

AMENDED AND RESTATED BYLAWS
OF
NORTHWESTERN PSYCHOANALYTIC SOCIETY AND INSTITUTE

Amended November 1, 2021

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**AMENDED AND RESTATED BYLAWS
OF
NORTHWESTERN PSYCHOANALYTIC SOCIETY AND INSTITUTE**

These Amended and Restated Bylaws of Northwestern Psychoanalytic Society and Institute were approved by a majority of the active members of Northwestern Psychoanalytic Society and Institute, a Washington non-profit corporation (the “Corporation”) on August ____, 2021, and amend and restate in their entirety the Bylaws of the Corporation.

**ARTICLE I
NAME**

The name of this corporation shall be Northwestern Psychoanalytic Society and Institute.

**ARTICLE II
OFFICES**

The Corporation’s principal executive office shall be located at 2701 First Avenue, Suite 120, Seattle, WA 98121, or such other place as the Board of Directors (the “Board”) shall determine. The Board is granted full power and authority to change said principal executive office from one location to another. The Board may, at any time, establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

**ARTICLE III
INSTITUTIONAL PURPOSE, MISSION AND OBJECTIVES**

The Corporation is a non-profit corporation dedicated to educational and scientific activities based in Seattle, Washington. The primary mission of the organization is to provide the highest quality psychoanalytic education and training for individuals seeking to become psychoanalysts and psychoanalytically informed psychotherapists. The organization also supports the ongoing professional growth and development of our psychoanalyst, candidate, and community members. In so doing, the organization aims to contribute to the current regional, national, and international psychoanalytic understanding of mental life and to the emotional health, creativity, and wellbeing of those treated through the practice of psychoanalysis.

The Corporation will receive, hold and disburse gifts, bequests, devises, and other funds for these purposes. The Corporation will own, maintain or lease suitable real estate and buildings and any other personal property which is deemed necessary for these purposes; and will enter into, make and perform, and carry out contracts of every kind for any lawful purpose, without limit as to amount, for these purposes.

**ARTICLE IV
NONPARTISAN ACTIVITIES**

The Corporation has been formed under the Washington Nonprofit Corporation Act, RCW Ch. 24.03 (the “Act”) for the purposes described above, and it shall be nonprofit and nonpartisan. The Corporation may seek designation by the State as a “public benefit nonprofit corporation” pursuant to the Act. No substantial part of the activities of the Corporation shall consist of the

publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE V DEDICATION OF ASSETS

The properties and assets of the Corporation are irrevocably dedicated to educational and scientific purposes. No part of the net earnings, properties, gains, profits, dividends, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Member or Director of this Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to educational/scientific purposes consistent with this Corporation's philosophy, provided that the corporation continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

ARTICLE VI MEMBERSHIP

Section 1. Classes of Members. There shall be three (3) classes of membership in the Corporation:

1. Active Members:
 - a. Psychoanalyst Members (voting/dues paying)
 - b. Emeritus Members (voting/non-dues paying)
2. Community Members (non-voting/dues paying)
3. Candidate Members:
 - a. Senior Candidate Members (voting/non-dues paying)
 - b. Junior Candidate Members (non-voting/non-dues paying)

Section 2. Qualifications for Active Membership. To qualify as an Active Member under either category a. (Psychoanalyst Members) or category b. (Emeritus Members) identified above, an individual must:

- A. Meet the requirements as to character and ethical and professional standards as established by the Corporation.
- B. Pay such annual dues and/or initiation fees as are from time to time fixed by the Board.
- C. Individuals who are not graduates of an IPA-approved training institute who apply for Active Membership will be evaluated by the Membership Committee using a two-stage approach, consisting of an initial screening stage followed by a final state of direct examination of the applicant.

The screening phase will consist of four components, which will be evaluated in accordance with the principles of IPA-approved training programs:

1. Didactic experience;
2. Supervision experience;
3. Training analysis;
4. 'Psychoanalytic identity' (practice profile, contributions to the profession)

Adequate documentation of these experiences will be required at the time of application. These criteria are for screening only. Their main purpose is not to determine absolute or perfect qualifications for membership, but to rule out applicants whose background is inadequate on its face.

Applicants who pass the screening will progress to the second stage, which will require them to have:

1. One year of supervision of a 4-6 times per week analytic case with a Northwestern Psychoanalytic Society Supervising Analyst, who will report to the Membership Committee, followed by
2. A clinical oral examination of the type given at the conclusion of a Northwestern Psychoanalytic Society and Institute candidate's second control case.

If the applicant successfully passes through the second stage, he or she will proceed to the next stage as outlined in Section 3 below, "Election to Active Membership."

To qualify for Emeritus Membership, an Active Member must be age seventy-five (75) or older and retired and not deriving income from clinical activities (psychoanalysis, psychotherapy, clinical consultation or supervision). An exception to these criteria may be granted by unanimous vote of the Board of Directors to members requesting emeritus status based on financial hardship and/or physical illness, at any age.

