The need for a Policies and Procedures Manual became evident during my first term as President of the Board of Directors for Northwestern Psychoanalytic Society and Institute (2014-16). Since the organization was established in 1999 as a component Society of the International Psychoanalytical Association our operations have become increasingly complex.

As NPSI has grown so too have the demands on the Board to provide good governance that ensures the fiscal health and innovative character of the Society and Institute. This has involved developing and maintaining fair and balanced policies that facilitate organizational stability while allowing for revisions in light of emerging circumstances and accruing experience.

The primary purpose of this Manual is to support the work of the Board of Directors by providing an organized compilation of current policies and procedures. Hopefully, this will reduce “reinventing the wheel” as happens when relying on the memory of individuals in leadership positions or laborious review of Board Meeting Minutes to determine when a policy was created or modified.

The Manual is divided into five sections and contains documents pertaining to: I. Legal Descriptions; II. Strategic Plan; III. Organization; IV. Financial Policies and Documents; and V. Communications. Each document is numbered to facilitate ease of reference, rather than by page number, which will change whenever any aspect of the Manual is modified.

An electronic copy of the Manual will be provided to all members of the NPSI Board of Directors and to members of the NPSI Advisory Council. At the Board’s discretion an electronic copy of
the Manual may be made available on the organization’s website. Additionally, a hardcopy will be available in the NPSI Library.

As this is an evolving guide, it is expected that future NPSI Boards of Directors will review and vote to approve revisions to the documents contained in this manual and create new policy on an annual or as needed basis.

The President is solely responsible for directing the NPSI Administrator to add, revise, or delete individual documents contained in the Manual. The date of each revision will be indicated on the title page of the Manual (e.g. Revised June 30, 20XX). Revisions will be published and distributed as indicated above.

Caron Harrang, LICSW, FIPA
President, NPSI Board of Directors
# NPSI Board of Directors Policies and Procedures Manual

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APPLICATION TO FORM NONPROFIT CORPORATION
(Per Chapter 24.03 RCW)
FEE: $30

EXPEDEED (24-HOUR) SERVICE AVAILABLE - $25 PER ENTITY INCLUDE FEE AND WRITE "EXPEDITED" IN BOLD LETTERS ON OUTSIDE OF ENVELOPE

FOR OFFICE USE ONLY
FILED: 1/1 UBI: 602120772
CORPORATION NUMBER:

IMPORTANT! Person to contact about this filing
Marianne Robinson
Daytime Phone Number (with area code)
(206) 443-3879

ARTICLES OF INCORPORATION

NAME OF CORPORATION
Northwestern Psychoanalytic Society Study Group

EFFECTIVE DATE OF INCORPORATION
(As stipulated effective date may be up to 30 days after receipt of the document by the Secretary of State)

TERM OF EXISTENCE
☑ Perpetual

PURPOSE FOR WHICH THE NONPROFIT CORPORATION IS ORGANIZED:
To seek and transmit an understanding of psychoanalytic psychoanalytic treatment through charitable, educational, and scientific purposes.

IN THE EVENT OF A VOLUNTARY DISSOLUTION, THE NET ASSETS WILL BE DISTRIBUTED AS FOLLOWS:
To another 501(c)(3) non-profit dedicated to educational/scientific purposes consistent with this corporation's philosophy.

NAME AND ADDRESS OF WASHINGTON STATE REGISTERED AGENT
Name: Kathi Effenberger
Street Address (Required) 20343-14th Ave NE #3 City: Shoreline State: WA ZIP: 98155

I consent to serve as Registered Agent in the State of Washington for the above named corporation. I understand it will be my responsibility to accept Service of Process on behalf of the corporation; to forward mail to the corporation; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

Signature of Agent
Printed Name: Kathi A. Effenberger
Date: 5/7/01

NAMES AND ADDRESSES OF EACH INITIAL BOARD DIRECTOR (If necessary, attach additional names and addresses)
Name: See attached list
Address: 
City: 
State: ZIP: 

NAMES AND ADDRESSES OF EACH INCORPORATOR (If necessary, attach names, addresses and signatures of each additional incorporator)
Name: Kathi A. Effenberger
Address: 20343-14th Ave NE #3 City: Shoreline State: WA ZIP: 98155

SIGNATURE OF INCORPORATOR
This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

Signature of Incorporator
Printed Name: Kathi A. Effenberger
Date: 5/7/01

CORPORATIONS INFORMATION AND ASSISTANCE - 360/753-7115 (TDD - 360/753-1485)
BOARD OF DIRECTORS

206-441-4116
SEATTLE, WA 98122
1111-12TH AVENUE
NORTHWESTERN PSYCHOANALYTIC SOCIETY STUDY GROUP
I, SAM REED, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

NORTHEASTERN PSYCHOANALYTIC SOCIETY
STUDY GROUP

a Washington Non Profit corporation. Articles of Incorporation were filed for record in this office on the date indicated below.

UBI Number: 602 120 772  Date:  May 11, 2001

Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

2-953517-6
I, SAM REED, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

NORTHWESTERN PSYCHOANALYTIC SOCIETY
STUDY GROUP

a Washington Non Profit corporation. Articles of Incorporation were filed for record in this office on the date indicated below.

UBI Number: 602 120 772       Date: May 11, 2001

Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

2-953517-6
Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

We have further determined that you are not a private foundation within the meaning of section 509(a) of the Code, because you are an organization described in sections 509(a)(1) and 170(b)(1)(A)(vi).

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status and foundation status. In the case of an amendment to your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, you should inform us of all changes in your name or address.

As of January 1, 1984, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of $100 or more you pay to each of your employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Since you are not a private foundation, you are not subject to the excise taxes under Chapter 42 of the Code. However, if you are involved in an excess benefit transaction, that transaction might be subject to the excise taxes of section 4958. Additionally, you are not automatically exempt from other federal excise taxes. If you have any questions about excise, employment, or other federal taxes, please contact your key district office.

Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(1) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act, or the substantial or material change on the

Letter 947 (DD/CG)
City of Seattle Customer #: 546840

State of Washington UBI #: 602120772-001-0001
Tax period: Annual*
Tax Reporting: Separate
BUSINESS LICENSE TAX CERTIFICATE
BUSINESS LICENSE

EXPIRATION DATE
12/31/2017
12/31/2017

* Annual tax return due: Jan 31
IF you have not received a blank return within 20 days of a due date, contact the Licensing & Tax Administration office.

NPS
2701 1ST AVE # STE 120
SEATTLE, WA 98121-1127

Not Transferable Post Conspicuously

THE CITY OF SEATTLE
Dept. of Finance and Administrative Services
700 5th Avenue Suite 4250
P.O. BOX 34214
Seattle WA 98124-4214
(206) 684-8484 Fax (206) 684-5170
e-mail: tax@seattle.gov website: seattle.gov/licenses

BUSINESS MAILING ADDRESS:

546840 000 4 16-1-107
NORTHEASTERN PSYCHOANALYTIC SOCIETY & INSTITUTE
NPS
2701 1ST AVE STE 120 # STE
SEATTLE WA 98121-1127
NPSI Strategic Plan  
2016-2019 

Prepared by the NPSI Board of Directors

Caron Harrang (President), Maxine Nelson (Secretary-Treasurer), Dana Blue (Director of Training), David Jachim (Director), Adriana Prengler (Director), Julie Hendrickson (Candidate Representative), Hollee Sweet (Administrator/Recording Secretary)

August 17, 2016

Introduction

The purpose of a strategic plan is to set the direction for the organization based on our mission statement with goals and objectives identifying a range of strategies so that the organization may achieve its goals.

Operational planning specifies the tactics used to implement the strategic plan on a yearly basis. The 2016-17 Operational Plan is included at the end of this report (Appendix A).

Mission Statement

Northwestern Psychoanalytic Society and Institute 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 well-being of those treated through the practice of psychoanalysis.

Background

The main sources of revenue for the organization come from dues (full members and community members); tuition derived from our psychoanalytic and psychotherapy training programs; fees for continuing educational events (study groups, scientific meetings, workshops and our biennial International Evolving British Object Relations Conference); and tax-deductible charitable donations. All directors on the NPSI Board of Directors contribute annually. Additional support comes from the expertise of individuals serving on the NPSI Advisory Council whose purpose it is to provide non-binding informed guidance to the Board of Directors for the purpose of enhancing the organization’s development and governance.
The main expenses for the Society and Board of Directors are the Administrator’s salary (15-20 hours/weekly), office rent, business property insurance and Directors and Officers professional liability insurance, website management (Totera Web Systems), marketing software (Constant Contact), PEP WEB subscription, faculty honoraria (study groups, EBOR, and other continuing education events), and airfare for directors (2) on the liaison committee to attend annual face-to-face NAPsaC and CIPS board meetings in New York City.

The main expenses for the Institute are administrative support (proportional to time spent on Institute tasks), marketing (e.g. Open House and related events to promote psychoanalytic training), and faculty honoraria (The Fundamentals of Psychoanalysis).

2016-2019 Strategic Goals and Objectives

The Board of Directors has identified three primary goals to support the growth of the Institute and the professional development of our psychoanalyst, candidate, and community members. The bullet points under each goal represent specific objectives for each goal. These goals and objectives are further detailed in the operational plan for each fiscal year (see Appendix A).

1. Growth
   - Increase Society membership in all three categories: full members (analysts), candidates (analysts-in-training), and community members.
   - Expand the Board of Directors to include a maximum of twelve (12) directors, four of whom are community members with expertise, for example, in business strategy, organizational development, marketing, and social media.
   - Increase the number of candidate, full members, and training and supervising analysts serving on subcommittees of the Education Committee (Admissions, Candidates, Curriculum, Progression, Psychoanalytic Psychotherapy Program, Training Analysts).
   - Expand the Administrator job description to encompass operational oversight (managing editor) of the organization newsletter and other duties commiserate with the abilities of the individual serving in this position and as approved by the Board of Directors.
   - Increase tax-deductible donations by 10-15% per year.

2. Outreach
   - Continue sponsoring semi-annual membership assemblies for full members to discuss issues of concern (policy development, Board/Institute/Society policies and procedures, professional ethics) and vote to approve or disapprove proposed Bylaws changes.
   - Sponsor opportunities for members (full member holiday party, end-of-academic-year faculty party) to socialize outside of work related activities such as teaching, serving on committees or on the Board of Directors.
• Continue recognition of individual member contributions to the organization through the annual Outstanding Community Member Service award and develop awards for full members and candidates (e.g. teaching, psychoanalytic writing).
• Develop relationships with academic institutions to facilitate exposure of psychoanalytic concepts and the value of psychoanalytic training to psychiatric residents and graduate students in mental health graduate programs.

3. Leadership Succession

• Continue an annual strategic planning retreat for the Board of Directors to review the past fiscal year’s organizational plan and assess against existing 3-year strategies. Develop a new operational plan tied to budget goals for the new fiscal year.
• Identify and support qualified individuals to develop the leadership skills necessary for serving in key positions in the organization including President-Elect, Secretary-Treasurer, Director of Training, and Dean of Students.
• Provide increased opportunities for candidates to serve on the Board of Directors and committees of the Society (Continuing Education, EBOR) and of the Institute (Admissions, Curriculum, Progression).
• Conduct an annual Membership Survey to assess members’ perceptions of the organizations strengths and weaknesses and publish a narrative summary of the results on both Community and Full Member listserv.
Appendix A

2016-17 NPSI Operational Plan

This plan specifies the tactics used to implement the strategic plan on a yearly basis. When finalized this plan will be distributed to the NPSI Advisory Council and membership (full members, candidates, community members).

I. Growth

A. Board Development - “Project Ivy”

The Board of Directors seeks to expand participation by members and draw upon expertise from the business community to ensure succession and fulfill the organization’s mission. Toward that aim, two Bylaws amendments will be drafted and reviewed by the Board 1) Changing the number of directors from the current number of four (4) to “no less than four (4) and up to a maximum of twelve (12) directors”; and 2) Changing the term for Directors from 3 years to 2 years.

The composition of the Board, when fully subscribed would be 3 officers (President, President-Elect or Past President, Secretary-Treasurer and Director of Training), 4 full members and 4 community members. When approved by the Board, the Secretary (Maxine Nelson) will email a ballot with the proposed amendments to the NPSI Full Member listserv for a vote. If approved by a majority of the full members (12) the amendments will replace the former language and an updated version of the Bylaws will be posted on the NPSI website and emailed to both the NPSI Full Members and NPSI Community listserv.

A recruitment strategy will be developed and implemented with the goal of securing a President-Elect and adding at least 1 Community Member Director with needed expertise (e.g. marketing, fundraising) as determined by the Board and 1 Full Member Director. The Board, at its discretion, may alternatively add a President-Elect and either 2 Community Member Directors or 2 Full Member Directors. In either case, a total of only one President-Elect and 2 Directors will be added.

Director responsible for initiative: David Jachim, Director
Timeline: fiscal 2016-17 (July 1 to June 30)

B. Board Policies and Procedures Manual

A Board Policies and Procedures Manual will be completed and used as part of an orientation process for new directors.

Director responsible for initiative: Caron Harrang, President
C. Promotion of Psychoanalytic Training and Candidate Recruitment

A series of Open House events and related activities will be developed by the Education Committee with the goal of starting a new candidate class in September 2017.

Scholarship policy including how to replenish funds will be developed and made available to current and prospective candidates (accepted for admission to the fall 2017 class).

Directors responsible for initiative: Dana Blue and Julie Hendrickson (policy) and Maxine Nelson (budget)
Timeline: fiscal 2016-17 (July 1 to June 30)

II. Outreach

A. Board and Committee Operations

The Board will purchase a $25/monthly subscription to Zoom for videoconferencing beginning with the October 5, 2016 Board Meeting. A meeting schedule for fiscal 2016-17 will include a rotation using: 1) Zoom; 2) NPSI (first Wednesday of each month except July and August from 7-8:30 pm); and 3) Saturday brunch meetings at directors’ homes. This strategy is intended to reduce the strain of commuting for directors who live on the eastside and to test the viability of distance technology for board and committee meetings. Calendar invites will be sent to each director of meeting locations and posted on the NPSI website calendar.

Director responsible for initiative: Caron Harrang, President and Hollee Sweet, Administrator
Timeline: September 7, 2016 Board of Directors meeting

B. Advisory Council and Board of Directors: Work Group Relations

A Board of Directors and Advisory Council Retreat is planned for Saturday, September 10, 2016 in the home of Maxine Nelson. The purpose of the second annual meeting between the board and advisors is to review the 2016-2019 Strategic Plan and the 2016-17 Operational Plan with the goal of determining how advisors can assist individual directors on specific projects during this fiscal year. Council members will be invited to join the Board of Directors in making an annual charitable donation to the organization of an unspecified amount.

Directors responsible for initiative: All Directors
Timeline: Saturday, September 10, 2016
III. Leadership Succession

A. Identify a qualified full member for the position of President-Elect prior to the 2017 Annual Membership Meeting (normally scheduled for the 4th Saturday in September).

Directors responsible for initiative: All Directors
Timeline: 2017 Annual Meeting

B. Identify a qualified full member for the position of Director of Training-Elect and mentoring strategies for preparing an individual to assume this leadership position.

Directors responsible for initiative: All Directors
Timeline: 2017 Annual Meeting

C. Contact individuals who expressed interest (NPSI May 2016 Member Survey) in serving on Institute (Education Committee) subcommittees or in leadership positions to identify a timeline and process for joining committees. Coordinate with Candidate President and invite two candidates to serve on each subcommittee of the Education Committee. Identify two candidates to replace Julie after she graduates, one of whom will be invited to join within the timeline specified below.

Directors responsible for initiative: Dana Blue, Director of Training and Julie Hendrickson, Candidate Representative.

D. Identify a qualified full member or community member for the position of Continuing Education Committee Chair (NPSI Society) and a process for vetting presenters for scientific meetings for during the academic year (September 2016 – June 2017).

Directors responsible for initiative: Caron Harrang, Maxine Nelson, Dana Blue (NPSI Executive Committee)
Timeline: October 31, 2016 (for initiating this project)

E. Hire an outside psychoanalyst consultant versed in organizational group relations, to work with NPSI to identify underlying group dynamics that impede the organization from functioning at an optimal level as well as growing. Chuck Brandes, PhD, FIPA (Past President of PINC) has been identified as a potential consultant. His proposal includes facilitating a series of meetings with the Board of Directors, Ethics Committee, Candidates, and Full Members. He estimates that this would require 7 hours (either one day or one and a half) and he would charge us $1,000 plus airfare and hotel (if the work takes more than one day).

Directors responsible for initiative: Maxine Nelson
Timeline: To be completed by December 31, 2016
Northwestern Psychoanalytic Society and Institute Organization Chart

The Board of Directors oversees all aspects of the organization. All members belong to the Society and some are also involved in Institute (Education Committee) activities.

Levels of membership in the Society include full members (psychoanalysts), candidates (analysts-in-training), and community members. Community membership is open to mental health professionals or others interested in supporting the activities of NPSI.
AMENDED AND RESTATED BYLAWS

OF

NORTHWESTERN PSYCHOANALYTIC SOCIETY AND INSTITUTE
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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 (the “Corporation”) on ___________, 2013, 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** (non-voting/non-dues paying)

**Section 2. Qualifications for Active Membership.** In order 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 analytic community)

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

Applicants who pass the screening will then 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 Training 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.”

In order to qualify for Emeritus Membership, an Active Member must be age seventy (70) or older and/or retired.

**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 Active Member, to be in good standing, must pay within the time and on the conditions set by the Board, the application or other fees and annual dues in amounts to be fixed from time to time by the Board. Membership dues will be due and payable on October 1 and delinquent on November 1. A second notice will be sent on or before November 15, and a telephone contact made, if necessary, by January 1. If by four months after the original due date the dues have not been paid, or alternatively a payment schedule worked out and adhered too, the person will be notified by registered mail that, absent
the payment of dues, membership will be forfeited within 15 days of receipt of the registered letter. 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 or hold corporate office, but are entitled to 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, therapists and community works, as well as others who might 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 possible privileges as determined by the Board. In addition, it is hoped that the sense of being part of the Corporation’s community may feel beneficial to Community Members.

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 Policies and Procedures Manual 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 or not 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. 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 fourth (4th) Saturday of September each year, at 10:00 a.m., local 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
2. Proof of notice of meeting (or filing waiver).
3. Presentation and examination of proxies.
4. Announcement of a quorum.
5. Reading of, or waiver thereof, and approval of minutes of last annual meeting.
6. Reports of Officers
7. Report of Directors
8. Report of Committee Chairs
9. Unfinished Business
10. New Business
11. Election of Officers and Directors
12. Adjournment

Section 3. Special Meetings. Special Meetings of the Members may be called at any time 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/Treasurer 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/Treasurer, Assistant Secretary/Treasurer 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.** Only Active Members shall be entitled to vote at any meeting of the Members.

