 Meetings by Telephone. Members of the Board or any other committee may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment. Such participation shall constitute presence in person at the meeting.

Section 6.8 Action without a Meeting. Any action that may be taken by the Board at a meeting may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed before such action by all of the trustees. Such an action shall have the same force and effect as a unanimous vote of the trustees or committee members.

Section 6.9 Presumption of Assent. A Trustee who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent is entered in one of the following ways: (i) entered into the minutes of the meeting; or, (ii) filed a written dissent to such action with the person acting as the recording secretary of the meeting before the adjournment; or, (iii) forwarded such dissent by registered mail to the recording secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

ARTICLE VII. BOARD OF TRUSTEES

Section 7.1 Powers. The Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Trustees as defined by the Articles of Corporation and these Bylaws. The Board may delegate the management of the activities of the Corporation to any person or persons, or committee, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. The Board shall have the following powers in addition to the other powers granted or permitted by law or enumerated in these Bylaws:

- a. To conduct, manage and control the affairs and activities of the Corporation, and to make such rules and regulations not inconsistent with law, the Articles, or these Bylaws, as they may deem appropriate.
- b. To enter into, make, perform, or carry out contracts of any kind with any person, firm, corporation, or association necessary or expedient for carrying on any and all activities, and pursuing any and all of the objects and purposes set forth in these Articles and not forbidden by law.
- c. To have officers who promote and carry on its objectives and purposes within and without the State of Utah.

- d. To have all other powers conferred upon a corporation by the laws of the State of Utah, except as may otherwise be prohibited in the Articles or within these Bylaws.
- e. To do everything necessary, suitable and proper for the accomplishment of the purposes of the Corporation, either alone or in association with other corporations, firms or individuals. To do every act or acts or things incidental to, or growing out of, or connected with the Corporation's business or purposes provided the acts are not inconsistent with the laws under which this corporation is organized.

Section 7.2 Number, election, and tenure. The number of Trustees of the Corporation is set at not less than sixteen (16) and not more than twenty (20). Any action of the Board to increase or decrease the number of trustees, whether expressly by resolution or by implication through the election of additional trustees shall constitute an amendment to these Bylaws. Only current regular, student, retired, or associate UASP members are eligible to run and serve as Trustees. Trustees shall be elected or reelected by written vote of the membership, and each Trustee shall hold office for a two-year term with the exception of the three-year commitment of the presidential seats. Trustees may be re-elected for additional two-year terms. New terms will commence on the first of July. The Utah delegate to NASP will automatically be given one of the seats on the Board of Trustees for the duration of the time the person is the delegate and shall have full voting privileges.

Section 7.3 Vacancies. A vacancy on the Board shall exist in case of the death, resignation, or removal of any trustee or an increase in the authorized number of trustees.

- a. Any trustee may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, upon receipt. Unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.
- b. A board vacancy may remain until the next slate of new trustees is presented. However, any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining Trustees though not less than a quorum. A trustee elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any new trustee position created by an increase in the number of trustees shall be filled by the affirmative vote of a majority of the membership.

Section 7.4 Compensation. Trustees shall not receive compensation for their services. Trustees shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Board in any other capacity.

ARTICLE VIII. ELECTIONS

Section 8.1 Elections shall be conducted by the Nominating Committee under the leadership of the President Elect. Voting shall be by written secret ballot distributed to all voting members of the Corporation. Elections shall be completed and winners determined by the candidate who receives the majority of votes. No more than three candidates will run for each office on the ballot. If more than

three names are placed into nomination for a position, the Nominating Committee shall decide by majority vote which three names shall be included on the ballot. Election ties shall be decided by majority vote of the Executive Committee.

ARTICLE IX. COMMITTEES

Section 9.1 Executive and Other Committees. The executive committee shall consist of the current elected officers of the Corporation. The executive committee will be comprised of the past president, president, president-elect, recording secretary, corresponding secretary, and treasurer with the current president serving as chairperson. The standing committees identified in these Bylaws aside, the executive committee has the power to form and disband ad hoc and special focus committees as needed. The delegation of authority to any committee shall not operate to relieve the Board or any member of the board from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the board shall be as established by the Board in the absence of such procedures by the committee itself. The executive committee shall have the authority to act for the Board and the Corporation in between meetings.

Section 9.2 Standing Committees. The standing committees of the Corporation shall consist of the Nominating, Membership, Legislative, Conference, Public Relations, Publications, and Professional Standards.

- a. Nominating Committee. The Nominating Committee shall conduct all nominations and elections of the Board and corporate officers. They shall report results as per procedures outlined in ARTICLE VIII of these Bylaws. The president-elect shall oversee this committee.
- b. Membership Committee. The Membership Committee shall be responsible for processing applications as outlined in ARTICLE IV of these Bylaws. The president-elect shall oversee this committee.
- c. Legislative Committee. The Legislative Committee shall be responsible for representing the professional interests of the Corporation at the state legislature as well as dealing with government relations at the federal level. In addition, the committee chair will act as a liaison and SPAN Coordinator for Utah to the Government and Professional relations committee at NASP.
- d. Conference Committee. The Conference Committee shall make arrangements for conventions and continuing professional development activities for the Corporation. The treasurer shall oversee this committee.
- e. Public Relations Committee. The Public Relations Committee shall be responsible for all contacts to the media as regards meetings, issues, and education of the public. In this capacity, the Public Relations committee is responsible for creating, managing, and updating the Internet website and social media sites of the Corporation, and for planning and managing electronic communications for meetings and conferences. In addition, the Public Relations Committee shall reach out to the community and look for opportunities to further public awareness of the profession of school psychology and the services of school psychologists. The recording secretary shall oversee this committee.