Section 3. Election to Active Membership. Persons seeking to become Active Members shall make written application to the chairperson of the Membership Committee, who shall present the application to the Membership Committee within 21 days of its consideration. Upon approval by the Membership Committee, the applicant shall be sent copies of the Bylaws of the Corporation as well as the "NPSI Principles and Standards of Ethics for Psychoanalysts" as adopted by the Corporation. Upon receipt from the applicant of a signed statement to be provided by the Membership Committee, to the effect that the applicant has read the said documents and agrees to abide by their terms, the name of the applicant and his/her qualifications shall be circulated to all Active Members.

Section 4. Fees, Dues and Assessments. Each Full Member and Community Member, to be in good standing, must pay the application or other fees and annual dues established by the Board, and do so within the time frame established by the Board. The period of membership is January 1 through December 31. Membership dues are payable each year as of January 1, with an early payment discount as well as an installment payment option offered. Membership will be terminated if dues are not paid by January 15. Individuals wishing to join after January 1 will

pay a pro-rated membership fee. Life Members (as defined in Article VI, Section 2 of these Bylaws) are exempt from dues.

Section 5. Community Members. This category of membership in the Corporation is open for application by those in the community who are interested and friendly toward psychoanalysis and who wish to learn more about or support the Corporation and psychoanalytic understandings in other ways. Community Members are not entitled to vote at meetings of the members but are entitled to serve as voting members on the Board of Directors and may attend the annual and special meetings of the Members. Examples of those who might be interested in this category of membership include physicians, lawyers, teachers, psychotherapists, and others who have felt benefitted by psychoanalysis. For the annual dues, payable upon acceptance of his/her application, Community Members will receive discounts on special events, EBOR registration, inclusion on the Corporation's email newsletter and other privileges as determined by the Board.

Section 6. Candidate Members. Candidate Members are individuals who have applied for and have been accepted into psychoanalytic training to become IPA-certified psychoanalysts through the Northwestern Psychoanalytic Society and Institute.

Section 7. Termination of Membership.

A. **Causes of Termination.** The membership of any member, regardless of type, shall automatically terminate upon occurrence of either of the following events:

- (1) The resignation of the Member; or
- (2) The failure of a Member to pay annual dues within the times set forth by the Board.

B. **Expulsion.** The membership of any Member shall terminate upon a determination by the Board or a committee designated to make such determination that the Member has failed in a material and serious degree to observe the rules of conduct governing membership. See NPSI Code of Ethics and Provisions for Implementation of the Code for procedures regarding expulsion. Following any such determination that a member should be expelled under this Section, the following procedure shall be implemented:

(1) A notice shall be sent by mail by prepaid, first class, or registered mail to the most recent address of the Member as shown on the Corporation's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(2) The Member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing, to be held not fewer than five (5) days before the effective date of the proposed expulsion. The hearing will be held by a special member expulsion

committee composed of not fewer than three (3) directors appointed by the President. The notice to the Member of this proposed expulsion shall state the date, time, and place of the hearing on his proposed expulsion.

(3) Following the hearing, the expulsion committee shall decide whether the Member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be final.

(4) Any person expelled from the Corporation shall receive a refund of dues or assessments already paid for the current period of the dues payment; however, such refund shall be prorated to return only the un-accrued balance remaining for the current period of the dues payment.

Section 8. Transfer of Memberships. No Member may transfer for value a membership or any right arising from it. All rights of membership shall cease on the Member's death.

ARTICLE VII MEETINGS OF MEMBERS

Section 1. Place of Meeting. Meetings of the Members shall be held at any place within or outside of the State of Washington as shall be designated by the Board and may be held telephonically or other electronic means (including via videoconference), and each Member shall be entitled to participate in any meeting by telephone, videoconference, or other electronic means. In the absence of any such designation, meetings of the Members shall be held at the principal executive office of the Corporation.

Section 2. Annual Meeting. The annual meeting of the Members shall be held on the third (3rd) Friday of September each year, at 5:30 – 6:30 pm., Pacific time. The Board may fix another date provided it so notifies the Members as provided in Section 5 of this Article VII. The order of business at the Annual Meeting shall be as follows:

1. Calling the meeting to order (President or designee)
2. Announcement of quorum
3. President's State of the Organization Report summarizing the past fiscal year's annual report pertaining to the Board of Directors and the Society.
4. Director of Training Institute Report summarizing the past fiscal year's annual report pertaining to the Institute.
5. Review and approval of annual report.
6. Election of Officers and Directors (including proxy votes)
7. Service and Teaching/Training Awards
8. Adjournment

Section 3. Special Meetings. Special Meetings of the Members may be called at anytime by the by the Board, the President, or fifty-one percent (51%) or more of the Active Members.