B. **Vote.** The vote of a majority of the votes entitled to be 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 of 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 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/Treasurer 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 chairman of the Board, or the full Board if there is no Chairman, 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/Treasurer shall forward to each Active Member, with the notice of meeting required by 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/Treasurer 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 any and 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 any time 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/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 two (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 Board or the President or Secretary/Treasurer 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, 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 without notice immediately after the adjournment of the annual meeting of Members.

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 Chairman of the Board or by the President, the Vice-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), 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 of 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.

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 are in 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 means of a conference telephone or similar communications equipment by means 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 at least two (2) Directors and a Director of Training (Chair of the Education Committee); chairs of curriculum, admissions, progression committee, faculty development committee, training analysts committee, 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 four (4) members, which must be made up of least two (2) directors and one (1) Active Member of each gender. In the event of consideration of an issue of ethical conduct, the President will be a voting member of the Ethics Committee.

C. Executive Committee. The Executive Committee shall consist of the President and President-Elect or Past President, the Secretary/Treasurer and two (2) Directors. 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 teleconference 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 on an event-by-event basis.

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/Treasurer and a Director of Training and such Assistant Secretary/Treasurer as the Board may designate. The officers of the Corporation 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 may be held by the same person, except the offices of President and Secretary/Treasurer. 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 of 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/Treasurer.

A. Secretary/Treasurer Book of Minutes. The Secretary/Treasurer 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 also 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/Treasurer 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/Treasurer 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.

D. Books of Account. The Secretary/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.

E. Bank Accounts. The Board of Directors shall authorize the Secretary/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 Secretary/Treasurer to open independent accounts for any special project in and of itself.

F. Deposit and Disbursement of Money and Valuables. The Secretary/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 Secretary/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.

G. Bond. If required by the Board, the Secretary/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 9. Assistant Secretary/Treasurer. The Board may appoint such assistant secretaries/treasurers as in the wisdom of the Board is deemed necessary. Such assistants shall, in the absence of disability of the primary officer, perform the duties and exercise the powers of the primary officer to whom the assistant is designated as an assistant.

Section 10. Director of Training. The Director of Training chairs the EC and is head of the NPSI Institute. The Education Committee consists of the Director of Training,
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 of 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. Nonexclusivity. 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 Chairman of the Board, the President, or any Vice-President and the Secretary/Treasurer or any Assistant Secretary/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/Treasurer’s Certification:

The undersigned, being the Secretary/Treasurer 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 16th day of November 2016.

Dated this 16th day of November 2016.

Signature: Maxine Nelson, LICSW, FIPA
Name: Maxine Nelson, LICSW, FIPA
Its: Secretary/Treasurer
Principles and Standards of Ethics for Psychoanalysts

Preamble
Psychoanalysis is a method of treating children, adolescents, and adults with emotional and mental disorders that attempts to reduce suffering and disability and enhance growth and autonomy. While the psychoanalytic relationship is predicated on respecting human dignity, it by necessity involves an authority or power differential between psychoanalyst and patient, that if ignored, trivialized, or misused, can compromise treatment and result in significant harm to both parties and to the treatment. Ongoing self-examination and reflection by the psychoanalyst and liberal use of formal consultation are recognized safeguards for the patient, as well as for the treating psychoanalyst.

When the patient is a child or adolescent the role of the parent(s) or guardian(s) plays a significant role in the treatment. In these situations, the patient’s role is expected to evolve over time depending on age, stage of development, diagnosis, and emotional capacity. How the psychoanalyst relates to the patient and the patient’s family members will reflect these changes. The potential power differential and transference/countertransference between psychoanalyst, patient, and caretakers (if other than parents) is recognized as significant. If not recognized or mishandled these dynamics can interfere with or disrupt the treatment.

No code of ethics can be encyclopedic in providing guidance regarding ethical questions that may arise in the practice of psychoanalysis. Sound judgment and integrity of character are indispensable in applying ethical principles to particular situations with individual patients. The major goal of this code is to facilitate the psychoanalyst’s best efforts in all areas of analytic work and to encourage early and open discussion of ethical questions and concerns with colleagues and members of local, national, and international ethics committees. The principles outlined in this code presuppose the psychoanalyst’s ongoing commitment to act ethically and support ethical behavior on the part of candidates and other colleagues. It is expected that over time all psychoanalysts will enrich and add to the guidance outlined in this code based on their clinical experience and values. It is anticipated that this code will continue to evolve, and be revised based on the profession’s cumulative insight and understanding.

General Principles of Ethics for Psychoanalysts

Introduction

1 Although this code is explicitly for psychoanalysts, it is also intended as a guide for candidates or psychoanalysts-in-training at Northwestern Psychoanalytic Society and Institute.
Northwestern Psychoanalytic Society and Institute (NPSI) has adopted the following Principles of Ethics and Standards of ethics to guide candidates and members in their professional conduct toward their patients and, in the case of minors, toward their parent(s) or guardian(s) as well as supervisees, students, colleagues, and the general public. These principles emphasize constraints on behaviors that are likely to misuse the power differential of the transference/countertransference relationship to the detriment of patients and, in the case of minors, their parent(s) or guardian(s) as well. These Principles and Standards revise and update the ethical principles contained in the previous Principles of Ethics first published by NPSI in 1999, and revised in 2013 and again in 2016. The revisions take account of evolving ethical sensibilities and observed deficiencies in the earlier codes. In this regard, however, these evolving standards should not be applied retroactively. These revised principles emphasize constraints on behaviors that are likely to misuse the power differential of the transference/countertransference relationship to the detriment of patients, and in the case of minors, their parent(s) or guardian(s) as well.

This code seeks to identify the parameters of the high standard of care expected of psychoanalysts engaged in psychoanalytic treatment, teaching, and research. By specifying standards of expected conduct, the code is intended to inform all psychoanalysts in considering and arriving at ethical courses of action and to alert members and candidates to departures from the wide range of acceptable practices. When doubts about the ethics of a psychoanalyst’s conduct arise, early intervention is encouraged. Experience indicates that when ethical violations are thought to have occurred, prompt consultation and mediation tend to serve the best interests of all parties concerned. When indicated, procedures for filing, investigating, and resolving complaints of unethical conduct are addressed in the Provisions for Implementation of the NPSI Code of Ethics.

There are times when ethical principles conflict, making a choice of action difficult. In ordering ethical obligations, one’s duty is to the patient, directly or indirectly, through consultation with the treating psychoanalyst. In the case of patients who are minors, there are also ethical obligations to parent(s) or guardian(s), which changes as the patient becomes older and more mature. Thereafter, ethical obligations are to the profession, to candidates and other colleagues, and to society. The ethical practice of psychoanalysis requires the psychoanalyst to be familiar with the principles and standards contained in the Code; to conduct regular self-examination; to seek consultation promptly when ethical questions or concerns arise; and to reach just sanctions when evaluating the actions of a colleague.

Guiding General Principles
I. Professional Competence. The psychoanalyst is committed to provide competent professional service. The psychoanalyst should continually strive to improve his or her knowledge and practical skills. Illnesses and personal problems that significantly impair the psychoanalyst’s performance of professional responsibilities should be acknowledged and addressed in appropriate fashion as soon as recognized.

II. Respect for Persons. The psychoanalyst is expected to treat patients and their families, students and colleagues with respect and care. Discrimination on the basis of age, disability, ethnicity, gender, race, religion, sexual orientation, or socioeconomic status is ethically unacceptable.
III. Mutuality and Informed Consent. The treatment relationship between the patient and psychoanalyst is founded upon trust and informed mutual agreement of consent. At the outset of treatment, the patient should be made aware of the nature of psychoanalysis and relevant alternative therapies. The psychoanalyst should make agreements pertaining to scheduling, fees, and other policies and obligations of treatment tactfully and humanely, with adequate regard for the realistic and therapeutic aspects of the relationship. The core elements of these verbal agreements should also be summarized in the psychoanalyst’s written Disclosure Statement (as required by Washington State law) and reviewed at the beginning of treatment with the patient before signing.

When the patient is a minor these same general principles pertain but the patient’s age and stage of development should guide how specific arrangements will be handled and with whom.

IV. Confidentiality. A psychoanalyst may not reveal present or former patient confidences without permission, nor discuss the particularities observed or inferred about patients outside consultative, educational, or scientific contexts. If a psychoanalyst uses case material in exchanges with colleagues for consultative, educational, or scientific purposes, the identity of the patient must be disguised to prevent identification of the individual, or the patient’s authorization must be obtained after frank discussion of the purpose(s) of the presentation, other options, probable risks and benefits to the patient, and the patient’s right to refuse or withdraw consent.

When the patient is a minor the issues outlined above will be influenced by the patient’s age and stage of development as well as by the degree of parental or guardian responsibilities.

V. Truthfulness. The psychoanalytic treatment relationship is founded on thoroughgoing truthfulness. The psychoanalyst should deal honestly and forthrightly with patients, and with patients’ families in the case of those who are minors, as well as with students and colleagues. Being aware of the ambiguities and complexities of human relationships and communications, the psychoanalyst should engage in an active process of self-monitoring in pursuit of truthful therapeutic and professional exchanges.

VI. Avoidance of Exploitation. In light of the vulnerability of patients and the power differential of the psychoanalyst/patient dyad, the psychoanalyst should scrupulously avoid any and all forms of exploitation of patients and their families, current or former, and limit, as much as possible the role of self-interest and personal desires. Sexual relations between psychoanalyst and patient or family member, current or former, are considered harmful to both parties, and unethical. Financial dealings other than reimbursement for treatment or consultation are unethical. Concurrent supervision of candidates by the spouse, significant other or other relative of their analysts should be avoided whenever possible in the interest of maintaining the independence and objectivity of both the supervisory and analytic processes.

VII. Scientific Responsibility. The psychoanalyst is expected to be committed to advancing scientific knowledge and to the education of colleagues and students. Psychoanalytic research should conform to generally accepted scientific principles and research integrity and should be based on a thorough knowledge of relevant scientific literature. Every precaution should be taken in research with human subjects, and in using clinical material, to respect the patient’s rights and in the case of minor patients, their families, to minimize potentially harmful effects.
VIII. **Protection of the Public and the Profession.** The psychoanalyst should strive to protect the patients of colleagues and persons seeking treatment from psychoanalysts observed to be deficient in competence or known to be engaged in behavior with the potential of affecting such patients adversely. The psychoanalyst should urge such colleagues to seek professional consultation and/or treatment. Information about unethical or impaired conduct by any member of the profession should be reported to the appropriate committee at local (e.g. NPSI Ethics Committee or Washington State Department of Health) or international levels (e.g. IPA Ethics Committee).

IX. **Social Responsibility.** A psychoanalyst should comply with the law and with social policies that serve the interests of patients and the public. The Principles recognize that there are times when conscientious refusal to obey a law or policy constitutes the most ethical action. If a third-party or patient or in the case of minor patients, the parent(s) or guardians(s) demands actions contrary to ethical principles or scientific knowledge, the psychoanalyst should refuse. A psychoanalyst is encouraged to contribute a portion of his or her time and talents to activities that serve the interests of patients and the public good.

X. **Personal Integrity.** The psychoanalyst should be thoughtful, considerate, and fair in all professional relationships, uphold the dignity and honor of the profession, and accept its self-imposed disciplines. Professional courtesy and consideration should be extended to colleagues in allied mental health professions relative to their clinical skills and competence. Psychoanalysts should cooperate with ethics investigations and proceedings conducted in accordance with the Provision for Implementation of the Principles and Standards of Ethics for Psychoanalysts. Failure to cooperate is itself an ethics violation.

**Standards Applicable to the Principles of Ethics for Psychoanalysts**

NPSI is aware of the complicated nature of the psychoanalyst/patient relationship and the sometimes-conflicting expectations of psychoanalysts and patients in contemporary society. In addition, NPSI recognizes that this complexity is increased when the patient is a minor and parent(s) and guardian(s) are a natural, if changing, part of the treatment picture. The following ethical standards are offered as a practical guide for putting into practice the aforementioned general principles. These standards represent practices that psychoanalysts have over time found to be conducive to ethically appropriate professional conduct.

I. **Competence**

1. Psychoanalysts are expected to work within the range of their professional competence and to refuse to assume responsibilities for which they are untrained.

2. Psychoanalysts should strive to keep current with changes in theory and technique and to make appropriate use of professional consultation, both psychoanalytic and in allied psychotherapeutic fields such as psychopharmacology.

3. Psychoanalysts should seek to avoid making claims in public presentations that exceed the scope of their competence.
4. Psychoanalysts should take steps to address any impairment to their analyzing capacities and do whatever is necessary to protect patients from such impairment.

II. Respect for Persons and Nondiscrimination
   1. Psychoanalysts should try to eliminate from their work the effects of biases based on age, disability, ethnicity, gender, race, religion, sexual orientation, or socioeconomic status.

   2. The psychoanalyst should refuse to observe organizational policies that discriminate with regard to age, disability, ethnicity, gender, race, religion, sexual orientation, or socioeconomic status.

III. Mutuality and Informed Consent
   1. Psychoanalytic treatment exists by virtue of an informed choice leading to a mutually accepted agreement between a psychoanalyst and a patient or the parent(s) or guardians(s) of a minor patient.

   2. It is not ethical for a psychoanalyst to take advantage of the power of the transference relationship to aggressively solicit patients, students, or supervisees into treatment or consultation, or to prompt testimonials from current or former patients. Neither is it ethical to take such advantage in relation to parent(s) or guardian(s) of current or former minor patients.

   3. It is unethical for a psychoanalyst to use his/her position of power in analytic organizations, professional status, or special relationship with a potential patient or parent or guardian of a minor patient to coerce or manipulate an individual into treatment.

   4. Careful attention should be given to the process of referral to avoid conflicts of interest with patients or colleagues.

   5. All aspects of the treatment contract that are applicable should be discussed with the patient during the initial consultation process. The psychoanalyst’s policy of charging for missed sessions should be understood in advance of such a charge and included in the psychoanalyst’s Disclosure Statement. The applications of this policy to third party payment for services should be discussed and agreed upon by the patient and included in the Disclosure. In the case of patients who are minors, these matters should be discussed early on with the parent(s) or guardians(s) as well as with the patient as age and capability dictate.

   6. A reduced fee does not limit any of the ethical responsibilities of the treating psychoanalyst.

   7. The psychoanalyst should not unilaterally discontinue treating a patient without adequate notification discussion with the patient and, if a minor, with the parent(s) or guardian(s) and an offer of referral for further treatment. Consultation regarding the reasons for and best methods of discontinuing treatment should also be considered.
IV. Confidentiality

1. All information about the specifics of a patient’s life is confidential, including the name of the patient, and the fact of treatment. The psychoanalyst should resist disclosing confidential information to the full extent permitted by law. Furthermore, it is ethical, though not required for a psychoanalyst to refuse legal, civil or administrative demands for such confidential information and accept instead the legal consequences of such a refusal. Legal counsel with an attorney versed in mental health law should also be considered.²

2. The psychoanalyst should never share confidential information about a patient, when the patient’s identity is known, with non-clinical third parties (e.g. insurance companies) without the patient’s or, in the case of a minor patient, the parent’s informed consent. For the purpose of claims review or utilization management, it is not a violation of confidentiality for a psychoanalyst to disclose confidential information to a consultant psychoanalyst or other licensed mental health professional, provided the consultant is also bound by the same confidentiality standards and the informed consent of the patient or parent of a minor patient has first been obtained. If a third party payor or patient or parent of a minor patients demands that the psychoanalyst act contrary to these Principles, it is ethical for the psychoanalyst to refuse such demands, even with the patient’s or, in the case of a minor patient, the parent’s informed consent.³ The restrictions of this paragraph do not apply to clinical seminars, scientific meetings or similar educational activities provided the psychoanalyst either disguises patient identity to maintain confidentiality or obtains the patient’s written consent (see also paragraph 6).

3. The psychoanalyst of a minor patient must seek to preserve the patient’s confidentiality, while keeping parents or guardians informed of the course of treatment in ways appropriate to the age and stage of development of the patient, the clinical situation and these Principles.

4. The psychoanalyst should take particular care that patient records and other documents are handled so as to protect patient confidentiality. A psychoanalyst may direct an executor to destroy such records and documents after his or her death.

5. It is not a violation of confidentiality for a psychoanalyst to disclose confidential information about a patient in a formal consultation or supervision in which the consultant or supervisor is also bound by the confidentiality requirements of these Principles. On seeking consultation, the psychoanalyst should first ascertain that the

² Refusal of such demands for confidential information, while ethical, may have serious consequences for the patient, e.g., loss of benefits, loss of a job opportunity, etc., which may cause the patient to take some legal action against the member. The fact that refusal is ethical is unlikely to protect the psychoanalyst in those circumstances, unless the member has made his or her position clear both at the onset and throughout treatment. Even with these clarifications a degree of exposure may remain.

³ The caveat expressed in footnote 2 is applicable. Again, the psychoanalyst may refuse the patient’s demand that he or she act contrary to the Principles. While this may protect a member against accusations of unethical conduct, it is unlikely to protect a psychoanalyst against legal allegations of substandard conduct.
consultant or supervisor is aware of and accepts the requirements of this confidentiality standard.

6. If the psychoanalyst uses confidential case material in clinical presentations or in scientific or educational exchanges with colleagues, either the case material must be disguised sufficiently to prevent identification of the patient, or the patient’s informed consent must first be obtained. If the latter, the psychoanalyst should discuss the purpose(s) of such presentations, the possible risks and benefits to the patient’s treatment and the patient’s right to withhold or withdraw consent. In the case of a minor patient, parent(s) or guardian(s) should be consulted and, depending on the age and developmental stage, the matter may be discussed with the patient as well.

7. Supervisors, peer consultants, and participants in clinical and educational exchanges have an ethical duty to maintain the confidentiality of patient information conveyed for purposes of consultative or case presentations or scientific discussions.

8. Candidates or psychoanalysts-in-training are urged to discuss with their control case supervisor whether to obtain the patient’s informed consent before beginning psychoanalysis, pertaining to disclosures of confidential information in groups (e.g., clinical seminars) or written reports required by the candidate’s training. Where the patient is a minor, the candidate should obtain informed consent from the parent(s) or guardian(s); age and stage of development will assist the candidate in determining if the patient should also be informed.

V. Truthfulness
1. Candidates or psychoanalysts-in-training are strongly urged to inform psychoanalytic control case patients and prospective psychoanalytic control case patients that they are in training and supervised. If asked, the candidate or psychoanalyst-in-training should not deny that they are being supervised as a requirement of their training. Where the patient is a minor, the parent(s) or guardian(s) should also be informed.

