

CODE OF REGULATIONS
THE CLEVELAND PSYCHOANALYTIC CENTER

ARTICLE I. MISSION AND PURPOSE

SECTION 1.1. Mission.

The mission of the Cleveland Psychoanalytic Center ("Center") is to promote the development and use of psychoanalysis¹ and psychoanalytic thought and education for the benefit of the community.

SECTION 1.2 Purpose.

The Center accomplishes its mission by engaging in a variety of activities and functions, including:

- A. Service to the community through collaborative programs of psychoanalysis, psychotherapy, and applied psychoanalysis in a variety of settings.
- B. Training of psychoanalysts, and the education of psychotherapists and others working in human services.
- C. Research in psychoanalysis, providing for the improvement of psychoanalytic method and the continuing evolution of psychoanalytic theory.
- D. Professional development of psychoanalysts as members of a broad scientific and humanistic endeavor to investigate and care for the human personality.
- E. Enrichment of psychoanalysis and other professions (Education, Humanities, Law, Medicine, Psychology, Social Sciences), through sharing of our varying understanding of human psychology.

¹ Psychoanalysis is a method of study of the development, structure and functions of the human mind and a theory based on that method of study. Psychoanalysis is also the application of this method and theory to the alleviation of human suffering.

ARTICLE II. MEMBERS

SECTION 2.1 Voting Members.

Voting members include Active and Candidate members. Voting members may cast one vote on all matters brought to a vote by the membership and shall have the power to elect the Board of Directors and amend the articles of incorporation or code of regulations.

SECTION 2.2 Non-Voting Members.

The Board may establish or eliminate non-voting classes of membership.

SECTION 2.3. Dues.

The Board may set dues for non-voting members. Dues for voting members shall be proposed by the Board and approved by a majority vote of voting members present at a meeting at which a quorum exists. Annual dues shall be payable by a date determined by the Board of Directors. A member shall be deemed to be in default if their payment of dues is in arrears as defined by the Board of Directors.

SECTION 2.4. Qualifications of Active & Candidate Members:

To qualify as an Active or Candidate Member, the applicant shall be:

- A. a candidate or graduate of an institute affiliated with or accredited by one of the following:
 - i. the American Psychoanalytic Association,
 - ii. the International Psychoanalytical Association, or
 - iii. the Hanna Perkins Center,
- B. a child analyst who is a member of the Association for Child Psychoanalysis, or
- C. a psychoanalyst whose training is determined to be the equivalent of that received by analysts eligible for membership identified in Section 3.2(A) or 3.2(B).

Applicants for voting membership shall meet the Center's requirements as to character, professional, and ethical standards as determined by the Governance Committee. Upon application for voting membership, applicants must respond to inquiries by the Governance Committee regarding ethics investigations, malpractice actions, and personal capacity to carry out patient care. Consideration of an applicant's membership shall not be influenced by an applicant's race, religion, age, gender, marital status, disability, national or ethnic origin, sexual orientation, or gender identity or expression.

SECTION 2.5. Applications for Membership.

Applicants for Voting or Non-Voting membership may apply for membership to the Governance Committee. After a review of the applicant's qualifications, the Governance Committee shall determine whether the applicant should be admitted to membership. If the Governance Committee denies an applicant membership, the applicant may appeal that denial to the Board in writing within thirty days after written notice of denial. The Board shall address the denial of membership and the appeal in executive session at its next regularly scheduled Board meeting.

SECTION 2.6. Duties and Ethical Obligations of Members.

Each member shall promote, contribute to, and work toward accomplishing the Center's mission. Members shall maintain all ethical standards consistent with the guidelines set forth in the ethical standards of the American Psychoanalytic Association as restated by the Cleveland Psychoanalytic Center. Each member shall agree to cooperate with and accept the findings of any investigations by the Ethics and Patient and Colleague Assistance Committees of the Center.

SECTION 2.7. Meetings.

The Center shall hold its annual membership meeting on or before June 30 of each calendar year. Special meetings of the membership may be called by the President, or in the absence of the President, by the Secretary, at that officer's discretion, or through written request of one-third (1/3) of the voting members of the Center. All membership meetings shall be held at a reasonable time at the Center's principal offices or at such other reasonable place as the Board of Directors may designate.

SECTION 2.8. Record Date.

Those Voting Members who are members on the record date, June 1, shall be entitled to vote at the annual members' meeting. For special meetings, those members who are members thirty days in advance of the meeting, shall be entitled to vote at a special meeting.

SECTION 2.9. Notice.