A. If a special meeting is called by Active Members other than the President, the request shall be submitted by such Active Members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the Chairman of the Board, the President, any Vice President or the Secretary of the Corporation. The officer receiving the request shall cause notice to be promptly given to the Members entitled to vote in accordance with the provisions of Section 5 of Article VII that a meeting will be held and the date for such meeting, which date shall not be less than thirty-five (35) nor more than ninety (90) days following the receipt of the request. If the notice is not given within the twenty (20) days after receipt of the request, the persons requesting the meeting may give the notice in accordance with the provisions of Section 5 of Article VII. Nothing contained in this Section 3 shall be construed as limiting, fixing, or affecting the time when a meeting of the Members may be held when the meeting is called by action of the Board.

Section 4. Regular Meetings. A schedule of regular meetings may be adopted by the Board. Notice of regular meetings other than the annual meeting shall be made by providing each Member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten (10) days prior to the next succeeding regular meeting or by such other notice as prescribed in these Bylaws.

Section 5. Notice of Member Meetings.

A. **Notice of Meeting.** All notices of meetings of the Members shall be sent in accordance with this Section 5 and shall be delivered not less than ten (10) no more than fifty (50) days before the date of the meeting. The notice shall be in the form of a record, stating the place, date and hour of the annual meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called.

B. **Notice of Certain Agenda Items.** If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposals:

- (1) Removing a director without cause;
- (2) Filling vacancies on the Board by the Members;
- (3) Amending the Articles of Incorporation;
- (4) Voluntarily dissolving the Corporation

C. **Manner of Giving Notice.** Notice of any meeting of the Members shall be given by mail, private carrier or personal delivery; telegraph or teletype; telephone, wire or wireless equipment that transmits a facsimile of the notice; or in an electronic transmission. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation, with

postage thereon prepaid. If notice is provided in an electronic transmission, it must satisfy the requirements of RCW 24.03.009, and such notice is effective when electronically transmitted to the address specified pursuant to the consent provided by the recipient. Other forms of notice specified in this Section 5C are effective when received.

D. Declaration of Mailing Notice. A declaration under penalty of perjury of the mailing or other means of giving any notice of any Members' meeting may be executed by the Secretary or any other party of the Corporation giving the notice, and if so executed, shall be filed and maintained in Corporation's books and records.

Section 6. Conduct of Meetings. The conduct of meetings of the Members shall be governed by the provisions of Robert's Rules of Order, except when the same are in conflict with the Articles of Incorporation or these Bylaws.

Section 7. Quorum. One-third (1/3) of the Active Members (in person or by proxy) shall constitute a quorum for the transaction of business at meetings of the Members; but if less than one-third (1/3) of the Active Members is present at a meeting of the Members, a majority of the Active Members present in person or by proxy may adjourn the meeting from time to time without further notice, except as required by law.

Section 8. Participation by Conference Media. Members may participate in any meeting by means of a conference call or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 9. Vote of the Members.

A. Eligibility to Vote. Active Members and Candidate Members who have achieved senior status shall be entitled to vote at any meeting of the Members.

B. Vote. A majority number of votes cast by the Active Members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Active Members, unless a greater proportion is required by the Articles of Incorporation, these Bylaws, or by the Act. At all meetings of the Members, each Active Member shall have only one (1) vote.

C. Manner of Acting. A Member entitled to vote may do so either in person, by electronic transmission in accordance with RCW 24.03.085, or by proxy executed in writing by the Member or by a duly authorized attorney-in-fact for the Member.

D. Outcome of Voting. The outcome of any vote taken at any meeting of the Members, including the numeric breakdown of votes by candidate for the Board of Directors and for the officers, shall be announced prior to the adjournment of that meeting.

Section 10. Waiver.

(1) **Written Waiver.** Whenever any notice is required to be given to any Member under the Act or under the provisions of the Articles of Incorporation or these Bylaws, a waiver in the form of a record executed by the persons or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The waiver of notice or need not specify either the business to be transacted or the purpose of any annual or special meeting of the Members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 5B of this Article VII, the waiver of notice shall state the general nature of the proposal. All such waivers shall be filed with the corporate records or made a part of the minutes of the meeting.

(2) **Waiver by Attendance.** Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 11. Action by Members Without a Meeting. Any action that may be or is required to be taken at a meeting of the Members may be taken without a meeting if one or more consents setting forth the action so taken shall be delivered as provided for by RCW 24.03.005(9), either before or after the action taken, by all the Members entitled to vote with respect to the subject matter thereof. Action taken by consent of the Members is effective when all consents are in possession of the Corporation unless the consent specifies a later effective date. All such consents shall be filed with the Secretary/Treasurer of the Corporation and maintained with the Corporation's books and records.

Section 12. Record Date for Member Notice, Voting and Giving Consents.

A. Determination by Board. For purposes of determining which Members are entitled to receive notice of any meeting to vote, or to give written consent to a corporate action without a meeting, the Board may fix, in advance, a "record date," which shall not be more than sixty (60) days before such meeting or more than sixty (60) days before the date on which the written consents are sent to the Members for those actions which are to be taken without a meeting. Only Members of record on the date so fixed are entitled to notice, to vote, or to give consents, as the case may be, notwithstanding any transfer of any membership on the books of the Corporation after the record date, except as otherwise provided in the Articles of Incorporation, these Bylaws or pursuant to RCW Ch.24.03.