2. The psychoanalyst should speak candidly with prospective patients or the parent(s) or guardian(s) if the patient is a minor about the benefits and burdens of psychoanalytic treatment.

3. The psychoanalyst should avoid misleading patients or parents of minor patients or the public with statements that are knowingly false, deceptive or misleading about psychoanalytic treatment

VI. Avoiding Exploitation
1. Sexual relationships involving any kind of sexual activity between the psychoanalyst and a current or former patient, or a parent of guardian of a current or former patient, whether initiated by the patient, the parent or guardian, or by the treating psychoanalyst, are unethical.

Physical touching is not ordinarily regarded as a technique of value in psychoanalytic treatment. If touching occurs, whether of the patient by the psychoanalyst or the psychoanalyst by the patient, such an event should alert the psychoanalyst to the potential
for misunderstanding of the event by the patient or the psychoanalyst and consequent harm to the future course of treatment and consultation should be considered. Consultation should be considered if there is concern about the future course of treatment.

With children before the age of puberty, touching between the patient and the psychoanalyst is inevitable as in helping or during a patient’s exuberant play. Also, a disruptive or out of control child may need to be restrained. The psychoanalyst needs to be alert to the multiple meanings for both parties of such touching. Keeping parent(s) or guardian(s) informed when this occurs may be useful. Consultation should be considered if the touching causes the psychoanalyst concern.

2. Marriage between a psychoanalyst and a current or former patient, or between a psychoanalyst and the parent or guardian of a patient or former patients is unethical, notwithstanding the absence of a complaint from the spouse and the legal rights of the parties.

3. It is not ethical for a psychoanalyst to engage in financial dealings with patient, or in the case of a minor patient, the parent(s) or guardian(s) beyond reimbursement for treatment, or to use information shared by a patient or parent(s) or guardian(s) for the psychoanalyst’s financial gain.

4. It is not ethical for a psychoanalyst to solicit financial contributions from a current or former patient or the parent/guardian of a current or former patient for any purpose; nor should a psychoanalyst give the names of current or former patients or their parents/guardians for purposes of financial solicitation by others.

5. If a patient or parent of a minor patient brings up the idea of a financial gift to a psychoanalytic organization or cause during treatment, it should be handled psychoanalytically and, if necessary, the patient should be informed that his or her confidentiality might be breached by the treating psychoanalyst’s obligation to recluse him/herself from involvement in decisions governing use of the gift. If a gift is given nevertheless, the psychoanalyst is ethically obliged to refrain from any decision regarding its use by the recipient.

6. If a current or former patient or the parent/guardian of a current or former patient gives an unsolicited financial gift, or establishes a trust or foundation or other entity for the benefit of the psychoanalyst or for the benefit of the professional or scientific work of the psychoanalyst, or for the benefit of the psychoanalyst’s family, acceptance of such gifts is considered unethical. Whenever possible the transference meaning of the gift along with the psychoanalyst’s reasons for abstaining should be discussed with the current or former patient, or in the case of a minor, with the parent(s) or guardian(s).

7. It is ethical for a psychoanalyst to accept a bequest from the estate of a former patient, provided that it is promptly donated to an organization or cause from which the psychoanalyst or their family do not benefit and over which the psychoanalyst has no direct control.
8. It is unethical for a psychoanalyst to use his or her professional status, special relationship, or position of power in an analytic organization to solicit gifts or funds, sexual favors, special relationships, or other tangible benefit from patients, the parent(s) or guardian(s) of minor patients, psychoanalysts-in-training or supervisees. Sexual relationships between supervisors and supervisees are unethical.

VII. Scientific Responsibility
1. The psychoanalyst should take every precaution in using clinical material to respect the patient’s rights and to minimize the impact of its use on the patient’s privacy and dignity. In the case of minor patients the impact on parent(s) or guardian(s) needs to be considered. Particular care should be exercised in using material from a patient who is currently in treatment.

2. It is unethical for a psychoanalyst to make public presentations or submit for publication in scientific journals falsified material that does not refer to actual observations, interferences drawn and conclusions reached in the course of his or her clinical work with patients, except that such material may be disguised sufficiently to protect identification of the patient.

3. The psychoanalyst should exercise caution in disguising patient material to avoid misleading colleagues as to the source and significance of his or her scientific conclusions.

VIII. Safeguarding the Public and the Profession
1. The psychoanalyst should seek consultation when, in the course of treating a patient, the work becomes continuously confusing or seriously disturbing to either the psychoanalyst or the patient, or both. On occasion in the treatment of a minor, the relationship between the psychoanalyst and parent(s) figure may cause sustained disturbance or confusion for the psychoanalyst. In such a situation, consultation is indicated.

2. A psychoanalyst who undergoes a serious illness and extended convalescence, or whose analyzing capacities are impaired, should seek consultation with a colleague or medical specialist to clarify the significance of his or her condition for continuing to work.

3. A request by a patient, a parent/guardian of a minor patient, or a colleague that the psychoanalyst seeks consultation should be taken seriously and receive respectful consideration.

4. If a psychoanalyst is officially notified by a representative of an institute or society that a possible impairment of his/her clinical judgment or analyzing ability exists, the psychoanalyst must seek consultation with no less than two colleagues, one of whom may be a non-analyst medical specialist, each acceptable to the notifying body. If impairment is found, remedial measures should be followed by the psychoanalyst in order to protect patients from harm and to prevent degradation of the standards of care in the profession.

5. It is ethical for a psychoanalyst to consult with the patient of a colleague without giving notice to the colleague, if the colleague’s patient has requested the consultation.
6. It is ethical for a psychoanalyst to intervene on behalf of a colleague’s patient if he or she has evidence from a direct or indirect consultation with the colleague’s patient or from supervision of the colleague’s work with the patient that the colleague may be conducting him/herself unethically toward the patient or may be so impaired as to threaten the patient’s welfare.

7. It is ethical for a psychoanalyst to accept for treatment the current patient of a colleague if consultation with a third colleague indicated that it is in the best interest of the patient to do so.

8. In the event that a credible threat of imminent bodily harm to a third party by a patient becomes evident, the psychoanalyst should take reasonable appropriate steps to protect the third-party from bodily harm, and may breach patient confidentiality if necessary.

9. In the case of a minor where the psychoanalyst is concerned that a credible threat of serious self-injury or suicide is imminent, the psychoanalyst should take appropriate steps. This may include the notification of parent(s) or guardian(s) even when a breach of confidentiality results.

10. A psychoanalyst who is concerned that abuse of an adult or child is currently occurring should continue to explore the situation utilizing consultation with local experts on what existing processes would be most helpful in treatment. When a psychoanalyst becomes convinced that abuse is currently occurring the psychoanalyst should report the abuse of a child or adult patient, or by a patient, to the appropriate governmental agency in keeping with local laws. Should the patient be a minor, informing parent(s) or guardian(s) should be considered. In this circumstance, confidentiality may be breached to the extent necessary.

11. Local psychoanalytic societies and institutes have an obligation to promote the competence of their members and to initiate confidential inquiries in response to ethics complaints.

IX. Social Responsibility

1. The psychoanalyst should make use of all legal, civil, and administrative means to safeguard the patient’s right to confidentiality, to ensure the protection of patient treatment records from third party access, and to utilize any other ethical measures to ensure and maintain the privacy essential to the conduct of psychoanalytic treatment.

2. The psychoanalyst is urged to support laws and social policies that promote the best interests of patients and the ethical practice of psychoanalysis.

3. The psychoanalyst is encouraged to contribute his or her time and talents, if necessary without monetary compensation, to consultative and educational activities intended to improve public welfare and enhance the quality of life for the mentally ill and economically deprived members of the community.
X. **Integrity**

1. Psychoanalysts and candidates or psychoanalysts-in-training should be familiar with this and other applicable professional ethical codes (e.g. related to the psychoanalyst’s licensure as a mental health counselor, clinical social worker, psychologist, psychiatrist, or other mental health profession) and their application to treatment.

2. Psychoanalysts should strive to be aware of their own beliefs, values, needs and limitations, and monitor how these personal interests affect their clinical work with patients.
<table>
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<tr>
<th>President</th>
<th>Term: 2 years</th>
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<tr>
<td>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. The President works with the President-Elect to ensure a smooth transition of authority from one administration to the next. The President oversees all activities of the NPSI Administrator and is responsible approving all aspects of her or his work including review and editing of monthly board meeting minutes.</td>
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<tr>
<th>President-Elect</th>
<th>Term: 1 year</th>
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<tr>
<td>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 of 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.</td>
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<th>Past-President</th>
<th>Term: 1 year</th>
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<tr>
<td>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.</td>
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<th>Secretary/Treasurer</th>
<th>Term: 2 years</th>
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<td>The Secretary/Treasurer 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 also be posted on the NPSI website (<a href="http://www.npsi.us.com">www.npsi.us.com</a>) after they have been approved by a vote of the Board.</td>
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<tr>
<th>Director</th>
<th>Term: 2 years</th>
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<td>Director positions (2 - 6) may be filled by a full member or by a community member.</td>
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Directors serve a variety of functions depending on their expertise and on the needs of the organization during their term. The Chair of Organizing Committee (or his or her designee) for the biennial International Evolving British Object Relations (EBOR) conference attends Board meetings whenever the organization is producing this event. The Chair (or his or her designee) serves as a director from the time the conference committee is formed through the Board meeting following EBOR (typically November). If nominated and elected directors may serve successive terms.

Specific Board Director responsibilities include: Serving as advisor to the President as he/she develops and implements NPSI’s strategic plan; Reviewing outcomes and measures as created by NPSI for evaluating its impact and regularly assessing its performance and effectiveness using those measures; Reviewing agenda and related materials prior to Board and Committee meetings; Approving NPSI’s annual budget, financial reports, and material business decisions; Being informed of and meeting all legal and fiduciary responsibilities; Assisting the President and Board Chairs in identifying and recruiting other Board Directors and Committee Members; Serving on standing or ad hoc committees and taking on special assignments as directed by the President; Acting as representatives or ambassadors on behalf of NPSI to the membership, to the national and international psychoanalytic community, and to the general public; Making an annual tax-deductible financial contribution to NPSI and accepting assignments for soliciting contributions from foundations, organizations, and individuals.

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<tr>
<th>Director of Training</th>
<th>Term: 2 years</th>
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<td>The Director of Training is the head of the NPSI Institute and Chairperson of the Education Committee (EC). The EC consists of the Director of Training, the Dean of Students, the Candidate President, and the chairpersons of the Curriculum, Psychotherapy Program, Progression, and Training Analysts Committees. As stipulated in the NPSI By-Laws, the Director of Training is an Officer of the Corporation and a Board Member, and is elected to serve for periods of two (2) years by a majority vote of the Active Members. If nominated and elected the Director of Training may serve successive terms.</td>
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The Director of Training, in cooperation with the EC members and Subcommittees, will be responsible for continuing development and administration of the training program including faculty and curriculum development, the improvement of teaching and evaluation methodology, candidate progression, and the work of Training and Supervising Analysts. Routine activities include conducting meetings; working with a recording secretary to produce and maintain minutes; reporting on EC activities at monthly meetings of the Board of Directors and submits meeting minutes that are included as an appendix to the Board minutes; coordinating the preparation and presentation of EC sub-committee reports at the Annual Membership Meeting; and holding day to day authority in the workings of the NPSI Institute. Exceptional activities include offering support to NPSI candidates in difficult circumstances, including ethics investigations, or the death or
sudden incapacitation of a personal analyst.

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<th><strong>Candidate Representative</strong></th>
<th><strong>Term:</strong> 2 years</th>
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<td>The Candidate President may serve as the Candidate Representative or a senior candidate nominated by the current candidate group of the NPSI Institute may fill the position. She or he attends monthly candidate meetings and represents the interests of the group at Board meetings. The Candidate Representative also serves as liaison between the Board and the candidate group and works with the Director of Training to consider how best to convey sensitive information (e.g. the outcome of an ethics complaint). The Candidate Representative is also invited to attend Membership Assemblies (typically for full members only) and serves a liaison function between full members and the candidate cohort. If nominated and approved by the Board, the Candidate President may serve successive terms or become a Director upon graduation from the NPSI Institute.</td>
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<th><strong>Recording Secretary</strong></th>
<th><strong>Term:</strong> Concurrent with NPSI Administrator employment</th>
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<tr>
<td>The NPSI Administrator will serve as the Recording Secretary. The Recording Secretary attends, records, and transcribes monthly Board meeting minutes and posts on the npsi.us.com website (About &gt; Structure, Bylaws, Minutes) and sends to the full member listerv and the NPSI Advisory Council.</td>
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GLOSSARY
of Nonprofit Governance

501(c)(3): refers to public charities and private foundations as defined by the IRS
501(c)(4): refers to social welfare and advocacy organizations as defined by the IRS
501(c)(6): refers to trade associations and business leagues as defined by the IRS
501(h) Election: an option for public charities (except churches) to measure their permissible lobbying activity using an expenditure test

Accountability: the acknowledgment and assumption of responsibility for policies and decisions, including the obligation to be answerable for resulting consequences
Ad hoc committee: a temporary committee established to address a specific issue, not necessarily within a specific time frame
Advisory Council: a group created to advise and support an organization or its leadership also called advisory group, advisory committee, or advisory board; usually focuses on a specific issue, area of concern, or constituency
Advocacy: any behavior or action that speaks in support of, recommends, argues for, or otherwise defends or pleads for a cause, mission, or organization that benefits others
Affiliate: a chapter, an auxiliary group, or a branch of a parent organization
All volunteer organization (AVO): a nonprofit organization that is managed and governed by volunteers
Articles of incorporation: an official statement of creation of an organization; it is filed with the appropriate state agency
Articles of organization: a charter for an unincorporated organization
Association: a membership organization that may be incorporated or unincorporated
Audit: a formal review of financial and/or activities and legal transactions

Board development: a process of building effective boards; from recruiting and orienting to engaging and educating board members, also includes rotations of board members to ensure a good fit with the organization's governance needs
Board member agreement: a verbal or written statement of commitment to fulfill responsibilities as outlined in the board member job description
Board member matrix: a tool helping identify desired characteristics and gaps on a board
Board of directors: governing body of a nonprofit or for-profit corporation; has specific legal and ethical responsibilities to and for the organization
Bylaws: the legal operating guidelines for a board
Bylaws amendment: a formal change to the original bylaws of an organization; the bylaws themselves should outline amendment procedures

CEO: the chief executive officer; top staff position of a nonprofit organization or a for-profit company
Chair: in a nonprofit organization, the chief volunteer position, the elected leader of the board
**Chapter**: a member or affiliated organization of a federated organization

**Charitable contribution**: a tax-deductible donation given to a nonprofit organization

**Charity**: a nonprofit organization providing a public service as defined by the Internal Revenue Code Section 501(c)(3)

**Charter**: the legal organizational document for a nonprofit; also known as the articles of incorporation or articles of organization; may also refer to a formal description of responsibilities assigned to a committee, a chapter, or an affiliate

**Chief executive**: the top staff position of an organization, also called CEO or, in many nonprofits, executive director

**Code of conduct**: the formal or informal ethical standards expected of every member of a group, whether board, staff, or member of a profession

**Community foundation**: a foundation whose mission is to support a specific community

**Confidentiality clause**: a policy defining unauthorized and improper disclosures of confidential information

**Conflict of interest**: a situation in which the personal or professional concerns of a member of the board or staff may affect his or her ability to put the welfare of the organization before benefit to self or another party

**Consent agenda**: a component of the meeting agenda that groups routine items and resolutions as one agenda item; does not require board discussion prior to the vote; requests for an item to be moved from the consent agenda to the regular agenda are automatically granted

**Constitution**: usually refers to the basic documents governing an organization’s purpose, structure, and governance

**Consultant**: an expert providing professional advice or services

**Corporate sponsorship**: a relationship between a nonprofit and a company where the nonprofit receives monetary support, goods, or services in exchange for public recognition of the company

**Corporation**: a legal entity that exists in perpetuity until it is dissolved; a “fictitious person,” separate from its managers or governors, usually given the same rights and obligations as natural persons

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**D&O (Directors and Officers) insurance**: insurance that protects board members and top staff personnel from personal liability created by board decisions or actions

**Determination letter**: an official notification by the IRS stating that a nonprofit is recognized as a tax-exempt organization

**Development**: a term used to describe all methods of obtaining funding or support for an organization

**Disclosure**: form a form on which board members annually detail personal and professional connections that could create a potential conflict of interest

**Disclosure requirement**: regulations requiring nonprofits to share financial or other information with the public, defining IRS form 990 as a public document

**Disqualified person**: includes organization managers and any other person (such as a board member) who, within the past five years, was in a position to exercise substantial influence over the affairs of the organization, also family members of the above

**Dissolution of nonprofits**: the formal procedure by which a nonprofit ceases to operate or exist; involves filing with the state and distribution of assets

**Diversity**: collective mixture of participants from different backgrounds, aiming for inclusiveness rather than mere presence of people from different backgrounds

**Due diligence**: an expectation that a board member exercises reasonable care and follows the business judgment rule when making decisions

**Duty of care**: requirement that board members be reasonably informed about the organization’s activities, participate in decisions, and do so in good faith and with the care of an ordinarily prudent person in similar circumstances
**Duty of loyalty:** a requirement that a board member remain faithful and loyal to the organization and avoid conflicts of interest.

**Duty of obedience:** a requirement that a board member remain obedient to the central purposes of the organization and respect all laws and legal regulations.

**Emeritus status:** an honorific title usually given to a former board member who is invited to stay on board as a nonvoting member in an advisory capacity.

**Endowment:** a fund or collection of assets whose investment earnings support an organization, a specific project or purpose; may be legally restricted based on stipulations made by donor(s).

**Ex officio:** "by reason of their office"; a person serving on a board due to his or her position rather than through elections, may or may not include voting rights.

**Excess benefit transaction:** a transaction in which an economic benefit is provided by a nonprofit, directly or indirectly, to a disqualified person, and the value of the economic benefit provided by the organization exceeds the value of the consideration (including the performance of services) received by the organization.

**Excise tax:** a tax issued by the IRS on nonprofits that violate specific regulations.

**Executive committee:** a committee that has specific powers, outlined in the bylaws, which allow it to act on the board's behalf when a full board meeting is not possible or necessary.

**Executive session:** a meeting of a board in which only board members and individuals specifically invited by the board are present; governed by rules of confidentiality.

**Federated organization:** an organizational structure composed of an umbrella organization (national or regional) with smaller local chapters.

**Fiduciary duty:** a responsibility of board members and the nonprofit board as a whole to serve as trustee of the organization's assets on behalf of the greater community; responsibility for financial viability and proper handling of financial matters.

**Form 990:** an annual information form submitted to the IRS, a public document listing information concerning an organization's finances and programs, as well as names of board and highest paid staff leaders.