- f. Publications Committee. The Publications Committee shall publish the official Corporation newsletter as directed by the Board and be responsible for other publications as approved by the Board. In addition, the Publications Committee shall seek, manage, and update all advertising within the publication. The corresponding secretary shall oversee this committee.
- g. Professional Standards Committee. The Professional Standards Committee shall be responsible for maintaining the professional and ethical standards of the Corporation members. The president shall serve as chair of this committee and all executive committee members will sit on this committee as well as at least one elected trustee appointed by the president. Other members may be added at the discretion of the committee.

Section 9.3 The president shall appoint a chairperson to each standing committee and other committees. An elected Board member must serve on each committee, but not necessarily chair the committee. Committee chairs shall recruit and appoint committee members as needed.

Section 9.4 All committees shall keep records which may be subject for review by the Executive Committee or for any internal or external audit as may be required.

Section 9.5 Committee appointments shall expire upon accession of a new Board president.

ARTICLE X. PROFESSIONAL STANDARDS AND ETHICS

Section 10.1 Ethics Principles. The professional standards and ethics of the Corporation shall be those of the National Association of School Psychologists (NASP) as outlined in the Principles for Professional Ethics of NASP.

Section 10.2 Ethics Violations. When an ethical violation charge is presented against a Corporation member, the President shall bring together the members of the Professional Standards Committee, as provided for in ARTICLE IX, Section 9.2 (h), to investigate the matter. The committee shall have the authority to process the complaint. Ethics and professional standards concerns shall be handled at the lowest level of intervention necessary to effect satisfactory results. The emphasis shall be more on education and correction than on punitive measures. In cases where more formal processing seems warranted the following should serve as a guide:

- a. Any formal charge shall be detailed in writing. The committee shall request such from the complainants within 30 days of the complaint.
- b. The written allegation will be signed with full name, address, and phone number of the complainants. Unsigned allegations will not be processed. The Professional Standards Committee shall send a copy of the complaint to the accused within 30 days of its review.

- c. If a formal review is conducted the accused shall have the right to meet with the committee (or a member of the committee) in closed session to discuss the particulars of the violation.
- d. The accused member shall have the right to counsel and to question the complainants in person.
- e. When and if questions arise as to appropriate procedures, the NASP "Procedural Guidelines for Adjudication of Ethical Complaints" shall serve as a reference for the committee.
- f. The committee shall at all times be held to Utah and Federal Laws and Guidelines for the reporting of events which may impact the safety of children and adults as well as preserve the rights of privacy.

ARTICLE XI. AFFILIATIONS

Section 11.1 Affiliation of the Corporation with the National Association of School Psychologists (NASP) and other related organizations shall be determined by a majority of the Corporation membership and shall remain in effect until revoked by the same voting criteria.

Section 11.2 Representatives of affiliate organizations shall be appointed for a one-year term to the Board by the President and shall not have voting privileges.

ARTICLE XII. AMENDMENTS

Section 12.1 Any proposed amendment to these Bylaws shall be approved first by a two-thirds majority vote of the Board and then presented to the Corporation Membership for approval. Amendments shall become final when approved by two-thirds of those members submitting ballots.

Section 12.2 Voting on proposed amendments shall be written by secret ballot and sent to all voting members of the Corporation.

ARTICLE XIII. LIABILITY AND INDEMNIFICATION

Section 13.1 No Personal Liability; Indemnification. The Trustees and officers shall not be liable for the debts and liabilities of the Corporation. Personal liability of the Trustees and officers for monetary damages is eliminated to the fullest extent permitted by Utah and other applicable law.

ARTICLE XIV. MISCELLANEOUS

Section 14.1 Records. The Corporation shall keep correct and complete books and records of account as well as minutes of the proceedings of its Board and committee meetings. All books and records of the Corporation may be inspected by any Trustee or his/her accredited agent or attorney, for any proper purpose at any reasonable time.

Section 14.2 Fiscal Year. The fiscal year of the Corporation shall be as established by the Board.

Section 14.3 Designated Contributions. The Corporation may accept any designated contribution, grant, bequest, or device consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose, or use. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax-exempt purposes.

Section 14.4 Loans to Trustees and Officers. No loans shall be made by the Corporation to any of its Trustees or officers. Any Trustee or officer who assents to or participates in the making of such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

Section 14.5 References to Internal Revenue Code. All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1954, as amended.

Section 14.6 Construction. Unless the context otherwise requires, the provisions of these Bylaws shall be construed in accordance with Utah law and the Internal Revenue Code.

Section 14.7 Severability. The invalidity of any provision(s) of these Bylaws shall not affect the other provisions of the Bylaws. In such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

CERTIFICATION

I hereby certify that the foregoing document is a complete and accurate copy of the Bylaws of The Utah Association of School Psychologists, Inc., including all amendments, which have been adopted to date.

THE UTAH ASSOCIATION OF SCHOOL PSYCHOLOGISTS

By: Lora Tuesday-Heathfield
Secretary

Dated: March 24, 2016

By-Laws completed in 2002
Amended in 2003
Amended in 2004
Amended in 2007
Amended March 24, 2016