B. Failure of Board to Determine Record Date.

(1) **Record Date for Notices.** Unless fixed by the Board in Section 12A above, the record date for determining those Members entitled to receive notice of, or to vote at, a meeting of the Members shall be the business day preceding the date on which notice is given.

(2) **Record Date for Written Consent to Action Without a Meeting.** Unless fixed by the Board in Section 12A above, the record date for determining those

Members entitled to vote by written consent without a meeting shall be the day on which the first written consent is received by the Corporation.

(3) **“Record Date” Means as of Close of Business.** For purposes of this Section 12, a person holding membership as of the close of business on the record date shall be deemed the Member of record.

Section 13. Proxies.

A. Rights of Members to Vote by Proxy. Every Active Member and Senior Candidates shall have the right to vote either in person or by one (1) or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the Corporation. A proxy shall be deemed signed if the Member’s name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the Member or the Member’s attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy.

B. Revocability; Duration of Proxy. A validly executed proxy shall continue in full force and effect unless (i) revoked by the Member executing it, before the vote cast pursuant to that proxy, by a writing delivered to the Corporation stating that the proxy is revoked by a subsequent proxy executed by such Member, or by personal attendance and voting at a meeting by such Member, or (ii) written notice of the death or incapacity of the Maker of the proxy is received by the Corporation before the vote pursuant to that proxy is counted.

C. Form of Solicited Proxies. In any election of Directors, any form of proxy that is marked by a Member “withhold”, or otherwise marked in a manner indicating, that the authority to vote for the election of Directors is withheld, shall not be voted either for or against the election of a Director. Failure to comply with this paragraph shall not invalidate any corporate election taken but may be the basis for challenging the proxy at a meeting.

ARTICLE VIII ELECTION OF DIRECTORS AND OFFICERS

Section 1. Nominations and Solicitations for Votes.

A. Nominating Committee. The Board of Directors shall appoint a Nominating Committee to select qualified candidates for election to the Board and for election as officers at least forty-five (45) days before the date of any election of Directors and officers. The Nominating Committee shall make its report at least thirty (30) days before the date of election, and the Secretary shall forward to each Active Member, with the notice of

meeting required by Article VII Article VII, Section 5, a list of candidates nominated by office.

B Nominations by Members. Active Members representing at least ten percent (10%) of the membership may nominate candidates for Directors and officers at any time before the tenth (10th) day preceding such election. On timely receipt of the petition signed by the required number of Active Members, the Secretary shall cause the names of the candidates named on it to be placed on the ballot along with those candidates named by the Nominating Committee.

C. Nominations from the Floor. If there is a meeting to elect Directors and officers, any Active Member present at the meeting, in person or by proxy, may submit names for nomination.

D. Publications. Without limiting the generality of the foregoing, if the Corporation now or hereafter publishes, owns, or controls a magazine, newsletter, or other publication, and publishes material in the publication soliciting votes for any nominee for Director or officer, it shall make available to all other nominees, in the same issue of the publication an equal amount of space, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

Section 2. Vote Required to Elect Directors and Officers. Candidates receiving the highest number of votes of the Active Members shall be elected as Directors or officers.

ARTICLE IX DIRECTORS

Section 1. General Corporate Powers. Subject to the provisions of the Act and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the Active Members, the business and affairs of the Corporation shall be managed by the Board. The Board may delegate management of the activities of the Corporation to any person or persons, a management company, or committees, 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.

Section 2. Special Powers. Without prejudice to those general powers of the Board, and subject to the same limitations, the Board shall have the power to:

A. Perform all duties imposed on them collectively or individually by law, by the Articles of Incorporation or these Bylaws.

B. Make such rules and regulations as are not inconsistent with law, the Articles of Incorporation, or these Bylaws as they may deem best to conduct, manage, and control the affairs and activities of the Corporation.

C. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities. Before entering into such major contracts or agreements, the Board shall first receive the approval of a majority of the Active Members.

D. Change the principal executive office or the principal business office in the State of Washington from one (1) location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country; and conduct business within or outside the State of Washington and designate any place within or outside the State of Washington for the holding of any Members' meeting or meetings, including annual meetings.

E. Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.

Section 3. Sale, Lease, Exchange or other Disposition of Assets. The Board shall comply with the formalities required by RCW 24.03.215 and RCW 24.03.217 regarding the sale, lease, exchange or other disposition of assets of the Corporation.