**Form 990-PF:** an information form for private foundations to be filed with the IRS.

**Form 990-T:** a financial form for organizations who must pay unrelated business income tax.

**Form 1023:** an application form for nonprofits that want to be recognized as a 501(c)(3) organization.

**Form 1024:** an application form for nonprofits that seek tax-exempt recognition as any other type of 501(c) than a 501(c)(3) organization.

**Foundation:** a tax-exempt nonprofit organization operating under more stringent IRS regulations than other 501(c) (3) organizations; may be designed to collect and distribute funds for nonprofit purposes or may operate its own programs.

**Fundraising:** a wide variety of activities that help generate donations for an organization.

**Governance:** the legal authority of a board to establish policies that will affect the life and work of the organization and accountability for the outcome of such decisions.
Governance committee: a committee responsible for recruiting, orienting, and training of board members; may also be responsible for periodic bylaws reviews
Grant funding: provided to an organization through a foundation or government source for a specific purpose

I
Incorporation: a legal process through which a group is created and recognized by the state as an entity separate from the individuals who manage or govern it; limits individual responsibility for actions of the group
Indemnification: a guarantee by an organization to pay board members’ legal costs for claims that result from board service
Intermediate sanctions: IRS regulations creating penalties for nonprofit board members and staff who receive or authorize an excessive benefit transaction

L
Lobbying: attempting to influence legislation through direct contact with lawmakers or with constituents

M
Membership organization: a nonprofit that grants its members specific rights to participate in its internal affairs and/or to receive certain benefits in return for payment of membership dues
Merger: combining two or more organizations into one
Micromanagement: this usually refers to a manager who is paying too much attention to details and is not focusing on the big picture; also refers to boards that stray into management and fail to respect the authority delegated to the chief executive
Mission: the fundamental purpose and reason for which an organization exists
Mission statement: a brief description of the organization's approach to filling the need it was created to address

N
Nonprofit organization: a nongovernmental organization established for purposes other than profit making
Nonprofit sector: includes organizations that are independent from government and not part of the for-profit business sector
Not-for-profit organization: a term emphasizing that while the organization’s purpose is not private profit making, its programs may make a profit for the organization in order to safeguard its future ability to serve its public benefit mission

O
Officer: a leadership position with a specific set of responsibilities; on a board typically refers to the chair, vice-chair, secretary, or treasurer
Open meeting laws: also called “Sunshine Laws”; state regulations that require government agencies and some nonprofit organizations receiving public funding to open at least some of their board meetings to the public
Operational reserves: a reasonable buffer against unforeseen, seasonal, irregular, or exceptional cash shortages
Orientation: educating participants on their roles, responsibilities, their organization, and how the board works
GLOSSARY of Nonprofit Governance

Policy: a written and binding guideline for action; creates limits on the range of acceptable options
President: a term used to describe either the chief volunteer officer or the chief staff officer of an organization
Private inurement: benefits received by an insider with sizable influence over a nonprofit organization's decisions when benefit is of greater value than service provided
Public support test: an IRS regulation used to determine whether a nonprofit organization is a private foundation or public charity; involves determining the source of the majority of funding for the organization

Retreat: an event where the board or staff meet to learn about or explore specific issues; examples include strategic planning, orientation, or self-assessment; is usually longer than a regular meeting, often off-site and informal in nature
Robert's Rules of Order: a parliamentary procedure used to conduct meetings

Secretary: an officer position that involves taking minutes and keeping records and archives of the board; duties are often delegated to staff
Self-assessment: a process by which boards and/or board members evaluate their own performance
Staggered terms: an organizational structure where board members' terms expire in alternating years
Sunshine laws: also called open meeting laws; state regulations that require government agencies and some nonprofit organizations that receive public funding to open at least some of their board meetings to the public

Tax-deductible donation: a donation in which the donor can deduct the amount of the donation from his or her taxable income
Term limits: a restriction on the number of consecutive terms that a person can serve as a board member
Transparency: a system of operation and communication that enables people to understand how the organization operates, makes decisions, and uses resources; an important aspect to ensure public trust
Treasurer: a board officer position that is responsible for coordinating and ensuring financial oversight of the organization

Values statement: a written description of the beliefs, principles, and ethical guidelines that direct a nonprofit's planning and operations
Vice chair: a board officer whose main duty is to replace the chair when the chair is not able to carry out his or her duties; may or may not imply position as chair-elect
Vision: a picture or a dream of a desired future
Vision statement: a written description of what the organization intends to achieve at some point in the future, either in terms of the organization itself or in terms of the impact the organization will have had on the community

Source: Nonprofit Board Fundamentals
Consent to Electronic Transmission of Notices for Directors

Date: ________________

I (Director Name): _______________________________________________________

a director of Northwestern Psychoanalytic Society and Institute, a Washington nonprofit
corporation, do hereby authorize the corporation and its representatives to transmit
notices from or regarding the corporation to me by electronic transmission at the
following electronic address: _____________________________________________

This authorization shall remain in effect until such time as I deliver to the corporation a
written rescission of this authorization substantially in the form below.

Signature: __________________________________

_______________________________

Rescission of Consent to Electronic Transmission of Notices for Directors

Date: ________________

I (Director Name): _______________________________________________________

a director of Northwestern Psychoanalytic Society and Institute, a Washington nonprofit
corporation, do hereby rescind my prior authorization to transmit notices from the
corporation to me via electronic transmissions. This rescission is in effect upon receipt by
the corporation.

Signature: __________________________________
CONTINGENCY LETTER OF AGREEMENT BETWEEN THE NORTHWESTERN PSYCHOANALYTIC SOCIETY AND INSTITUTE (NPSI) AND THE PSYCHOANALYTIC CENTER OF CALIFORNIA (PCC)  
03/17/2014

This agreement constitutes a plan to ensure the ongoing psychoanalytic education of candidates enrolled at NPSI in the event of a disaster. As such, this agreement stipulates procedures to maintain educational structure in as timely a way as possible following a disaster.

POLICY

In consultation with the NPSI Board, the Director of Training will make a formal declaration of disaster. If it is determined that NPSI cannot provide adequate, local educational experience for its candidates within a reasonable time frame, arrangements will be made to temporarily transfer NPSI candidates to PCC. NPSI candidates will be given an estimated time of the transfer duration and will be informed of any changes in this estimate. In the event that NPSI is unable to re-establish an adequate training structure within a reasonable time frame, permanent transfer will be arranged to the extent possible. Specific candidate needs will be considered to the extent that is possible in all temporary or permanent transfers. In either case, policies for long distance and/or local learning with PCC will be established.

SPECIFIC PROCEDURES

* In the event that NPSI is unable to continue to provide ongoing training for its candidates, PCC agrees to accept into their psychoanalytic training program all fully matriculated NPSI candidates in good standing.
* Tuition will be based on the PCC tuition scale.
* For long distance learning, NPSI and PCC will maintain location facilities and audio-visual technology to continue training. For this purpose, NPSI will maintain a reserve fund of $20,000.
* In the event that temporary, long distance learning is not feasible over time, NPSI and PCC will make arrangements for temporary or permanent on site training for candidates where feasible.
* In any case, candidates will be placed in equivalent classes and, if possible, placed with other candidates at the same level of training.
* PCC will credit NPSI candidates for all courses they have taken and both supervisory and training analysis hours completed.
* Every effort will be made to allow NPSI candidates to continue with both their chosen Training Analyst and chosen Training Supervisors.
* Didactic class and clinical seminar evaluations of NPSI candidates will be based on PCC methods of evaluation on consultation with NPSI’s instructors.
* Upon re-entry to NPSI’s re-constituted training program, all candidates will be given credit for their temporary training at PCC. The NPSI Progression Committee will address any educational deficiencies for individual candidates.
* In the event of permanent transfer to PCC, NPSI’s records will be made available to the PCC Progression Committee. Every effort will be made to communicate each candidate’s current and future training needs. The NPSI Progression Committee Chair will be the chief liaison to PCC for this purpose.

NPSI Director of Training

PCC Director of Training

11500 W. Olympic Boulevard, Suite 445, Los Angeles, CA 90064
Tel.: 310.478.4347 • Fax: 310.996.0237 • Email: psychcntr.pcc@verizon.net
PROPOSED CONTINGENCY LETTER OF AGREEMENT BETWEEN THE
PSYCHOANALYTIC CENTER OF CALIFORNIA (PCC) AND THE NORTHWESTERN
PSYCHOANALYTIC SOCIETY AND INSTITUTE (NPSI)
05/07/15

This agreement constitutes a plan to ensure the ongoing psychoanalytic education
of candidates enrolled at PCC in the event of a natural disaster that would make
attending classes in Los Angeles impossible. As such, this agreement stipulates
procedures to maintain educational structure in as timely a way as possible
following such a disaster.

POLICY

In consultation with the PCC Board, the Director of Training will make a formal
declaration of disaster. If it is determined that PCC cannot provide adequate, local
educational experience for its candidates within a reasonable time frame,
arrangements will be made to temporarily transfer PCC candidates to NPSI. PCC
candidates will be given an estimated time of the transfer duration and will be
informed of any changes in this estimate. In the event that PCC is unable to re-
establish an adequate training structure within a reasonable time frame, permanent
transfer will be considered, or an alternative could be considered along with the
candidate(s) that would be equivalent to the NPSI training to the extent possible.
Specific candidate needs will be considered to the extent that is possible in all
temporary or permanent transfers. In either case, policies for long distance and/or
local learning with NPSI will be established.

SPECIFIC PROCEDURES

* In the event that PCC is unable to continue to provide ongoing training for its
candidates, NPSI agrees to accept into their psychoanalytic training program all fully
matriculated PCC candidates in good standing.
* Tuition will be based on the NPSI tuition scale.
* For long distance learning, PCC and NPSI will maintain location facilities and
audio-visual technology to continue training. For this purpose, PCC will maintain a
reserve fund of $20,000.
* In the event that temporary, long distance learning is not feasible over time, PCC
and NPSI will make arrangements for temporary or permanent on site training for
candidates where feasible.
* In any case, candidates will be placed in equivalent classes and, if possible, placed
with other candidates at the same level of training.
* NPSI will credit PCC candidates for all courses they have taken and both
supervisory and training analysis hours completed.
* Every effort will be made to allow PCC candidates to continue with both their
chosen Training Analyst and chosen Training Supervisors.
* Didactic class and clinical seminar evaluations of PCC candidates will be based on NPSI methods of evaluation on consultation with PCC's instructors.
* Upon re-entry to PCCs re-constituted training program, all candidates will be given credit for their temporary training at NPSI. The PCC Candidate Progression Committee will address any educational deficiencies for individual candidates.
* In the event of permanent transfer to NPSI, PCC's records will be made available to the NPSI Progression Committee. Every effort will be made to communicate each candidate's current and future training needs. The PCC Candidate Progression Committee Chair will be the chief liaison to NPSI for this purpose.

*Signed*

**June 5, 2015**

**PCC Director of Training**

**May 8, 2015**

**NPSI Director of Training**
The meeting was called at 7:05 pm.

I. March Minutes.
The March minutes were previously reviewed and unanimously approved via email in March (NPSI did not hold a Membership Assembly as initially planned and noted in those minutes).

II. Secretary-Treasurer's report. Patrick Nalbone and Maxine Nelson reporting: Patrick Nalbone reported that NPSI has $28,714.84 in checking, $15,127.28 in savings, $25,968.27 in our investment account, and $978.41 in Pay Pal waiting to be transferred to savings.

Hollee Sweet summarized the Legal Ins and Outs of Non-Profit Fundraising webinar, noting that fundraising flyers (e.g. annual donation request) cannot be sent to individuals living outside of the state of Washington without registering in each state, and the Board discussed sending out a Constant Contact flyer noting where donors are able to donate to NPSI on the website. A question arose as to whether cash contributions can be designated to specific programs (e.g. scholarship fund) and qualify as a tax deduction. It was noted that cash contributions for lobbying do not qualify.

Action: Caron will check with a certified public accountant regarding tax-deductible donations. She will then draft a Constant Contact flyer regarding donating online.

Caron discussed joining the Seattle Foundation (part of the “Give Big” campaign), which has wide-reaching advertising.
Action: John Petrov will research NPSI joining the Seattle Foundation and report back on or before the September 9 Board and Advisory Council Retreat.

III. Institute (Education Committee) Report. Dana Blue reporting: Dana Blue reported that NPSI is expecting to receive up to 5 additional applications for psychoanalytic training, beginning 2017/1018. The Director of Training and Admissions Committee (Maxine Nelson, Chair) will be working to schedule interviews with applicants to evaluate suitability for entering psychoanalytic training.

The Fundamentals of Psychoanalysis certificate program has 3 applicants thus far for 2017/2018. Dana is working with David Parnes to develop a revised curriculum for the certificate program.

Rikki Ricard will be working with Dana on scholarship fund policies and procedures.

IV. Board Development Report. David Jachim reporting: David Jachim reported that Nathan Fahrer respectfully declined joining the Board at this time. However, he may be interested in joining the Board in the future as his schedule allows. David is talking to another psychoanalyst who is considering joining the Board.

Caron Harrang informed the Board that Stan Case, LICSW, FIPA is applying to NPSI as a Full Member.

V. ExCom Report. Dana Blue, Caron Harrang, and Maxine Nelson reporting: Caron Harrang notified the Board that the ExCom decided on a new publication schedule for Selected Facts of twice per year, with a Fall/Winter issue published in December and a Spring/Summer issue published in June.

ExCom will be meeting with Center for Object Relations (COR) leadership (Ann Glasser, Josh Sandoz, and Pam Van Dalfsen) in June to explore how our organizations, both of which are theoretically oriented to British object relations, may develop closer ties to the benefit of both.

VI. Liaison Committee report. Caron Harrang and Maxine Nelson reporting: Caron Harrang discussed NPSI’s report to the IPA on the Eitingon Model, which has been well received by the Boards of Directors of the Confederation of Independent Psychoanalytic Societies (CIPS) and the North American Psychoanalytic Confederation (NAPsaC) and by Beth Kalish (Rep from N America on the IPA Board of Directors).

Caron suggested inviting a new director to replace herself as director on the CIPS Board in light of her role as NAPsaC Secretary. Maxine Nelson will become lead director when an alternate director is identified. Directors attend CIPS and NAPsaC Board meetings via telephone and videoconference and annual face-to-face meetings in New York City during APsaA’s winter meeting.
VII. President’s Report. Caron Harrang reporting:
Caron Harrang informed the Board that she will meet with Hollee Sweet in June for her annual employment review.

Caron noted that our revised bylaws need to be sent out for discussion and a vote of the full members. She will correct the date that membership dues are collected (January). Dana Blue suggested the members be given a comment period before calling for a vote on changes to the bylaws.

Caron reported on her meeting with Teddy Jachim (NPSI Advisory Council) to discuss video recording Scientific Meetings to have available online and password protected. Teddy will be looking into the necessary equipment and video platform.

Action: Teddy will submit a written report to the Board and Advisory Council at the upcoming September 9, 2017 annual retreat. If approved, recording might begin as early as October 2017.

Caron is finalizing her efforts on the Board Policies and Procedures Manual. Regarding the Manual, Caron met with David Schoolcraft and discussed the Memorandum of Understanding. David thought the document would provide clarity for the Board Members, with or without signature. Directors discussed revising the memorandum to remove the signature line and revising the language to make it less formal and in line with our organizational culture.

Action: Dana Blue will revise the current document and submit to the Board on or before the September 9, 2017 Board and Advisory Council Retreat.

The location of the September 9 Directors and Advisory Council Retreat will be moved from Maxine Nelson’s home. Caron will obtain a secondary location.

The annual membership meeting is scheduled for September 29, 2017 (5:30 to 8:00 pm) and revised as the NPSI Annual Membership Party. The business meeting and election of new officers and directors will be shortened and integrated into a festive gathering for candidates, community members, and full members. Caron suggested the Board invite a full member to chair an ad hoc committee to organize the event.

Action: Becky McGuire will ask candidates if they are interested in helping with planning the Annual Membership Party on September 29, 2017. Names will be forwarded to Caron.

Action: The President and Director of Training will call for committee reports from the Society and Institute, respectively, and co-author the annual report.

Adriana Prengler will be attending the IPA President’s Meeting in Buenos Aires for Caron Harrang. Caron asked that, in addition to presenting NPSI’s report, Adriana inform the group that NPSI believes it may be harder to maintain our current training standard if
the international model is changed. Adriana will be maintaining a list of any additional thoughts the Board would like shared at the meeting.

The meeting was adjourned at 8:30 pm.

The Board will next meet at the Annual Board and Advisory Council Retreat on Saturday, September 9, 2017 (9 am to 1 pm) at The Klee (2717 Western Avenue, Second Floor Community Room; Seattle, WA 98121.

Board Meeting Addendum

The Board discussed and voted on the following motion by email on May 23, 2017: "NPSI will adopt PayPal as a payment option for all events sponsored by the organization including Psychoanalytic Training, Fundamentals of Psychoanalysis Certificate Program, Study Groups, and Scientific Meetings. This policy will extend to video recordings of any of the aforementioned events."

The motion passed by a unanimous vote of the directors.
NPSI Annual Membership Meeting Minutes and Committee Reports

November 16, 2016

Officers:  
President – Caron Harrang, LICSW, FIPA  
Secretary/Treasurer – Maxine Nelson, LICSW, FIPA  
Director of Training – Dana Blue, LICSW, FIPA

Administrative Staff:  
Recording Secretary – Hollee Sweet

Directors:  
David Jachim, PhD, FIPA  
Adriana Prengler, LMHC, FIPA  
Candidate Representative – Julie Hendrickson, MA, LMHC

Present: Maxine Anderson, Margaret Bergmann-Ness, Mirta Berman-Oelsner, Dana Blue, Lynn Cunningham, Judy K Eekhoff, Caron Harrang, David Jachim, Maxine Nelson, Robert Oelsner, Dave Parnes, Adriana Prengler, Marianne Robinson, Barb Sewell

Absent: Julie Hendrickson, Hollee Sweet

I. The meeting was called to order at 7:30 p.m.  
The Annual Membership Meeting is open to all candidates, full members, and community members. Those attending are listed above as well as Board members who were absent. Caron Harrang acted as Recording Secretary for this meeting.

The 2015 minutes were sent to the NPSI Community prior to the meeting and approved by unanimous vote of the full members present. Minutes for this year’s meeting will be approved by email and sent to the NPSI Community listserv

III. Annual Report by the President and Committee Chairs (Appendix A)  
Caron Harrang introduced the agenda for the meeting and gave an overview of the activities of the Board of Directors for the fiscal year July 1, 2015 to June 2016 including some of the activities planned for fiscal 2016-17.