Section 4. Number and Qualification of Directors. The Board shall consist of no less than four (4) and no more than twelve (12) Directors. The number of Directors may at anytime be increased or decreased by the Members at any annual or special meeting, provided that no decrease shall have the effect of shortening the term of any incumbent Director. All Directors must be Active Members or Community Members of the Corporation. Three (3) of the Board Members shall be the officers of the Corporation, including the President, President-Elect or Past President and the Secretary or Treasurer. One (1) of the Directors shall be the Director of Training for the Institute who is elected by a vote of the members in accordance with established policies and procedures of the Institute. There shall be no more than four (4) Community Members who serve as Board members. In addition, not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. An interested person is: (1) any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a Director; and (2) any brother, sister, ancestor, descendant, spouse, brother- or sister-in-law, mother-in-law or father-in-law of any such person. However, any violation of the provisions of this paragraph regarding interested persons shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 5. Term. Directors shall be elected for terms of two (2) years. Directors shall be elected at the annual meeting of the Members; provided that if any annual meeting is not held or the Directors are not elected at the annual meeting, they may be elected at any special meeting held for that purpose. Each Director, including a Director elected to fill a vacancy or elected at a special meeting of the Members, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. Directors may be elected for successive terms.

Section 6. Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining Directors, or if the Directors in office constitute fewer than a quorum of the Board, by the affirmative vote of a majority of all the Directors in office. A Director elected to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office and until his or her successor is elected and qualified. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board for a term of office continuing only until the next election of Directors by the Members.

Section 7. Resignation of Directors. Any Director of this Corporation may resign at any time by giving written notice to the President and Directors of the Corporation. Any such resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 8. Removal of Directors. At a meeting of the Members called expressly for that purpose, the entire Board of Directors, or any member thereof, may be removed by a vote of the holders of a majority of the Active Members then entitled to vote at an election of Directors.

Section 9. Regular Meetings. Regular meetings of the Board or any committee may be held without notice at the principal place of business of the Corporation or at such other place or places via videoconference, either within or without the State of Washington, as the Board or such committee, as the case may from time to time designate. The annual meeting of the Board shall be held on the Saturday after the annual meeting of Members, either in person or via videoconference).

Section 10. Special Meetings. Special meetings of the Board shall be held at any place or places, either within or without the State of Washington, as the Board may designate in the notice of the special meeting, or if there is no notice, at the principal executive office of the Corporation. Notwithstanding the above provision, special meetings of the Board may be held at any place consented to in writing by all Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

A. Persons Entitled to Call; Notice of Special Meeting. Special meetings of the Board may be called at any time by the President, the President-Elect or Past President, the Secretary, Treasurer or any two (2) Directors. Notice of all special meetings of the Board shall be given to each Directors at least four (4) days prior to the date of the meeting. Such notice need not specify the business to be transacted at, or the purpose of, the meeting. Such notice shall be provided in either a tangible medium (as defined in the Act) and by transmitted by mail, private carrier or personal delivery; by telephone, wire or wireless equipment which transmits a facsimile of the notice; or such other form of notice in a tangible medium as is acceptable under the Act; or (b) in an electronic transmission (as defined in the Act) and be electronically transmitted (as defined in the Act), provided that the Director has consented to receive electronic transmissions pursuant to the Act. Notice in a tangible medium shall be effective at the earliest of the following: (i) if sent to the Director's

address, telephone number, or other number appearing on the records of the Corporation, when dispatched by telegraph, teletype or facsimile equipment; (ii) when received; (iii) four (4) days after deposit in the United States mail; or (iv) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Notice provided in an electronic transmission, if in comprehensible form, is effective when it: (x) is electronically transmitted to an address, location or system designated by the Director for that purpose; or (y) has been posted on an electronic network and a separate record (as defined in the Act) of the posting has been delivered to the Director, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

B. Special Meetings of Committees. Special meetings of any committee may be called at any time by such person or persons and with such notice as shall be specified for such committee by the Board, or in the absence of such specification, in the manner and with the notice required for special meetings of the Board.

Section 11. Regular Meetings. Regular meetings of the Board may be held at any place within or without the State of Washington that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the Corporation. Notwithstanding the above provisions, regular meetings of the Board may be held at any place consented to in writing by all Board members, either before or after the meeting. Board meetings and retreats will be held telephonically or other electronic means (including via videoconference) unless otherwise specified.

Section 12. Conduct of Meetings. The conduct of meetings of the Board shall be governed by the provisions of Robert's Rules of Order, except when the same conflict with the Articles of the Corporation or these Bylaws.

Section 13. Participation in Meeting by Means of Communication Equipment. Except as may be otherwise restricted by the Articles of Incorporation, Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by telephonic means or other electronic means (including via videoconference) of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 14. Quorum. A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the Act, the Articles of Incorporation or these Bylaws. An act of the Directors will only be effective as an act of the Board if a quorum exists at the time the act is taken, even though a quorum may have existed at other times during the meeting.

Section 15. Waiver of Notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, unless the Director at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting

and does not thereafter vote for or assent to any corporate action approved at the meeting. A waiver of notice signed by the Director or Directors, whether before or after the time stated in the notice, shall be the equivalent to the giving of notice. Any such notice shall be delivered to the Corporation for inclusion in the minutes or filing with the corporate records and shall be set forth either: (a) in an executed record, or (b) if the Corporation has designated an address, location or system to which the waiver may be electronically transmitted and the waiver has been electronically transmitted to the designated address, location or system, in an executed electronically transmitted record.