Secretary-Treasurer Maxine Nelson detailed the organization’s financial position and reported on the activities of the ad hoc Finance Committee formed in 2015-16 to develop policies and procedures consistent with long-range strategic goals and operational planning.
Dana Blue introduced the section of the annual report pertaining to the Institute (Education Committee) and Subcommittee Chairs presented reports on Admissions (Maxine Nelson), Candidate Group (Dave Parnes), Curriculum (Barb Sewell), Progression (Judy K Eekhoff), Psychoanalytic Psychotherapy Program (Maxine Anderson), Training and Supervising Psychoanalysts (Dana Blue). Dana also presented a report on the ad hoc Distance Learning Subcommittee co-chaired with Caron Harrang.

Caron Harrang introduced reports pertaining to the Society and Committee Chairs presented on the activities of EBOR2016 (Rikki Ricard), ad hoc Ethics (Marianne Robinson), and Publications (Maxine Nelson). It was announced that Adriana Prengler is the Chair of the newly formed Continuing Education Committee that will oversee scientific meetings, study groups, and special event workshops. Society members wishing to join this committee are invited to contact Adriana at lalipren@gmail.com.

IV. Voting on revisions to NPSI Bylaws.
Full members voted to approve two amendments to the NPSI Bylaws:
1. Changing Director’s term of office from 3 years to 2 years effective November 16, 2016.
2. Enlarging the number of directors on the Board from 4 to “from 4 to 12.”

V. Election of Officers and Directors.
Secretary Maxine Nelson distributed ballots. Full members voted to elect Caron Harrang for a second term as President of the Board of Directors; Maxine Nelson for a second term as Secretary-Treasurer; and Dana Blue for a first full term of Director of Training (having completed the remainder of the term after Maxine Anderson resigned midterm in June 2015).

VI. Outstanding Community Member Service Award.
Each year since 2012 the Board of Directors has recognized the exceptional contributions of one of our Community Members through an award presented at the Annual Membership Meeting. This year the award went to Claudette Cummings, PhD for her passionate commitment to and tireless work on the Organizing Committee (Rikki Ricard, Chair) of the Eleventh International Evolving British Object Relations Conference: The Feeling Mind and Lived Experience—Clinical Transformations in Psychoanalysis (October 28-30, 2016).

VIII. New Business: January 11, 2017 Membership Assembly
The meeting concluded without time to discuss the Membership Assembly scheduled for January 11, 2017 (7:30 to 9:00 p.m.) on the development of policy regarding academic students and candidates. An email flyer will be sent via Constant Contact to full members in December detailing the agenda for this meeting open to full members.
APPENDIX A
Annual Membership Meeting
Board of Directors and Committee Reports
November 16, 2016

Introduction

Following the NPSI organizational structure reports are grouped in the following sections:

I. Board of Directors (President’s report, Secretary-Treasurer’s report)

II. NPSI Institute (Education Committee)

III. NPSI Society (EBOR2016 Committee, Ethics Committee, and Publications Committee)

I. Board of Directors

President’s Report_Caron Harrang, LICSW, FIPA

Although my report as President of NPSI focuses on the activities of our psychoanalytic organization during the preceding fiscal year from July 1, 2015 to June 30, 2016, it is inconceivable to me to begin this meeting without acknowledging the events of the past week that have affected us all so deeply. I am speaking of the national political situation and our nation electing Donald Trump, a very controversial figure, to the office of President. Elaborating on what I said in my email to the community last week, I realize that our membership includes those who voted for Hillary Clinton and expected her to win, who are deeply disappointed and perhaps worried about the future under a Trump administration. At the same time, we are not a monolithic group and there may be some of us who voted for Trump that are feeling quite differently about the election. One thing for sure, everyone has been profoundly stirred emotionally and we are all talking about it and trying to think about what it means. This turbulence and need for containment no doubt extends to your work with the men, women, and children you treat in your practices on a daily basis.

So, what can we do as individuals and as members of a psychoanalytic membership group in the face of unexpected change and uncertainty? I was inspired this week by a comment made by Maureen Murphy, who is the Chair of the North American Psychoanalytic Confederation, in response to this question that I’d like to share with you. She said, “My own feeling is for every organization to make whatever gesture [or] action that we can so that we don't slip into complacency—that each group attempts to strike a balance between business as usual and living in a time when there is no usual.” Following from Maureen’s sage advice, I’d like to suggest that we too try in this meeting to strike a
balance between attending to the business at hand while keeping in mind our own lived experience of the events of the recent past and that of everyone gathered here tonight.

Briefly, our agenda includes my report on the activities of the Board of Directors followed by Secretary-Treasurer Maxine Nelson’s report on our financial position and ad hoc Finance Committee. Director of Training Dana Blue will introduce the report on the Institute given by the Chairs of each Education Subcommittee. I will then introduce the individuals running for key positions on the Board of Directors and two proposed amendments to our Bylaws followed by a vote of full members. Votes of the election will be counted and the results announced by the Secretary-Treasurer, Maxine Nelson. Following the election, I’ll present this year’s recipient with our annual Outstanding Community Member Service Award.

Regarding activities of the Board, this has been an extremely busy and productive year. The Liaison Committee (Caron Harrang and Maxine Nelson) continued its work to represent NPSI on the CIPS and NAPsaC Boards of Director. This resulted in clarification of the IPA policy on remote analysis and policy changes summarized in the Institute report. Additionally, Caron worked on a CIPS Task Force to develop a new program for Board Certification in Psychoanalysis. The beta version of this program launched in July and NPSI training and supervising analysts were the first testers of the online application process. Board Certification in Psychoanalysis is now available to all CISP members who qualify and is widely seen as a step toward the possibility of licensure in psychoanalysis on a state-by-state basis.

Caron Harrang and Maxine Nelson worked with Erin Carruth and Susan Nelson to produce the first NPSI/Alliance co-sponsored weekend workshop featuring Joseph Aguayo, PhD, FIPA (PCC) comparing the theoretical and clinical differences between Donald Winnicott and Wilfred Bion. The event was very successful and generated approximately $1,500 in revenue after expenses for each organization.

In March the Board voted unanimously to approve a motion requiring directors to donate annually, the amount of which is at the director’s discretion. The candidate representative to the Board is excluded from this requirement. We encourage all members to do the same within the limits of each individual’s budget.

A Member Survey was conducted in May with a total of twenty-two members participating in the online survey: 5 candidates, 11 full members, and 6 community members. Of that group 63.64% report that they have benefited “very much” from membership and 36.36% report benefitting “somewhat.” Of those surveyed 81.81% are currently serving or have served on a committee at some time. This is significant even as we have several key positions open and need more members to participate on committees and on the Board. At least 40.91% report feeling “very satisfied” with their experience serving on a committee or as a volunteer. Of those serving on committees 63.64% report feeling appreciated by the organization for their committee or volunteer work, yet 36.37% percent report feeling neutral or “not much” appreciated. Clearly, we can do a
better job letting our volunteers know how much we need and appreciate their contributions.

Nearly half (40.91% or 9 individuals) of those surveyed have served on the Board of Directors. Of that group 60% report feeling “very satisfied” or “somewhat satisfied” with their experience and 40% report feeling “neutral” or “not very satisfied.” It should be noted that the current Board all reported feeling “very satisfied” or “somewhat satisfied” with their experience. Again, the Board is striving to make the experience more enjoyable and rewarding by shortening a director’s term to 2 years, from the current 3, and recruiting expertise from the business community. Significantly, 90.91% of those surveyed feel that belonging to NPSI is a “very important” or “somewhat important” part of their professional identity.

When we asked what events and programs we sponsor are most important to members, here’s what you told us (respondents were directed to “check all that apply”): EBOR 68.18%; scientific meetings 63.64%; psychoanalytic training 50%; study groups 50%; NPSI listserv 45.45%, Selected Facts newsletter 36.36% and our newest program The Fundamentals of Psychoanalysis 18.18%. For additional details members are welcome to read the Member Survey (May 2016) available in the NPSI Library. Contact Administrator Hollee Sweet to check out and read the Survey (admin@npsi.us.com).

In August the Board held its Annual Retreat the results of which are summarized in the NPSI 2016-19 Strategic Plan (http://npsi.us.com/uploads/NPSI_Strategic_Plan_2016-19.pdf). In September the Board convened a half-day retreat with the NSPI Advisory Council that was similarly productive. The Board/Advisory Council Retreat is scheduled next year for September 9, 2017 (9:00 a.m. to noon) at the home of Maxine Nelson.

Plans for the current fiscal year (2016-17) are focused on growth and succession. In this regard, we want to thank Adriana Prengler, who completed a three-year term as a Director on the Board and is moving on to Chair our new Continuing Education Committee.

Secretary-Treasurer’s Report_Maxine Nelson, LICSW, FIPA

Introduction

Part I of this report summarizes the NPSI financial position as well as listing major recurring expense categories and sources of revenue.

Part II describes the activities of the Ad hoc Finance Committee to develop policies and procedures to enable the NPSI Board to set organizational and program goals tied to our three year strategic plan (http://npsi.us.com/uploads/NPSI_Strategic_Plan_2016-19.pdf).
Part I: Financial Position

In fiscal 2015-16 NPSI realized net revenue of $6,679.85. In order to protect the fiscal health of the organization we encourage all members to consider making an annual tax deductible donation to support the activities of the NPSI Society and Institute (e.g. expansion of distance learning services to members). This can be done online under the “Join and Donate” tab on the website (www.npsi.us.com).

In addition, we’d like members to be aware that Amazon has a secondary website, AmazonSmile. Anyone wishing to support the mission of NPSI can register on the AmazonSmile website (https://smile.amazon.com) by selecting us as your preferred charity. Each time you shop at AmazonSmile you will receive a pop-up reminder that authorizes Amazon to donate a small percentage of the purchase price to NPSI. It’s an easy way to donate and participate in helping NPSI to remain fiscally healthy.

Financial Position:
- Checking: $ 45,358.49
- Savings: $ 15,125.06
- Investment: $ 24,361.85

Major Recurring Expense Categories:
- Telephone/Website & Email/Constant Contact
- Dues (IPA, NAPsaC, CIPS)
- PEP WEB
- Insurance (Business and Liability)
- Payroll (Administrator)
- Professional fees
- EBOR2016
- Occupancy/Rent

Revenue Sources:
- Membership dues (Full Members and Community Members)
- Candidate tuition
- Cash donations
- Psychoanalytic Psychotherapy Program (The Fundamentals of Psychoanalysis)
- Winnicott/Bion Workshop (Joe Aguayo et al.)
- Meltzer Study Group
- Bion Study Group

Part II: Ad hoc Finance Committee

Brandi Conforth, CPA
David Jachim, PhD, FIPA
Maxine Nelson, LICSW, FIPA (Chair)
An Ad hoc Finance Committee was established at the beginning of 2016 and has had three meetings to date. The committee consists of NPSI Secretary-Treasurer Maxine Nelson, LICSW, FIPA (Chair), Director David Jachim, PhD, FIPA and two members of the NPSI Advisory Council, Brandi Conforth, CPA and Patrick Nalbone, PhD.

The committee’s mission is to develop policies and procedures to enable to NPSI Board to set organizational and program goals in relation to both a long-range strategic plan and to an annual operations plan consistent with overall operating expenses and income. Prior to accomplishing this, the committee worked with NPSI Administrator Hollee Sweet to develop an income and expense recordkeeping system with standardized monthly, quarterly, and annual report formats.

Here is a summary of what the committee has accomplished thus far:

1. We reviewed the Project Statement of Activities (P & L) developed by Brandi and Hollee. We also compared this to the spreadsheet format used by the IPA, which is broken down by programs. After some discussion, committee members agreed that the IPA spreadsheet would not be helpful to the Board at this point in our budget development process.

2. We discussed including allocated costs (percentages of our administrator’s salary) as they are broken down per project. It is understood that the amount of allocated costs related to salary will vary from month to month, depending on which program (i.e., overall, training, EBOR, etc.) the administrator is primarily focused. We agreed that this would be reviewed approximately every six months.

3. We also discussed creating projections by looking at expenses in each program for the prior year and estimating any changes.

4. The committee discussed growth as being a primary mission in the NPSI Strategic Plan. Revenue can be increased the following ways: tuition, membership dues, fundraising, and (required) Board donations.

5. The next meeting for the Finance Committee is scheduled for December 11, 2016. The purpose of the meeting is to begin discussions with NPSI Board members and committee chairs on creating budgets for their programs. In addition, we will continue working to create a provisional budget for fiscal year 2016-2017.

II. NPSI Institute

Director of Training Report_Dana Blue, LICSW, FIPA

*Each section of this report is authored by the Committee or Subcommittee Chair.
Introduction

In early 2016, Maxine Nelson assumed the Admissions Chair. There are three vacancies on EC: Psychoanalytic Psychotherapy Program Chair; Training Analyst Chair, and Dean of Students.

The primary mission of NPSI is to provide the highest quality psychoanalytic education and training for individuals seeking to become psychoanalysts and psychoanalytically informed psychotherapists.

The main objective of the Education Committee is to oversee all aspects of training offered at NPSI. This effort touches everyone involved in the training; faculty, candidates, and training and supervising analysts.

Psychoanalytic training is the primary activity of NPSI, and the EC is the primary locus for its cultivation and maintenance. As such, the EC is comprised of the chairs of each subcommittee: Admissions, Candidates, Faculty and Curriculum, Progression, Psychoanalytic Psychotherapy Program, and Training and Supervising Psychoanalysts. The EC functions to establish policy for the Institute, and as a bi-directional communication hub to coordinate activities of its component subcommittees. To further this coordination, the Director of Training also sits on the NPSI Board of Directors. Some or all members of the EC meet periodically with the candidate group to discuss policy and other matters of interest.

This report begins with a summary of EC activities overall, continues with reports from each of subcommittee outlining the activities of 2016, and concludes with a glimpse of plans for work in the coming year.

Summary of Activities

NPSI Institute Accreditation:

In summer 2015 the Accreditation Council for Psychoanalytic Education (https://www.acpeinc.org) granted NPSI an initial one-year accreditation for our training program in psychoanalysis. The primary reasons for not obtaining full accreditation was the lack of policy requiring training and supervising analysts to be Board Certified in Psychoanalysis and needing a more detailed budget tied to revenue sources. In July, the EC, supported by the NPSI Board, prepared and filed an extensive follow-up report
outlining progress we have made on issues identified in our initial accreditation. We were then granted full accreditation (5 additional years). A most welcome development!

Policies and Procedures Manual:

Throughout this report you will notice an emphasis on this effort to formalize and make more transparent the rules that guide our operations. Thus, the Education Committee has begun work on a Policy and Procedures Manual. We estimate that the Manual will be completed this fiscal year (2016-17), and will be available in the NPSI library for easy reference by all members of the Society.

New Policies:

The EC met most months in this fiscal year (July 1, 2015 – June 30, 2016), gathering together Chairs of NPSI Institute subcommittees to exchange information and establish policies.

The most significant changes to Institute policy this year include the decision to prohibit remote analysis for candidates in training, and the decision to allow credit for one of three training cases at a frequency of 3-5 times per week. The other two training cases are required to meet at a frequency of 4-5 times per week.

Subcommittee Reports

Admissions Subcommittee:
Maxine Nelson, LICSW, FIPA (Chair)
Dana Blue, LICSW, FIPA
Margaret Bergman-Ness, LICSW, Candidate Representative

A primary accomplishment of Admissions this past year was to hold an extremely successful Clinical Open House in early April 2016. Three psychotherapists applied for psychoanalytic training following our Open House.

The committee’s second accomplishment was to formalize procedures for the admissions process. These procedures are as follows: Applications are received by our administrator, and checked for completeness. They are then sent to the Chair of Admissions. The Chair then selects a team of unbiased reviewers for each application. Each reviewer completes an independent review; the Admissions committee (without the candidate representative) convenes a meeting to discuss each application with the reviewers; a decision is reached, and the applicant is informed in writing of the decision.

This year, these procedures were used to process three applications. Two applicants accepted admission. It was decided to offer a pre-didactic year for this group, and Admissions worked with the Chair of Curriculum to design a program for this pre-didactic year. This program includes a didactic component (participation in The Fundamentals of Psychoanalysis Certificate Program); a clinical component (a monthly
clinical seminar led by NPSI faculty); personal analysis; and inclusion in monthly Candidate group meetings.

A final task of the Admissions group is to orient new candidates. An Orientation was offered in October for our newest candidates. The class will begin the four-year didactic training in fall 2017. Admissions also seeks to increase the size of the cohort through the following efforts:

1. To hold several Clinical Open Houses, where licensed mental health professionals interested in learning about psychoanalytic training at NPSI may gather in a private home. One of the participants is provided with an opportunity to present clinical material to an NPSI training and supervising analyst and discussed with the group.

2. Encourage prospective candidates and clinicians interested in training to attend NPSI Scientific Meetings, beginning in February 2017.

3. Outreach efforts will be made to clinicians in the community through notices posted on the listserv for The Alliance and the Washington State Society for Clinical Social Work.

Candidates Subcommittee:
Candidate Group: All current candidates (http://npsi.us.com/society/member-roster)
David Parnes, LICSW, Candidate President (Chair)

The purpose of the Candidate Subcommittee is to provide support to the candidates during their training, to coordinate candidate communication with the others in the Institute, and advocate for candidates within the context of the Institute. Candidates meet as a group once a month. Candidate reps participate in each of the Subcommittees (Education, Curriculum, and Progression) and report back to the candidate group at monthly meetings.

The candidate group worked collaboratively to further develop and refine the NPSI Referral Service, offering flexible fee supervised psychoanalysis to individuals in the Greater Seattle area. Information about the Referral Service is also now available on the NPSI website (www.npsi.us.com).

The candidate group, as a whole, is progressing through the training, with feedback from the Progression Subcommittee indicating that training is proceeding with renewed vitality.

This fall, we welcomed two new candidates to the group, Mary Sacco and Ambre Olsen. The group has added Ambre and Mary to the candidate listserv and to our monthly meetings.

Curriculum Subcommittee:
Josh Cohen left the committee and Anna Delacroix joined the committee within the 2015-16 fiscal year. Maxine Nelson resigned from the committee after 5 years of much appreciated service in the summer of 2016.

Primary tasks of the Subcommittee:

1. To arrange teaching assignments for the Institute, including the didactic and clinical seminars.

2. To periodically evaluate the entire curriculum offered by the Institute.

3. To review each syllabus developed for the didactic seminars, and offer suggestions to faculty who are preparing the syllabus for each seminar.

4. To review and discuss evaluation forms completed by candidates about each course and about each faculty member teaching each seminar. The subcommittee provides written and/or verbal feedback to faculty members based on candidate feedback.

5. To interface with the Education Committee (EC) with the Chair of Curriculum being a member of the EC and to interface with candidates through having a candidate representative on Curriculum, as well as the Candidate President being a member of the EC.