Section 16. Presumption of Assent. A Director who is present at a meeting of the Board when corporate action is approved is presumed to have assented to such corporate action to the action taken unless the Director's dissent or abstention shall be entered in the minutes of the meeting or unless the Director shall deliver his or her dissent or abstention to the person acting as the secretary of the meeting before the adjournment thereof, or shall deliver such dissent or abstention to the secretary of the meeting immediately after the adjournment of the meeting, which dissent or abstention must be in the form of a record. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

Section 17. Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of time and place shall be given before the time of the adjourned meeting to the Directors who are not present at the time of adjournment.

Section 18. Action by Directors Without a Meeting. Any corporate action required or permitted by the Act to be approved at a meeting of the Directors, or any action which may be taken at a meeting of the Directors may be taken without a meeting if a consent in the form of a record, setting forth the action so taken, shall be executed by all of the members of the Board. Such written consent shall have the same force and effect as a unanimous vote and may be stated as such in any articles or record filed with the Secretary of State. Such written consent shall be filed with the minutes of the proceedings of the Board.

ARTICLE X COMMITTEES

Section 1. Committees of Directors. The Board may, by resolution adopted by a majority of the Directors in office, designate and appoint one or more committees, each of which shall consist of two (2) or more Directors, which committees, to the extent provided in such resolution, in the Articles of Incorporation or in the Bylaws, shall have and exercise the authority of the Board in the management of the Corporation; provided, that no such committee shall have the authority of the Board in reference to any of the following:

- A. Amending, altering or repealing the Bylaws;
- B. Electing, appointing or removing any member of any such committee or any director or officer of the Corporation;
- C. Amending the Articles of Incorporation;

- D. Adopting a plan of merger or adopting a plan of consolidation with another corporation;
- E. Authorizing the sale, lease or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business;
- F. Authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor;
- G. Adopting a plan for the distribution of the assets of the Corporation;
- H. Amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee;
- I. Taking any final action on matters, which, under the Act, also requires Members' approval;
- J. Fill vacancies on the Board or any committee;
- K. Amending or repealing Bylaws or adopting new Bylaws;
- L. Appointing any other committees of the Board or the members of these committees, except as otherwise stipulated in the Bylaws;
- M. Expending corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
- N. Approving a transaction (1) to which the Corporation is a party and one (1) or more directors have a material financial interest; or (2) between the Corporation and one (1) or more of its directors or between the Corporation or any person in which one (1) or more of its directors have a material financial interest.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it or him or her by law.

Section 2. Standing Committees.

A. Education Committee. This committee shall, under the direction of the Board, establish, direct, and administer the teaching activities (Institute and its faculty and candidates) of the Corporation. The Education Committee shall be composed of a Director of Training (Chair of the Education Committee); Director of Training-Elect; chairs of Admissions, Curriculum and Faculty, Progression, Training Analysts, and chairs of any future committees the Board may designate. All are to be voting members of the Education Committee. The appointment of members to the Education Committee and to its subcommittees, and the development and implementation of policies and procedures of the Education Committee and its subcommittees, shall be

in accordance with established policies and procedure of the Institute as approved by the Board of Directors.

B. Ethics Committee. The Ethics Committee shall adopt principles of ethics of psychoanalysts of the Corporation, and policies and procedures for education of its members and students in keeping with highest ethical standards in the practice of psychoanalysis and in accordance with ethical standards of the International Psychoanalytical Association. This committee shall have the authority to investigate allegations of possible unethical conduct of Members and students and, in event of violation, to recommend disciplinary action in accordance with published Ethics Committee guidelines. This committee shall consist of at least three (3) members, which must include two active or emeritus full members and one active community member, with no specification of gender.

C. Executive Committee. The Executive Committee shall consist of the President and President-Elect or Past President, the Secretary and Treasurer. This committee shall: 1) effect the decisions and recommendations of the Board as representatives of the membership; 2) administer the routine business activities of the Corporation not otherwise delegated; 3) manage the property, affairs and business of the Corporation, subject to the approval of the Board; 4) act on interim business between meetings, and in its judgment call meetings of the Board or special meetings of the members when urgent business warrants; 5) investigate, report, and recommend as to any proposed course of action, though further action shall be in accordance with the approval of the Board; 6) report at the next following meeting of the Board the business which it has transacted.

D. Liaison Committee. The Liaison Committee shall consist of at least two (2) Active Members of the Corporation appointed by the President and approved by the Board. The Liaison Committee will function in a liaison capacity and represent the interests of the Corporation to the Confederation of Independent Psychoanalytic Societies (CIPS), the North American Psychoanalytic Confederation (NAPsaC), and/or other organizations at the discretion of the Board. Members of the committee will serve as directors on the Boards of these regional psychoanalytic organizations and attend videoconference and face-to-face Board meetings as specified by CIPS and NAPsaC. Committee members will report to the Board and to the membership on communications and activities between and among these groups. All committee expenditures, such as for travel to CIPS and NAPsaC face-to-face Board meetings, will be approved by the Board.