Developments in the 2015-16 Academic Year: In addition to carrying out our primary tasks, listed above, the following issues among others were addressed by Curriculum:

1. Much ongoing discussion about how to include ethics as an ongoing part of the training. Currently it is incorporated into classes and class discussion and the feedback from candidates was that they like it integrated. We have talked about and continue to discuss whether to sponsor a 6-hour ethics event that would fulfill CEU requirements.

2. Discussion regarding the mid-training Oral Examination. Curriculum recognizes the need to balance rigor of training with creativity, and a learning process that is idiosyncratic. We discussed how to have some standardization of the Oral Examination process and whether to have a standard committee for a whole cohort (as compared with the current model of having different committee membership for each exam).
3. Teaching Assignments: It has proven somewhat difficult to fill the teaching assignments due to analytic conflicts and schedule conflicts this year. We decided to combine the candidates for clinical seminars in order to make a more robust class. We have discussed several possible ways to encourage/inspire/motivate teachers and fill teaching needs:
A. Payment: We brought up payment of instructors to the Education Committee.
B. We discussed requiring training and supervising analysts to teach a certain number of times over the years. (No action on this item.)
C. We discussed dividing each term into two 6-week blocks (from 12), and surveyed faculty to assess the wish to teach a 6-week block rather than a 12-week term. Based on feedback, and in the spirit of creativity, we decided to keep the term at 12 weeks in length, but to enlist two instructors for each class who will determine the syllabus and class. Each instructor team will determine if they will teach together the entire 12 weeks or teach sequentially in two 6-week blocks. Due to difficulty with scheduling, we decided to combine two topics this year. The French Psychoanalysis and The Contemporary Kleinians courses were combined in winter term, and offered in sequential 6-week blocks.

Note: Curriculum is keenly interesting in hearing members’ ideas regarding filling our teaching assignments.

4. Guidelines for Faculty teaching at NPSI: We documented the current guidelines, as we understand them, for teaching at NPSI. (Addendum A)
5. We revised the NPSI working policy regarding auditors for NPSI didactic classes. (Addendum B)
6. A Faculty Appreciation potluck dinner was organized in September 2016 and held at the home of Judy Eekhoff. Many faculty members attended and expressed appreciation for the opportunity to gather.

Addendum A

Curriculum Subcommittee Guidelines for Faculty

Clinical Seminars: We follow the guidelines of the IPA regarding teaching clinical seminars. As such, a training and supervising analyst must anchor the clinical seminars. There may be a co-instructor who is not a TA.

Didactic Seminars: Currently we aim to have two instructors teach each didactic seminar. This gives an opportunity for newer analysts to learn from more seasoned instructors and helps to balance class dynamics.

Visiting Faculty: The current protocol that has been established through a series of hard knocks is that if there is a visiting teacher he or she does not need to be a TA. However, the individual must be vetted by Curriculum. In vetting the name
(and training if unknown) must be submitted to Curriculum and if approved to the EC.

Full Faculty Requirements: A question has been raised and remains open as to whether prospective faculty needs to become full members of the NPSI Society.

Addendum B
Policy for Auditing NPSI Didactic Courses
(Revised December 2015)

Criteria:
1. Candidate level or graduate analysts from IPA affiliated institutes.
2. Attendance in class expected as with other class members. Preparation for classes by completing all readings. Active participation in the class. No paper presentations required.
3. Payment of full tuition required.
4. Faculty of the class to be consulted for approval of auditing students.
5. Director of Training to review and approve all auditor applicants.

Process for Prospective Auditors:
1. Contact Chair of the Curriculum Committee at least two weeks before the term begins.
2. Chair will consult with Instructor/s and Director of Training of class to be audited.
3. Chair will consult with the Curriculum Committee so that a thoughtful determination can be made, considering variables such as class size, number of auditors and ratio of cohort to auditors to privilege the core class itself.
4. Following this Chair to Curriculum will communicate acceptance or not to prospective auditor.
5. All candidates should be informed a week in advance.

Progression Subcommittee:
Judy Eekhoff, PhD, FIPA (Chair)
Mirta Berman-Oelsner, PsyA, LMHC, FIPA
Barb Sewell, LMHC, FIPA
Lynn Cunningham, LICSW, Candidate Representative

The Progression Committee meets the fourth Wed of every month. Reports are reviewed every other month, alternating with policy and procedural reviews. Reports are expected two weeks before meetings and will be reviewed in November, January, March, May and July. The Candidate Representative attends the policy meetings scheduled for October, February, April and June.

The committee provides ongoing evaluation of the Candidate Handbook and makes recommendations to the EC regarding policy changes. Ongoing updating of the
Candidate Handbook reflect changing policies such as the requirement for analytic frequency, the changing procedures for report writing, and guidelines for choosing training supervisors who meet with candidates face-to-face or via distance learning technology.

Progression also reviews requirements, supporting candidates to meet them while being open to altering them on a case-by-case basis. The committee tightened the descriptions for some of the requirements such as the structure of 6-monthly reports, the procedures for supervision, and the use of remote analysis and supervision. Updates to the Candidate Handbook are placed on the Candidate/Faculty [Login required] page of the NPSI website.

Progression felt all reports should include the date of submission to PC, along with dates covered and the name of the supervisor and a model for these is on the web site. The subcommittee also recommend that letters to candidates regarding their reports will be Cc’d to their training supervisors.

The subcommittee strives to have personal contact with each candidate, holding the uniqueness and individual needs of each in mind while helping them to meet established requirements of training. We plan to meet with all candidates in the first term of 2016 and to arrange a meeting with supervisors sometime during the 2016-17 academic year.

Any questions about progression can be directed to any member of the committee.

**Training and Supervising Psychoanalysts Subcommittee:**
Maxine Anderson, MD, FIPA
Cecile R. Bassen, MD, FIPA
Mirta Berman-Oelsner, PsyA, LMHC, FIPA
Dana Blue, LICSW, FIPA
Elie Debbane, MD, FIPA
Judy K. Eekhoff, PhD, FIPA
Caron Harrang, LICSW, FIPA
Ken King, MD, FIPA
Robert Oelsner, MD, FIPA
Adriana Prengler, LMHC, FIPA
Marianne Robinson, MSW, PhD, FIPA
Oscar Romero, MD, FIPA
Chair: Vacant [Report prepared by Dana Blue]

The TA subcommittee meets on an as needed basis, this year convening to discuss remote analysis and Board Certification in Psychoanalysis. Following IPA guidelines, remote analysis was disqualified as of June 2016 as a modality for completing the required hours for candidates’ training analysis. At the recommendation of ACPE, NPSI embraced the requirement that all of our training and supervising psychoanalysts be Board Certified in Psychoanalysis by an independent certifying organization. This was accomplished via a new program developed by The Confederation of Independent Psychoanalytic Societies,
or CIPS, a coalition of which NPSI is a member. Individually and as a group, we now meet the highest available standards as educators of future psychoanalysts.

**Psychoanalytic Psychotherapy Program Subcommittee:**
Maxine Anderson, MD, FIPA (Co-Chair)
Dana Blue, LICSW, FIPA (Co-Chair)
Adriana Prengler, LMHC, FIPA (Co-Chair)

In the fall of 2015 NPSI faculty inaugurated a new certificate course titled “The Fundamentals of Psychoanalysis.” This course was the brainchild of Adriana Prengler, aided in its execution by Maxine Anderson and Dana Blue. Course participants met weekly through the academic year to study the bedrock concepts of psychoanalytic theory and technique. Faculty rotated monthly, so that by the conclusion of the course, students had met many NPSI full member and senior candidate instructors in addition to becoming better acquainted with many of the psychoanalytic concepts that underlie our field.

Year One, which was completed in June 2016, proved so popular that students requested a second year. The Co-chairs assisted by Curriculum developed a second year of study. Year Two launched in October 2016 with 10 students, some of whom were continuing from Year One.

**Distance Learning Subcommittee:**
Dana Blue, LICSW, FIPA (Co-Chair)
Caron Harrang, LICSW, FIPA (Co-Chair)

Dana Blue and Caron Harrang are co-chairing an effort to include distance learners at NPSI. The effort required is considerable, given the need to establish policies, and procedures; procure equipment and select technological platforms to make NPSI training available to learners at a distance; and to secure funding. This is a complex task, involving issues like confidentiality, Health Insurance Portability and Accountability Act (HIPAA) compliance, faculty training and IPA directives on distance analysis (e.g. Skype). The EC respectfully notes that this effort will require resources, both monetary and human, to accomplish. In time, it has potential to bring much needed resources, both monetary and human, to the group. One step taken in 2016 is the decision to purchase a subscription to Zoom, and use the technology to hold some committee meetings. This initial foray will help us to determine the ease of using such technologies.

**Conclusion and Plans for fiscal 2016-17**

In addition to the establishment of an Education Committee Policies and Procedures Handbook, we intend to cultivate fiscal policy for the Institute that will include the disbursement of financial aid to our candidates, and possible establishment of faculty pay.

Further, we plan to continue to express the mandate of the NPSI Board of Directors (nicknamed “Project Ivy”) to promote growth for the organization overall. Anyone wising to contribute to the Education Committee by serving as chair of the Training
Analysts Subcommittee, chair of the Psychoanalytic Psychotherapy Subcommittee, or as Dean of Students is invited to contact Director of Training Dana Blue, LICSW, FIPA at dana@dana-blue.com.

III. NPSI Society

EBOR2016 Report_Rikki Ricard, LMHC, FIPA

EBOR Committee:
Margaret Bergman-Ness, LICSW
Gina Balli, LICSW, FIPA
Claudette Cummings, PhD
Lynn Cunningham, LICSW
Ken Cunningham
Anna Delacroix, LMHC
Tony Hacker, PhD, FIPA
Bruce Hall, MA, LMHCA
Julie Hendrickson, LMHC
Rikki Ricard, LMHC, FIPA (Chair)
Barb Sewell, LMHC, FIPA

The 11th International Evolving British Object Relations Conference
“The Feeling Mind and Lived Experience: Clinical Transformations in Psychoanalysis”
Sponsored by Northwestern Psychoanalytic Society and Institute
October 28 – 30, 2016

The planning for EBOR 2016 began in May 2015 with a request issued to Mark Solms, PhD, FIPA to present on his concept of “The Conscious Id”, and of Maxine Anderson, MD, FIPA to present on her concept of “Lived Experience” described in her then yet-to-be-published book, The Wisdom of Lived Experience (Karnac, 2016). Shortly following these requests, both Mark and Maxine accepted and the planning was underway.

Rikki formed the organizing committee within the next few months drawing on the talents of NPSI candidates, full members, and community members, and some members of the Seattle Psychoanalytic Society and Institute (SPSI). The committee began meeting monthly in summer 2015 and continued to the conference held over the weekend of October 28-30, 2016. Gina Balli worked as Art Planner for the Friday evening portion of the conference and we solicited contemporary dancer Christian Swenson and visual artist Charlotte Dean to help in the planning of this portion of the conference.

Several elements of the EBOR 2014 Conference were rolled into the planning of EBOR 2016: Pre-conference seminars at NPSI, of which there were 4; Master Classes of which we offered 4 this year instead of the usual 2, with Mark Solms and Maxine Anderson each conducting two two-hour classes with clinical material presented by two different
analysts; a pre-conference fund raiser featuring Juilliard trained pianist Ari Livne; and a spirited donation ask.

The talents of sculptor and visual artist Sabah Al-Dhaher were enlisted to create the EBOR 2016 conference logo. Together with Rikki Ricard, Al-Dhaher created a painting drawing on entoptic images and phosphenes as an inspiration for the logo.

It was also decided early on in the planning process to ask Mark and Maxine to be discussants for the other’s plenary presentation.

The opening evening of the conference was focused on the concept of “the playful mind” and an event that was interactional was created called, “Dlala: A Night with the Playful Mind” (Dlala is Zulu for the concept of play), utilizing an impromptu jazz ensemble, The Morganics, visual artists Charlotte Dean and Orion, and performance artists Christian Swenson and Spring.

EBOR2016 followed a traditional format in offering parallel Individual Paper presentations and facilitated small group discussion following plenary presentation by Mark Solms and Maxine Anderson. The Sunday program featured Individual Paper presentations followed by a plenary session in which Mark showed video of his medical work with a neurology patient suffering a right lobe brain injury. Audience members were invited to comment on their perceptions of psychological mechanisms (defenses) at play in a brain-injured patient in contrast to neurological explanations that focus entirely on organic mechanisms. Mark concluded with a plea for psychoanalysts to consider the relevance of psychoanalytic treatment with patients like the one shown in the video in contrast to current treatment focused on organic mechanisms alone.

Over 100 clinicians attended the Master Classes. The Friday evening opening event was attended by conference participants and 20 additional guests (general public, family, and friends). The full conference drew 125 psychoanalysts, psychotherapists, and allied professionals.

There was great enthusiasm in the Seattle psychoanalytic and psychotherapy community for this EBOR and anecdotal comments to the organizers suggests that it was very well received. Nearly all members and candidates of NPSI contributed in some way to the conference, along with a number of people from SPSI playing pivotal roles.

**Ethics Committee Report_Marianne Robinson, MSW, PhD, FIPA**

**Ad hoc Ethics Committee:**
Stan Case, PhD, MSW, FIPA  
David Jachim, PhD, FIPA  
Marianne Robinson, MSW, PhD, FIPA (Chair)

An ethics complaint that was initiated in February 2015 was concluded in September, 2015. The Committee also recommended to the Board of Directors the addition of two
sections to the Code of Ethics. As a result the following changes were added in March, 2016.

1) VI. 9. Avoiding Exploitation
"Concurrent supervision of candidates by the spouse, significant other or other relative of their analysts should be avoided whenever possible in the interest of maintaining the independence and objectivity of both the supervisory and analytic processes."

2) X. 3. Integrity
"Psychoanalysts should cooperate with ethics investigations and proceedings conducted in accordance with the Provision for Implementation of the Principles and Standards of Ethics for Psychoanalysts. Failure to cooperate is itself an ethics violation."

**Publications Committee Report_Maxine Nelson, LICSW, FIPA**

**Publications Committee:**
Anna Delacroix, LMHC
Eric Huffman, LICSW
Maxine Nelson (Managing Editor 2015-16), LICSW, FIPA
David Parnes, LICSW
Hollee Sweet (Chair and Managing Editor 2016-17)

The main activity of the Publications Committee is producing *Selected Facts: Newsletter for Northwestern Psychoanalytic Society and Institute*. The Managing Editor of the newsletter chairs the Publications Committee.

During the 2015-16 fiscal year Maxine Nelson served as Managing Editor stepping down after publication of the spring 2016 issue. After a hiatus of some months the Board of Directors invited NPSI Administrator Hollee Sweet to assume the position of Managing Editor. To their delight she accepted the Board’s offer and will begin working with continuing newsletter staff Anna Delacroix and David Parnes to produce a special winter issue due out in December 2016 focusing on conference reviews from the eleventh International Evolving British Object Relations Conference (October 28-30, 2016) sponsored by NPSI.

The committee will be looking for a new Community Member Reporter, to replace Eric Huffman, who stepped down following the publication of the spring 2016 issue.

Major accomplishments this year:

1. *Selected Facts* is sent to a mailing list of just under 1,000 individuals who reside in Washington State, elsewhere in the United States, Europe, and Latin America and will continue to publish three issues per year. The “open rate” for the newsletter is 43-45%.
2. Hollee Sweet has drafted a newsletter Policies and Procedures Manual to ensure a smooth publication process going forward.
Protocols for Board Minutes

Board minutes should be recorded via audio recording and transcribed by the administrator. The administrator should review and edit the minutes, maintaining the format of previously recorded minutes. The minutes should also be reviewed by the President.

Once the President has reviewed the minutes, they should be approved at the following Board meeting. Upon approval of the Board, the minutes are converted into PDF, posted to the NPSI website under the appropriate year (http://npsi.us.com/about/organizationalstructure). The administrator should send the approved minutes via email to the Advisory Council, and, separately, to the full member listserv.
Commercial Umbrella

Renewal Declaration

POLICY NUMBER  B 5085494631

COVERAGE PROVIDED BY  CONTINENTAL CASUALTY COMPANY
333 S. WABASH
CHICAGO, IL.  60604

FROM - POLICY PERIOD - TO  06/25/2017  06/25/2018

INSURED NAME AND ADDRESS  Northwestern Psychoanalytic Society & Institute
2701 1ST AVE
SUITE 120
SEATTLE, WA  98121

AGENCY NUMBER  070078

AGENCY NAME AND ADDRESS  CS&S/BELLTOWN INSURANCE GROUP INC.
2133 3RD AVENUE, STE 106
SEATTLE, WA  98121
Phone Number: (877)724-2669

BRANCH NUMBER  050

BRANCH NAME AND ADDRESS  SEATTLE BRANCH
999 THIRD AVENUE, STE 2500
SEATTLE, WA  98104
Phone Number: (206)587-2600

This policy becomes effective and expires at 12:01 A.M. standard time at your mailing address on the dates shown above.

The Named Insured is a Corporation.

Your policy is composed of this Declarations, with the attached Coverage Forms, and Endorsements if any. The Policy Forms and Endorsement Schedule shows all forms applicable to this policy at the time of policy issuance.

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Minimum Premium:  $404  Annual  Total Advance Premium:  $404.00

Your Premium includes the following amount for Certified Acts of Terrorism Coverage  $4.00

Audit Period is Not Auditable

INSURED
## Policy Limits of Insurance

Each Incident: $1,000,000  
Aggregate: $1,000,000

## Retained Limit

Retained Limit: $10000

## Schedule of Underlying Insurance

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# FORMS AND ENDORSEMENTS SCHEDULE

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### *** PLEASE READ THE ENCLOSED IMPORTANT NOTICES CONCERNING YOUR POLICY ***

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**Countersignature**

Chairman of the Board

Secretary
**CNA Connect**

**Renewal Declaration**

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</tbody>
</table>

**INSURED NAME AND ADDRESS**

<table>
<thead>
<tr>
<th>NORTHWESTERN PSYCHOANALYTIC SOCIETY</th>
</tr>
</thead>
<tbody>
<tr>
<td>2701 1ST AVE</td>
</tr>
<tr>
<td>SUITE 120</td>
</tr>
<tr>
<td>SEATTLE, WA 98121</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>AGENCY NUMBER</th>
<th>AGENCY NAME AND ADDRESS</th>
</tr>
</thead>
<tbody>
<tr>
<td>070078</td>
<td>CS&amp;S/BELLTOWN INSURANCE GROUP INC.</td>
</tr>
<tr>
<td></td>
<td>2133 3RD AVENUE, STE 106</td>
</tr>
<tr>
<td></td>
<td>SEATTLE, WA 98121</td>
</tr>
<tr>
<td></td>
<td>Phone Number: (877)724-2669</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>BRANCH NUMBER</th>
<th>BRANCH NAME AND ADDRESS</th>
</tr>
</thead>
<tbody>
<tr>
<td>050</td>
<td>SEATTLE BRANCH</td>
</tr>
<tr>
<td></td>
<td>999 THIRD AVENUE, STE 2500</td>
</tr>
<tr>
<td></td>
<td>SEATTLE, WA 98104</td>
</tr>
<tr>
<td></td>
<td>Phone Number: (206)587-2600</td>
</tr>
</tbody>
</table>

This policy becomes effective and expires at 12:01 A.M. standard time at your mailing address on the dates shown above.