Section 3. Meetings and Actions of Committees. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article IX of the Bylaws, concerning meetings of Directors, with such changes in the context of

these Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE XI OFFICERS

Section 1. Designations and Term of Office. The officers of the Corporation shall be a President, a President-Elect, a Past President, a Secretary, a Treasurer, and a Director of Training. The President, President-Elect and Director of Training must be Active Members who shall be elected by the Active Members in accordance with Article VIII and shall serve for periods of two (2) years and until their successors are elected and qualify. Any two or more offices, including the Secretary and Treasurer, may be held by the same person, except the offices of President and Secretary. The President-Elect shall become the President at the annual meeting of the year following his or her election as President-Elect. She or he shall then become President for two (2) years, after which she or he shall become Past President for one (1) year.

Section 2. Removal of Officers. The officers of the Corporation shall hold office until their successors are chosen and qualify. Any officer or agent elected or appointed by the Members may be removed at any time with or without cause by the affirmative vote of the Active Members at any regular or special meeting of the Members whenever in their judgment the best interests of the Corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer shall not of itself create contract rights.

Section 3. Resignation of Officers. An officer may resign at any time by delivering written notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. Any resignation is without prejudice to the rights, if any, of the resigned officer.

Section 4. Vacancies. Vacancies in any office arising from any cause may be filled by the Board. The person chosen to fill such position shall serve until the next annual meeting of Members.

Section 5. President. The President shall assume the office of President after first having served for one (1) year as President-Elect. She or he shall serve for two (2) years as President, after which she or he shall serve as Past President for one (1) year. The President shall, subject to the control of the Board, generally supervise, direct, and control the business and the officers of the Corporation. She or he shall preside at all meetings of the Members and, in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board. The President shall be an ex-officio member of all committees, but shall have no vote except in the

case of a tie. The President may appoint and discharge employees or agents of the Corporation and sign contracts and agreements in the name of and on behalf of the Corporation.

Section 6. President-Elect. The President-Elect is to become the President after serving for one (1) year as President-Elect. In the absence or disability of the President, the President-Elect shall perform all the duties of the President and when so acting, shall have all powers of, and be subject to, all the restrictions upon the President. The President-Elect shall have such powers and perform such duties as from time to time may be prescribed for him/her respectively by the Board.

Section 7. Past President. After first having been elected for one (1) year as President-Elect, he or she shall become President for two (2) years, after which s/he shall become Past President for one (1) year. In the absence or disability of the President, the Past President shall perform all the duties of the President and in so acting shall have all the powers of and be subject to all the restrictions upon the President. The Past President shall have such powers and perform such duties as from time to time may be prescribed for him/her respectively by the Board.

Section 8. Secretary.

A. Secretary Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office of such other place as the Board may direct, a book of minutes of all meetings and actions of Directors, committees of the Board, and Members, with the time and place of holding whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of Members present or represented at Members' meetings, and the proceedings of such meetings. The minutes will be posted on the NPSI website (www.npsi.us.com) after they have been approved by a vote of the Board.

B. Membership Records. The Secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the Board, records of the Members, showing the names of all members, their addresses, and the class of membership held by each.

C. Notices, Seal and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Members and of the Board required by the Bylaws to be given. S/he shall keep the seal of the Corporation in safe custody. S/he shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

Section 9. Treasurer.

A. Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in

financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

B. Bank Accounts. The Board of Directors shall authorize the Treasurer to open and maintain such bank accounts, as it deems necessary for the business of the Corporation. In addition, the Board shall authorize the Treasurer to open independent accounts for any special project in and of itself.

C. Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse the funds of the Corporation as may be ordered by the Board; shall render to the President and Directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

D. Bond. If required by the Board, the Treasurer and any assistant secretary/treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

Section 10. Director of Training. The Director of Training chairs the Education Committee and is head of the NPSI Institute. The Education Committee consists of the Director of Training, Candidate President, and committee chairs from Admissions, Curriculum and Faculty, Progression, and Training Analysts.