The Named Insured is a Corporation.

Your policy is composed of this Declarations, with the attached Common Policy Conditions, Coverage Forms, and Endorsements, if any. The Policy Forms and Endorsement Schedule shows all forms applicable to this policy at the time of policy issuance.

The Estimated Policy Premium Is $500.00 **

**Terrorism Risk Insurance Act Premium**

$5.00

Audit Period is Not Auditable

** Minimum Premium
PROPERTY COVERAGE

The following deductible applies unless a separate deductible is shown on the Schedule of Locations and Coverage.

Deductible: $500

Business Income and Extra Expense Coverage

Business Income and Extra Expense 12 Months Actual Loss Sustained

Business Income and Extra Expense - Dependent Properties $10,000

Employee Dishonesty $25,000

 Forgery and Alteration $25,000

LIABILITY COVERAGE

Liability and Medical Expense Limit - Each Occurrence $1,000,000

Medical Expense Limit -- Per Person $10,000

Personal and Advertising Injury $1,000,000

Products/Completed Operations Aggregate $2,000,000

General Aggregate $2,000,000

Damage To Premises Rented To You $300,000

Employment Practices/Fiduciary Liability Retroactive Date: 06/25/2012 $10,000

EPLI Deductible: $0

Stop GAP Liability

Designated States WA

| Bodily Injury by Accident | Each Accident Limit $300,000 |
| Bodily Injury by Disease | Each Employee $300,000 |
| Bodily Injury by Disease | Aggregate $600,000 |
SCHEDULE OF LOCATIONS AND COVERAGE

LOCATION      1 BUILDING      1

2701 1ST AVE  STE 120
SEATTLE, WA    98121

Construction: Masonry Non Combustible
Class Description: Associations - Trade, Not For Profit

<table>
<thead>
<tr>
<th>PROPERTY COVERAGE</th>
<th>LIMIT OF INSURANCE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Accounts Receivable</td>
<td>$25,000</td>
</tr>
<tr>
<td>Building</td>
<td>Not Covered</td>
</tr>
<tr>
<td>Business Personal Property</td>
<td>$11,040</td>
</tr>
<tr>
<td>Electronic Data Processing</td>
<td>$50,000</td>
</tr>
<tr>
<td>Equipment Breakdown</td>
<td>$11,040</td>
</tr>
<tr>
<td>Fine Arts</td>
<td>$25,000</td>
</tr>
<tr>
<td>Ordinance or Law - Demolition Cost, Increased Cost of Construction</td>
<td>$25,000</td>
</tr>
<tr>
<td>Seasonal Increase: 25%</td>
<td></td>
</tr>
<tr>
<td>Sewer or Drain Back Up</td>
<td>$25,000</td>
</tr>
<tr>
<td>Valuable Papers &amp; Records</td>
<td>$25,000</td>
</tr>
</tbody>
</table>
ADDITIONAL INTEREST SCHEDULE

LOCATION   1   BUILDING   1

Type: Manager, Lessor

Additional Interest Name and Address:
2701 FIRST AVENUE LLC
2701 First Avenue
SEATTLE, WA 98121

LOSS PAYEE SCHEDULE

All loss payees as their interests may appear in the Covered Property.

The following provisions apply in accordance with the insurable interest of the loss payee: Loss Payee

Description of Property: Any Covered Property in which a loss payee, creditor or lender holds an interest, including any person or organization you have entered a contract with for the sale of Covered Property.
**FORMS AND ENDORSEMENTS SCHEDULE**

The following list shows the Forms, Schedules and Endorsements by Line of Business that are a part of this policy.

### COMMON

<table>
<thead>
<tr>
<th>FORM NUMBER</th>
<th>FORM TITLE</th>
</tr>
</thead>
<tbody>
<tr>
<td>CNA79203XX</td>
<td>06/2014</td>
</tr>
<tr>
<td>CNA80103XX</td>
<td>Exclusion - Access or Disclosure of Confidential Information</td>
</tr>
<tr>
<td>CNA81751XX</td>
<td>Primary and Non Contributory - Other Ins Condition</td>
</tr>
<tr>
<td>SB147075A</td>
<td>01/2006</td>
</tr>
<tr>
<td>SB147082E</td>
<td>Cap on Losses from Certified Acts of Terrorism</td>
</tr>
<tr>
<td>SB147086B</td>
<td>Economic and Trade Sanctions Condition</td>
</tr>
<tr>
<td>SB147087D</td>
<td>Businessowners Common Policy Conditions</td>
</tr>
<tr>
<td>SB146808A</td>
<td>Loss Payable Provisions</td>
</tr>
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</table>

### COMMERCIAL PROPERTY

<table>
<thead>
<tr>
<th>FORM NUMBER</th>
<th>FORM TITLE</th>
</tr>
</thead>
<tbody>
<tr>
<td>SB146801I</td>
<td>04/2014</td>
</tr>
<tr>
<td>SB146802D</td>
<td>Business Income and Extra Expense</td>
</tr>
<tr>
<td>SB146803A</td>
<td>Seasonal Increase</td>
</tr>
<tr>
<td>SB146804A</td>
<td>Arson and Theft Reward</td>
</tr>
<tr>
<td>SB146805A</td>
<td>Claim Data Expense</td>
</tr>
<tr>
<td>SB146806B</td>
<td>Debris Removal</td>
</tr>
<tr>
<td>SB146808A</td>
<td>Employee Dishonesty</td>
</tr>
<tr>
<td>SB146809C</td>
<td>Expediting Expenses</td>
</tr>
<tr>
<td>SB146810A</td>
<td>Fine Arts</td>
</tr>
<tr>
<td>SB146811A</td>
<td>01/2006</td>
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<tr>
<td>SB146812C</td>
<td>Fire Department Service Charge</td>
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<tr>
<td>SB146813B</td>
<td>Fire Protective Equipment Discharge</td>
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<tr>
<td>SB146814B</td>
<td>04/2010</td>
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<tr>
<td>SB146815A</td>
<td>Forged and Alteration</td>
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<tr>
<td>SB146816A</td>
<td>Newly Acquired or Constructed Property</td>
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<tr>
<td>SB146817A</td>
<td>03/2006</td>
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<tr>
<td>SB146818A</td>
<td>Ordinance or Law</td>
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<tr>
<td>SB146819A</td>
<td>01/2006</td>
</tr>
<tr>
<td>SB146820C</td>
<td>Outdoor Trees, Shrubs, Plants and Lawns</td>
</tr>
<tr>
<td>SB146821A</td>
<td>06/2011</td>
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<tr>
<td>SB146822A</td>
<td>Pollutant Clean Up and Removal</td>
</tr>
<tr>
<td>SB146823B</td>
<td>Preservation of Property</td>
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<td>SB146824B</td>
<td>Temporary Relocation of Property</td>
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<tr>
<td>SB146825C</td>
<td>Water Damage, Other Liquids, Solder, Molten Damage</td>
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<tr>
<td>SB146826C</td>
<td>Accounts Receivable</td>
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<tr>
<td>SB146827F</td>
<td>Appurtenant Buildings and Structures</td>
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<tr>
<td>SB146828E</td>
<td>Building Glass</td>
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<tr>
<td>SB146830B</td>
<td>Business Income Extra Expense</td>
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<td>SB146831B</td>
<td>Business Income Extra Expense - Dependent Property</td>
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<tr>
<td>SB146832B</td>
<td>Business Income Extra Expense - Newly Acquired Locs</td>
</tr>
<tr>
<td>SB146833A</td>
<td>Business Personal Property Off Premises</td>
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<tr>
<td>SB146834A</td>
<td>06/2011</td>
</tr>
<tr>
<td>SB146835A</td>
<td>Civil Authority</td>
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<tr>
<td>SB146836A</td>
<td>Electronic Data Processing</td>
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<td>SB146837A</td>
<td>Equipment Breakdown</td>
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<td>SB146838C</td>
<td>Money Orders and Counterfeit Paper Currency</td>
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<tr>
<td>SB146839F</td>
<td>Nonowned Detached Trailers</td>
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<tr>
<td>SB146840F</td>
<td>Ordinance or Law - Increased Period of Restoration</td>
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<tr>
<td>SB146841F</td>
<td>Outdoor Property</td>
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<td>SB146842F</td>
<td>Personal Effects</td>
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<td>SB146843F</td>
<td>Signs</td>
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<td>SB146844F</td>
<td>Spoilage Consequential Loss</td>
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<td>SB146845F</td>
<td>Theft Damage to Rented Property</td>
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<td>SB146846F</td>
<td>Valuable Papers and Records</td>
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<tr>
<td>SB146847F</td>
<td>06/2011</td>
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<tr>
<td>SB146848F</td>
<td>Sewer or Drain Back Up</td>
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<tr>
<td>SB146849F</td>
<td>Washington Changes</td>
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</table>
POLICY NUMBER: B 5085216196

INSURED NAME AND ADDRESS
NORTHWESTERN PSYCHOANALYTIC SOCIETY
2701 1ST AVE
SUITE 120
SEATTLE, WA 98121

FORMS AND ENDORSEMENTS SCHEDULE

COMMERCIAL PROPERTY

FORM NUMBER FORM TITLE
SB147060A 01/2006 Washington Changes
SB147084B 07/2009 Fungi, Wet Rot, Dry Rot and Microbe Exclusion
SB300042A 01/2006 Include Volunteer Workers - Employee Dishonesty
SB300129A 03/2006 Targeted Hacker Attack
SB30045A46 07/2007 Concurrent Causation, Earth Movement and Water Dam
SB30059A 01/2008 Identity Theft/Recovery Services Endorsement

COMMERCIAL GENERAL LIABILITY

FORM NUMBER FORM TITLE
SB146932E 06/2011 Blanket Additional Insured - Liability Extension
SB147079A 01/2006 War Liability Exclusion
SB147080A 01/2006 Exclusion - Silica
SB147083B 07/2009 Fungi/Mold/Mildew/Yeast/Microbe Exclusion
SB147089A 01/2006 Employment - Related Practices Exclusion
SB300000D 04/2014 Businessowners Liability Coverage Form
SB300018A 01/2006 Stop Gap Coverage Liability Coverage Endorsement
SB300081D 06/2011 Exclusion of Coverage for Special Events
SB300117A 01/2006 Additional Insrd - Manager or Lessors of Premises
SB300441A 01/2007 Fiduciary Liability Coverage Form
SB300449A 01/2007 Single Limit of Insurance Endorsement
SB300450A 01/2007 Employment Practices Liability Coverage Form
SB300849A 07/2009 Read and Distribution of Material or information

*** PLEASE READ THE ENCLOSED IMPORTANT NOTICES CONCERNING YOUR POLICY ***

FORM NUMBER FORM TITLE
CNA62823XX 06/2015 Notice To Policyholders Jurisdictional Inspections
CNA79240XX 06/2014 Important Info Excl App to Access or Disclosure
CNA81758XX 03/2015 Notice - Offer of Terrorism Disclosure of Premium

Countersignature

Chairman of the Board

Secretary

SB-146895-A (Ed. 01/06) INSURED Page 6 of 6
United States Liability Insurance Company  
1190 Devon Park Drive, Wayne, Pennsylvania 19087  
A Member Company of United States Liability Insurance Group

No. NDO1030969K

NAMED INSURED AND ADDRESS:  
Northwestern Psychoanalytic Society and Institute  
2701 First Avenue, #120  
Seattle, WA 98121

POLICY PERIOD: (MO. DAY YR.) From: 02/28/2017 To: 02/28/2018

12:01 A.M. STANDARD TIME AT YOUR MAILING ADDRESS SHOWN ABOVE

BUSINESS DESCRIPTION: Non-Profit Directors and Officers

IN RETURN FOR THE PAYMENT OF THE PREMIUM, AND SUBJECT TO ALL THE TERMS OF THIS POLICY, WE AGREE WITH YOU TO PROVIDE THE INSURANCE AS STATED IN THIS POLICY.

THIS POLICY CONSISTS OF THE FOLLOWING COVERAGE PARTS FOR WHICH A PREMIUM IS INDICATED.

<table>
<thead>
<tr>
<th>Coverage Part</th>
<th>Premium</th>
</tr>
</thead>
<tbody>
<tr>
<td>Directors And Officers Liability Coverage Part</td>
<td>$1,525.00</td>
</tr>
</tbody>
</table>

TOTAL: $1,525.00

Swett Broker Fee: $250.00

Coverage Form(s) and Endorsement(s) made a part of this policy at time of issue

See Endorsement EOD (1/95)

Agent: SWETT & CRAWFORD (WA) (1244)  
720 Olive Way, Suite 1800  
Seattle, WA 96237

Issued: 01/31/2017 1:09 PM

Broker:

By: Authorized Representative

UPD (08-07)  
THESE DECLARATIONS TOGETHER WITH THE COMMON POLICY CONDITIONS, COVERAGE PART DECLARATIONS, COVERAGE PART COVERAGE FORM(S) AND FORMS AND ENDORSEMENTS, IF ANY, ISSUED TO FORM A PART THEREOF, COMPLETE THE ABOVE NUMBERED POLICY.
## EXTENSION OF DECLARATIONS

**Policy No. NDO1030969K**

**Effective Date:** 02/28/2017

**12:01 AM STANDARD TIME**

### FORMS AND ENDORSEMENTS

The following forms apply to the Directors And Officers Liability coverage part

<table>
<thead>
<tr>
<th>End#</th>
<th>Revised</th>
<th>Description of Endorsements</th>
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</thead>
<tbody>
<tr>
<td>DO-100</td>
<td>04/07</td>
<td>Coverage Part A. Non Profit Directors and Officers Liability</td>
</tr>
<tr>
<td>DO-101</td>
<td>04/07</td>
<td>Coverage Part B. Employment Practices Liability</td>
</tr>
<tr>
<td>DO-201</td>
<td>01/94</td>
<td>Accreditation, Certification, Standard Setting Exclusion Endorsement</td>
</tr>
<tr>
<td>DO-207</td>
<td>01/94</td>
<td>Failure to Maintain Insurance Exclusion Endorsement</td>
</tr>
<tr>
<td>DO-239</td>
<td>06/15</td>
<td>Specified Person Or Entity Exclusion Endorsement</td>
</tr>
<tr>
<td>DO-276</td>
<td>05/03</td>
<td>Labor Dispute Exclusion Endorsement</td>
</tr>
<tr>
<td>DO-283</td>
<td>01/14</td>
<td>Data &amp; Security+ Endorsement</td>
</tr>
<tr>
<td>DO-290</td>
<td>05/10</td>
<td>Fair Labor Standards Act Sublimit Endorsement</td>
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<tr>
<td>DO-291</td>
<td>01/11</td>
<td>Excess Benefit Transaction Excise Tax Endorsement</td>
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<tr>
<td>DO-293</td>
<td>06/13</td>
<td>Amended Lifetime Occurrence Reporting Provision Endorsement</td>
</tr>
<tr>
<td>DO-294</td>
<td>04/14</td>
<td>Amended Notice/Claim And Circumstance Reporting Provisions</td>
</tr>
<tr>
<td>DO-WA M</td>
<td>04/10</td>
<td>Washington State Amendatory Endorsement</td>
</tr>
<tr>
<td>DO Jacket</td>
<td>09/10</td>
<td>Non Profit Professional Liability Policy</td>
</tr>
<tr>
<td>USL-DO J</td>
<td>04/07</td>
<td>Professional Liability Policy Common Policy Conditions</td>
</tr>
</tbody>
</table>

All other terms and conditions remain unchanged.
PLEASE READ YOUR POLICY CAREFULLY.

THIS IS A CLAIMS MADE POLICY COVERAGE FORM AND UNLESS OTHERWISE PROVIDED HEREIN, THE COVERAGE OF THIS FORM IS LIMITED TO LIABILITY FOR CLAIMS FIRST MADE DURING THE POLICY PERIOD, OR THE EXTENSION PERIOD, IF APPLICABLE. DEFENSE COSTS SHALL BE APPLIED AGAINST THE RETENTION.

No. NDO1030969K

Effective Date: 02/28/2017
12:01 AM STANDARD TIME

ITEM I. PARENT ORGANIZATION AND PRINCIPAL ADDRESS
Northwestern Psychoanalytic Society and Institute
2701 First Avenue, #120
Seattle, WA 98121

ITEM II. POLICY PERIOD: (MM/DD/YYYY) From: 02/28/2017 To: 02/28/2018

Coverage Part A: Non Profit Directors and Officers Liability

ITEM III. LIMITS OF LIABILITY
a. Non Profit Directors & Officers $1,000,000 EACH CLAIM
b. Non Profit Directors & Officers $1,000,000 IN THE AGGREGATE

ITEM IV. RETENTION: $0 EACH CLAIM
ITEM V. PREMIUM: $1,150

Coverage Part B: Employment Practices Liability

ITEM III. LIMITS OF LIABILITY
a. Employment Practices $1,000,000 EACH CLAIM
b. Employment Practices $1,000,000 IN THE AGGREGATE

ITEM IV. RETENTION: $5,000 EACH CLAIM
ITEM V. PREMIUM: $375

ITEM VI. Coverage Form(s)/Part(s) and Endorsement(s) made a part of this policy at time of issue:
See Endorsement EOD (01/95)

THESE DECLARATIONS ARE PART OF THE POLICY DECLARATIONS CONTAINING THE NAME OF THE INSURED AND THE POLICY PERIOD.
Terms of Employment

Hollee Sweet

June 23, 2014
Updated November 14, 2014

Northwestern Psychoanalytic Society and Institute offers the terms of employment as follows:

Hours per week: 10-15 hours/week
Hourly Wage: 18.00/hour

Personal Time Away (vacation, sick, personal): 3.5 hours earned each month; maximum of 42 hours per year; not to be accessed prior to three months from beginning date of employment; accrued personal time may not be carried over to next calendar year.

Start Date: June 23, 2014.

Addendum

Parking: $10 per week

Employee signature: [Signature] Date 11-14-14

President signature: [Signature] Date 11-14-2014
Criteria for NPSI Outstanding Community Member Service Award

Revised October 2015

The purpose of this annual service award founded in 2013 is to recognize and honor an individual who has demonstrated professionalism, dedication, creativity, professionalism, and leadership in donating their time and services to the organization. Examples of exemplary service may include work done on an NPSI standing committee (e.g. Publications, Scientific Meetings, Special Events), an ad hoc committee (e.g. ACPE Accreditation, Ethics), or other special project (e.g. distance learning) that benefits the organization.

Nominations may be made by any Full Member, Candidate, or Community Member and must be submitted in writing to the President of the Board at least 30 days prior to the Annual Meeting.

Nominee must be a Community Member in good standing. No Community Member may nominate himself or herself. Nor may any Full Member, Candidate, or Community Member nominate his or her partner or spouse.

The Board will review nominees and select an awardee at least 10 days prior to the annual meeting. The President will announce the awardee and present a service award certificate to the selected individual at the annual meeting. If the awardee is unable to attend the annual meeting, the award will be announced at the meeting and given to an individual designated by the awardee to accept it on his or her behalf.
Nomination Form

NPSI Annual Outstanding Community Member Service Award

Date: ________________________________________________

Nominee: ___________________________________________

Describe the reasons for nominating this Community Member (please refer to NPSI Criteria for Outstanding Community Member Service Award):

________________________________________________________________________
________________________________________________________________________
________________________________________________________________________
________________________________________________________________________
________________________________________________________________________
________________________________________________________________________

Nominated by: __________________________________________________________

Name     Email

Please return this form to NPSI; 2701 First Avenue, Suite 120; Seattle, WA 98121 or scan and email to admin@npsi.us.com with “Nomination for Service Award” in the subject line.
Nomination Form
NPSI Board of Directors
Annual Meeting December 2, 2015 (7:30 – 9:00 pm)

Open positions:

1. President-Elect (serves for one year before becoming President followed by President for
two years and Past-President for one year).
2. Director – Full Member (serves for three years)
3. Director – Community Member (serves for three years)

Date: ______________________________________________

Nominee: ___________________________________________

Describe your reasons for nominating this Full Member or Community Member and why
you believe they can contribute to the governance and healthy growth of the organization:

__________________________________________________________________________

__________________________________________________________________________

__________________________________________________________________________

__________________________________________________________________________

Nominated by: _____________________________________

Name     Email

Please return this form to NPSI; 2701 First Avenue, Suite 120; Seattle, WA 98121 or scan
and email to admin@npsi.us.com with “Nomination for NPSI Board” in the subject line.
NPSI Advisory Council
2015-16

Mission Statement: The mission of the NPSI Advisory Council is to provide non-binding informed guidance to the Board of Directors for the purpose of enhancing the organization's development and governance.

Council members are nominated by the President and approved by a majority vote of the directors and included in the Board of Directors meeting minutes. The Council will consist of up to eight (8) members who serve at the pleasure of the Board for a term of two (2) years. Terms may be successive. The President or his or her appointee chairs the Council and presides over face-to-face meetings that may be held on an annual or semi-annual basis. However, a majority of the guidance provided by members of the Council will be in the form of individual consultation to the President or other members of the Board related to the current needs of the organization and the council member's area of expertise.

Council Members:

Teddy Jachim, Social Media and Video-recording
JoAnn Mills, Executive Coach, re: Purpose Leadership
Patrick Nalbone, PhD, Education Policy and Management
Doug Ulrich, CFP, Morgan Stanley
February 13, 2015

Douglas Ulrich, CFP
Morgan Stanley
702 King Farm Blvd, Suite 500
Rockville, MD 20850

Dear Doug:

I am writing in follow-up to our informal conversations about forming an Advisory Council to the NPSI Board of Directors with an invitation to join this initiative. The mission of the Council is to provide non-binding informed guidance to the Board of Directors for the purpose of enhancing the organization’s development and governance.

Council members are nominated by the President and approved by a majority vote of the directors and included in the Board of Directors meeting minutes. The Council will consist of up to eight (8) members who serve at the pleasure of the Board for a term of two (2) years. Terms may be successive. The President or his or her appointee chairs the Council and presides over face-to-face meetings that may be held on an annual or semi-annual basis. However, a majority of the guidance provided by members of the Council will be in the form of individual consultation to the President or other members of the Board related to the current needs of the organization and the council member’s area of expertise.

At the February 2015 meeting the NPSI Board voted to approve the aforementioned mission statement and procedure for appointing members to the Council as well as this invitation to become an inaugural member of this important new assembly. Your term, if you accept this invitation, will be for the remainder of 2015 through December 31, 2016.

A face-to-face meeting (with remote access via Skype for out-of-town members) will be scheduled in the next few months so that you can meet other members of the Council and we can generate ideas for coordinating our work together. In the meantime, you will be kept abreast of Board activities by receiving the approved minutes of monthly Board of Directors meetings and other written documents deemed significant to your understanding of the organization’s development. Additionally, Advisory Council members will be listed on the NPSI website along with your professional affiliation.

If you have questions about this invitation or your participation on the Council, please feel free to contact me by email or telephone as indicated below. Please indicate your acceptance of this invitation by signing the attached form that may be scanned and emailed to admin@npsi.us.com with “Advisory Council” in the subject line or mailed to NPSI; Attn: President’s Advisory Council; 2701 First Avenue, Suite 120; Seattle, WA 98121.

Thank you so much for your willingness to join in helping NPSI to develop and fulfill our overall mission to support our members, offer outstanding psychoanalytic training to mental health professionals, and educate the general public about psychoanalysis.

Respectfully,

Caron Harrang, LICSW, FIPA
President, Northwestern Psychoanalytic Society and Institute
+1 (206) 264-4860
caron@caronharrang.com
NPSI Advisory Council

I, Douglas Ulrich, agree to join the Northwestern Psychoanalytic Society and Institute Advisory Council to provide non-binding informed guidance to the Board of Directors for the purpose of enhancing the organization's development and governance. My term of service is from the date signed through December 31, 2016.

My area of expertise is (check all that apply):

- [ ] Financial planning
- [ ] Bookkeeping/accounting/tax planning
- [ ] Legal counsel
- [x] Fundraising and development
- [ ] Social Media
- [ ] Information technology
- [x] Marketing
- [ ] Educational policy and planning
- [ ] Organizational development
- [ ] Other (please describe)

[Signature]  Date: 2-27-2015

Douglas Ulrich

Please scan and return a signed copy of this form to admin@nspi.us.com or mail a hardcopy to NPSI; Attn: President's Advisory Council; 2701 First Avenue, Suite 120; Seattle, WA 98121.
NPSI Secretary/Treasurer Policy and Procedures

I. The Secretary/Treasurer is responsible for reporting NPSI’s financials to the Board at regular intervals. The type of reports submitted will be as follows:

1. **January meeting:** The Administration will provide the Secretary/Treasurer (S/T) with detailed reports, which include a breakdown on the Statement of Activities by category. The three categories of revenue and expense are:
   a) Governance, Administration and Overall Operations
   b) Institute (The Fundaments of Psychoanalysis Program, Psychoanalytic Training, Scholarship Fund)
   c) Society (Study Groups, Scientific Meetings & Workshops, EBOR)

   The Statement of Financial Position will have three columns: current month, previous month, and current month of the preceding year. The S/T will report the amounts in Checking, Savings, and Investment as well as the amount in the Scholarship Fund.

2. **March meeting:** The Administrator will provide the S/T with a Statement of Financial Position and a Statement of Activities. The S/T will report the amounts in Checking, Savings, and Investment as well as the amount in the Scholarship Fund.

3. **May meeting:** The Administration will provide the S/T with detailed reports, which include a breakdown on the Statement of Activities by category. The S/T will report the amounts in Checking, Savings, and Investment as well as the amount in the Scholarship Fund.

4. **September meeting:** The Administrator will provide the S/T with a Statement of Financial Position and a Statement of Activities. The S/T will report the amounts in Checking, Savings, and Investment as well as the amount in the Scholarship Fund.

5. **November meeting:** The Administration will provide the S/T with detailed reports, which include a breakdown on the Statement of Activities by category. The S/T will report the amounts in Checking, Savings, and Investment as well as the amount in the Scholarship Fund.

II. On an annual basis the President, Secretary/Treasurer and the Board of NPSI, working together, shall prepare an operating budget for the organization as a whole for the coming fiscal year (FY 20XX). The Annual Budget shall set forth operating revenue and expense goals that specify the following:

1. The total amount of income NPSI as a whole expects to generate during the coming Fiscal Year.
2. The total amount NPSI as a whole expects to spend to carry out its activities during the coming Fiscal Year.

Total Operating Revenue and Total Operating Expenses should generally be equal. If the Budget indicates that expenses are expected to exceed revenue the Board has the obligation to take corrective action such as the following:

1. Increase projected income and/or reduce expenses.
2. Plan to take specific actions later intended to increase income or decrease expenses.
3. Formally make a decision to draw and use funds from an established reserve account or other unrestricted account rather than NPSI’s General Account as deemed appropriate.

If the Budget indicates that expected income will exceed anticipated expenses, the Board may:

1. Adjust the Budget so that income and expenses match, for example, by formally re-allocating income toward expenses with specific increases for specific activities or across all accounts proportionately.
2. Formally decide to let the difference stand as a hedge against unexpected costs during the Fiscal Year.
3. Formally designate any excess income as surplus or allocate it to one or more reserve accounts*, for future operating expenses or for a designated purpose.

* Examples of reserve accounts might be Scholarship Fund, EBOR, Distance Learning, and the contingency plan with Psychoanalytic Center of California (PCC). These sub-accounts may or may not be established as a Sub-Account in an existing bank account.

III. The Secretary/Treasurer is responsible for making sure that dues are collected from full and community members and also that tuition is collected for candidates.

1. Dues renewal letters are sent by email to Full Members in mid-January of each year, with a stated deadline of January 31. Reminder letters are sent if dues are not paid by January deadline in order that the dues NPSI pays to the IPA ($300 per member) are paid by March 31. The S/T may call members to remind them to pay their dues if they haven’t done so after the second notice is sent.
2. Dues renewal letters are sent by email to Community Members by June 1 of each year, with a stated deadline of June 30. Reminder letters are sent if dues are not paid by June deadline and the S/T may call members to remind them to pay their dues if they haven’t done so after the second notice is sent.
3. The S/T works with the NPSI Administrator and the Director of Training if candidate tuition is not paid before the first class of each term. Candidates are given a one-week grace period to pay tuition, unless, under extraordinary circumstances, other arrangements have been made with the Director of Training.
IV. The NPSI Scholarship Fund is comprised of 10% of net revenue from EBOR, Scientific Meetings and Special Events. The policies and procedures for its administration is an Institute function, to be determined by the Director of Training and Education Committee (EC).
Dear [Full Name of Donor]:

This letter is to acknowledge the receipt of your donation and to thank you for your kind support of Northwestern Psychoanalytic Society and Institute. Your donation qualifies you to join our Donor Program and to be listed on the organization website with others who are committed to helping us fulfill our mission. Major Donors donate at the $500-$1,000 level, helping to supercharge efforts to realize the NPSI mission.

As a nationally accredited non-profit educational organization, NPSI strives to provide the highest quality education and training for future psychoanalysts and psychoanalytically informed psychotherapists. As a membership society, NPSI supports the ongoing professional growth and development of our psychoanalyst, candidate, and community members. In so doing, the organization contributes to the psychoanalytic understanding of mental life and to the emotional health, creativity, and well-being of the men, women, and children living in our community regardless of ethnicity, religious affiliation, or sexual orientation.

For your records and income tax deduction purposes, please use this letter as a receipt.

Our tax ID # is 91-2152405.

You have made a donation to NPSI for [$ Amount].

With your permission, we will add your name to our Donor Program on the NPSI website. Although we encourage you to donate at the current level annually, participation is completely voluntary. If you continue to donate at the $500-$1,000 level your name will remain on the Major Donor list. If you choose not to donate at this level in future years your name will simply be removed from the list.

If you have any questions or need further information, please contact me at (206) 930-2886.

Respectfully,

Caron Harrang, LICSW, FIPA
President
Northwestern Psychoanalytic Society & Institute
Annual Budget

Currently In Development
Five Year Budget

Currently In Development
Protocols for Membership Dues  
(Updated 2017)

Full Membership Dues:
Full Membership Dues are due by February 1 for the year. The current dues are broken down as follows:

- NPSI Dues $600
- IPA Dues $300
- CIPS Dues $50
- NAPsaC Dues $5
- PEP-Web $130 (for members who are subscribed through NPSI)

NPSI pays the above dues on the following schedule (dependent upon when invoices are received from the societies):

- IPA Dues Due July 31 (if paid by March 31, NPSI receives a 5% discount)
- CIPS Dues March/April
- NAPsaC Dues June
- PEP-Web December

The NPSI Treasurer should send out a renewal notice to all current Full Members in January of each year via email. Along with their dues, members are to send in current license and insurance cover pages.

Community Membership Dues:
Community Membership dues are due by July 1 for the fiscal year (July 1 through June 30). The current dues are $95. The NPSI Treasurer should send out a renewal notice to all current Community Members in June of each year via email. Anyone who joins NPSI as a Community Member on or after January 1 will have their dues applied to the remaining fiscal year, as well as the upcoming fiscal year.
Northwestern Psychoanalytic Society and Institute established a Donor Program in 2016. By contributing at the $500-$1,000 level, Major Donors help to supercharge efforts to realize the NPSI mission. Other valued contributors support the organization by helping us to:

- Maintain national accreditation through the Association Council for Psychoanalytic Education (ACPEinc);
- Sustain our Referral Service providing psychoanalysis at flexible fee rates to those in need;
- Publish a high quality newsletter Selected Facts: Newsletter of the Northwestern Psychoanalytic Society and Institute (circulation 750+);
- Produce our biennial International Evolving British Object Relations Conference facilitating a spirit of innovation within psychoanalysis and shared with the local mental health professional community;
- Provide continuing education to mental health professionals by sponsoring scientific meetings featuring original papers by our members;
- With additional funds we hope to be able to develop distance-learning opportunities for mental health professionals working in remote areas and treating underserved populations.

As a nationally accredited non-profit educational organization, NPSI strives to provide the highest quality education and training for future psychoanalysts and psychoanalytically informed psychotherapists. As a membership society, NPSI supports the ongoing professional growth and development of our psychoanalyst, candidate, and community members. In so doing, the organization contributes to the current regional, national, and international psychoanalytic understanding of mental life and to the emotional health, creativity, and well-being of our community.
NPSI Scholarship Fund
Policies and Procedures

From 2017, the administrator will allocate 10% of net revenue from EBOR, workshops, and scientific meetings. Previous policy (January 2013- December 2016) included only special events (e.g. EBOR and workshops). Policies and procedures for administering funds are established and administered by the Institute (Education Committee).
Welcome to the NPSI Community listserv! Membership on the listserv includes NPSI candidates, analysts, and community members. In order to ensure the smooth operation of our community conversation platform we ask that you adhere to the following policies:

- If you want to post to the listserv simply address your email to: npsi_community@yahooogroups.com. Please note that emails sent to this address go to the entire listserv and, similarly, all members receive every reply. When responding to a post, please use “reply” if you want to reply to the sender only. Please use “reply all” if you want everyone on the listserv to see your reply.

- When posting a message for the first time, please introduce yourself as a new member (name and profession) and indicate the nature of your affiliation with NPSI (candidate, analyst, or community member). Be sure to sign every email with your full name and indicate the topic of conversation (e.g. referral request, upcoming psychoanalytic presentation) in the subject line. Use of an automated signature is fine.

- Please note that conversations on the listserv are to be limited to professional matters pertaining to the practice of psychoanalysis or psychoanalytic psychotherapy such as treatment or consultation referrals; office space availability; psychoanalytic continuing education opportunities (e.g. conferences, lectures, journal articles and books); and announcements of cultural events with significance to psychoanalysis (e.g. film, theatre, visual arts, music).

- When making a request for referrals please keep in mind HIPPA patient privacy protections. Refrain from offering detail beyond the general age (e.g. child, young adult, middle-aged adult, senior) of the prospective patient; gender; insurance requirements (if any); location preference, and as few details as possible about specific difficulties the patient is experiencing, including previous diagnoses. If more detailed explanation of the referral is required, please conduct that conversation via back-channel emails or telephone conversations. If inviting back-channel communication between yourself and another member, please include your telephone number (including area code) in the text of your message.

- The listserv shall not be used for activities related to personal financial gain except when that activity is sponsored by NPSI (e.g. book reading where a member author’s publication is available for purchase). Announcements
about psychoanalytic presentations sponsored by other organizations, if open to members of the listserv, are also allowed.

- Please note that when you post to the listserv, you must initiate your email from the address you used to sign-up for the listserv. This is how Yahoo (which hosts the group) authenticates you as a listserv member.

- Members who do not adhere to these policies will receive an email reminder by the moderator and removed from the listserv if noncompliance persists.
Welcome to the NPSI full member listserv! Membership on the listserv is limited to NPSI analysts only. In order to ensure the smooth operation of our conversation platform we ask that you adhere to the following policies. We encourage members to initiate conversations that pertain to the wider community (candidates, analysts, and community members) on our other listserv: npsi_community@yahoogroups.com.

1. If you want to post a message to the listserv simply address your email to: npsfullmember@googlegroups.com. Email sent to this address goes to the entire listserv. When replying you can respond to the individual who posted the message by selecting “reply,” or to the entire group by selecting “reply all.”
2. When initiating a conversation please indicate the topic in the subject line of your email. Additionally, please sign every email with your full name (use of an automated signature is fine). Please do not initiate a new message when responding to an existing conversation, as this is confusing for recipients who are trying to follow the thread of a conversation. On the other hand, if you are starting a new conversation, please do this in a separate email with the new topic indicated in the subject line. This will keep the flow of conversation clear and easy for others to follow.
3. Please note that conversations on the listserv are to be limited to professional matters pertaining to activities of the organization (institute or society) or of the wider psychoanalytic community (CIPS, NAPsaC, IPA, etc.).
4. When making a request for referrals please keep in mind HIPPA patient privacy protections. Refrain from offering detail beyond the general age (child, young adult, middle-aged adult, senior) of the prospective patient; gender; insurance requirements (if applicable); location preference, and as few details as possible about specific difficulties the patient is experiencing, including previous diagnoses. If a more detailed explanation of the referral is required, please conduct that conversation via back-channel emails or telephone conversations. If inviting back-channel communication between yourself and another member, please include your telephone number (including area code) in the text of your message.
5. The listserv shall not be used for activities related to personal financial gain except when that activity is sponsored by NPSI (e.g. book readings where the author’s publication is available for purchase). Announcements about psychoanalytic presentations sponsored by other organizations, if open to members of the listserv, are also allowed.
• Please note that when you post to the listserv you must initiate your email from the address you used to sign-up for the listserv. This is how Google Groups (which hosts the group) authenticates you as a listserv member.