ARTICLE XII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Grant of Indemnification. Subject to Article XII, Section 2, each person who is made a party to or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any threatened, pending or completed action, suit or proceeding, whether formal or informal, civil, criminal, administrative or investigative (hereinafter a “proceeding”), by reason of the fact that he or she is or was a Director of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee or agent (including members of standing and ad hoc committees while acting on behalf of the committee), whether the basis of such proceeding is an alleged act or omission committed while serving as a Director, officer, employee or agent of the Corporation, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by applicable law, as then in effect. Such indemnification shall extend to all expense, liability and loss (including attorneys’ fees, costs, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) reasonably incurred or suffered by such person in connection therewith. Such indemnification

shall continue as to a person who has ceased to be a director, officer, employee, or agent of the and shall inure to the benefit of his or her heirs, executors and administrators. The indemnification provided in this Article XII shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

Section 2. Limitations on Indemnification. Notwithstanding Article XII, Section 1, no indemnification shall be provided hereunder to any such person to the extent that such indemnification would be prohibited by applicable law as then in effect, nor, except as provided in Article XII, Section 4 with respect to proceedings seeking to enforce rights to indemnification, shall the Corporation indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person except where such proceeding (or part thereof) was authorized by the Board of Directors.

Section 3. Advancement of Expenses. The right to indemnification conferred in Article XII, Section 1 shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition, except where the Board of Directors shall have adopted a resolution expressly disapproving such advancement of expenses.

Section 4. Right to Enforce Indemnification. If a claim under Article XII, Section 1 is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, or if a claim for expenses incurred in defending a proceeding in advance of its final disposition authorized under Article XII, Section 3 is not paid within twenty (20) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification hereunder upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is so entitled. It shall be a defense to any such action (other than an action with respect to expenses authorized under Article XII, Section 3) that the claimant has not met the standards of conduct which make it permissible hereunder or under applicable law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth herein or in applicable law, nor (except as provided in Article XII, Section 3) an actual determination by the Corporation (including the Board of Directors or independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 5. Nonexclusively. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article XII shall be valid to the extent consistent with applicable law.

Section 6. Insurance and Other Security. The Corporation may maintain insurance, at its expense, to protect itself and any individual who is or was a Director, officer, employee or agent of the Corporation against any liability asserted against or incurred by the individual in that capacity or arising from his or her status as an officer, Director, agent, or employee, whether or not the Corporation would have the power to indemnify such person against the same liability under applicable law. The Corporation may enter into contracts with any Director or officer of the Corporation in furtherance of the provisions of this section and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this section.

Section 7. Amendment or Modification. This Article XII may be altered or amended at any time as provided in these Bylaws, but no such amendment shall have the effect of diminishing the rights of any person who is or was indemnified herein as to any acts or omissions taken or omitted to be taken prior to the effective date of such amendment.

Section 8. Effect. The rights conferred by this Article XII shall be deemed to be contract rights between the Corporation and each person who is or was a director, officer, employee or agent of the Corporation. The Corporation expressly intends each such person to rely on the rights conferred hereby in performing his or her respective duties on behalf of the Corporation.

ARTICLE XIII BOOKS AND RECORDS

The Corporation shall keep at its principal office in Washington the following documents in the form of a record:

- (1) Current Articles of Incorporation and Bylaws;
- (2) A list of Members, including the names, addresses, and classes of membership;
- (3) Correct and adequate statements of accounts and finances;
- (4) A list of officers' and directors' names and addresses;
- (5) Minutes of the proceedings of the Members, the Board and any minutes which may be maintained by committees of the Board.

The corporate records shall be open at any reasonable time to inspection by any Member of more than three (3) months standing or a representative of more than five percent (5%) of the membership. Costs of inspecting or copying shall be borne by such Member, except for costs for copies of the Articles of Incorporation or Bylaws. Any such Member must have a purpose for inspection reasonably related to membership interests. Use or sale of Members' lists by such Member if obtained by inspection is prohibited.

**ARTICLE XIV
CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Act shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the Corporation and a natural person.

**ARTICLE XV
Prohibition on Loans to Directors and Officers**

No loans shall be made by the Corporation to its directors or officers. The Directors who vote for or assent to the making of a loan to a Director or officer of the Corporation, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.

**ARTICLE XVI
AMENDMENTS**

New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of a majority of the Active Members, or by written consent of these persons.

**ARTICLE XVII
ENDORSEMENT OF DOCUMENTS; CONTRACTS**

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by the President, President-Elect or Past President, Secretary or Treasurer of the Corporation shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or encasement or to pledge its credit or to render it liable for any purpose or amount.

**ARTICLE XVIII
DISSOLUTION**

The Corporation shall be dissolved and its affairs wound up in accordance with the requirements of the Act. In the event of dissolution, the assets of the Corporation shall be transferred or conveyed to one (1) or more nonprofit corporations engaged in activities substantially similar to those of the Corporation pursuant to a plan of distribution adopted as provided in the Act. The assets and property so transferred or conveyed shall be used solely and exclusively to further the educational or scientific purposes. In the event of dissolution, no portion of the assets or property or funds of the Corporation shall ever be distributed to any Members, officers or Directors.

Secretary Certification:

The undersigned, being the Secretary of the Corporation, hereby certifies that the foregoing Amended and Restated Bylaws were adopted by a majority of the Active Members of the Corporation as of the 1st day of November, 2021.

Dated this 1st day of November, 2021

Signature  DocuSigned by:
E4DFT2C2E14542D...

Name: JoAnn Mills
Its: Secretary