Written notice of the time and place of member meetings shall be given at least ten (10) days in advance of the meeting by personal delivery, mail, facsimile, courier service, or electronic mail.

SECTION 2.10. Quorum.

Forty percent (40%) of the Center's voting members shall constitute a quorum at any membership meeting. An act of a majority of the voting members present at a meeting at which a quorum is present shall be an act of the membership, unless this Code of Regulations requires a greater number to act.

SECTION 2.11. Non-Transferability.

Center membership shall be neither transferable nor assignable.

SECTION 2.12. Resignation.

Members may resign from the Center through notice to the Secretary, by personal delivery, mail, facsimile, courier service, or electronic mail.

SECTION 2.13. Termination.

Membership in the Center may be terminated at any time, for good cause shown, including but not limited to: violation of any professional licensure act, licensure revocation, suspension or relinquishment, or conviction of a felony.

Termination of membership may also result from any violation of the Principles of Ethics for Psychoanalysis adopted by the Board on Professional Standards and/or the Executive Council of the American Psychoanalytic Association as modified by the Cleveland Psychoanalytic Center. Termination of membership may result from any violation of the Articles of Incorporation, violation of the code of regulations of the Center or the failure to pay dues.

Termination of membership is initiated by a recommendation of the Governance Committee and is effective upon an affirmative vote, by secret ballot, of two-thirds of the Board present at a meeting at which a quorum is present. Any member whose membership is proposed to be terminated pursuant to this paragraph shall be entitled to thirty days notice in writing of the reasons for the proposed termination, and the time, date and place of the Board meeting at which such proposal is to be voted upon. The member shall be entitled to appear before and be heard at such meeting.

The Center shall be under no obligation to accept a resignation offered by any member after initiation of an investigation arising out of an unethical conduct charge, nor shall the resignation or offer of resignation preclude or interrupt an investigation of such charge nor prevent rendering a decision on such charge.

SECTION 2.14. Reinstatement.

By written request to the Chair of the Governance Committee, a former member may be reinstated upon such terms and conditions as the Governance Committee determines is appropriate. If a member whose membership was terminated for cause seeks reinstatement, such request shall be presented to the Board and upon an affirmative vote, by secret ballot, of two-thirds of the Board present at a meeting at which a quorum is present, membership may be reinstated.

SECTION 2.15. Membership Register.

The Secretary shall keep or direct to be kept a membership register containing the name, address, telephone number of each member as well as the membership class, the date of admission to membership and any change in membership status. Upon termination of membership, the date of termination shall also be recorded. The membership register is available to voting members of the Center for a reasonable purpose upon application to and approval by the Governance Committee.

ARTICLE III. BOARD OF DIRECTORS

SECTION 3.1. Powers & Duties.

The Board of Directors shall govern the Center's affairs and business and exercise all the powers and privileges accorded to the directors by law, subject to limitations within this Code of Regulations requiring approval by membership vote. The directors' exercise of authority shall include adopting policies and procedures consistent with the applicable law, the Articles of Incorporation and this Code of Regulations to carry out the Center's purpose. The directors may create or dissolve non-voting membership categories, committees or advisory boards, and may establish subsidiary or affiliated business entities.

SECTION 3.2. Qualification and Number.

The Board of Directors shall include no fewer than eleven (11) nor more than sixteen (16) duly elected directors in addition to the Chairs of the Faculty and Education Committees who serve as appointed directors of the Board. The number of elected directors shall be determined by the Board of Directors. A majority of directors shall be voting members of the Center.

SECTION 3.3. Nomination.

The Governance Committee shall present a slate of prospective directors to the voting members not less than seven (7) days before the annual meeting. The Governance Committee shall nominate at least one (1) person for each position to be filled. A voting member may nominate additional persons for vacant positions by providing three (3) days prior written notice to the Secretary by personal delivery, mail, facsimile, courier service, or electronic mail.

SECTION 3.4. Election.

Election to the Board of Directors shall be by secret ballot of the voting members at the annual meeting. Nominees who are running unopposed shall require majority vote for approval. If more than one nominee is proposed for a director position, the nominee who receives the most votes shall be elected.

SECTION 3.5. Term of Office.

A regular term of office shall be for three (3) years beginning and ending at the annual meeting of members. The terms of directors should be staggered so that no more than one-third (1/3) of the Board of Directors is elected at the annual meeting in any year. A director who has served for a continuous period of five (5) or more years is not eligible for election to an additional term until that director has been off the board for at least one year.

SECTION 3.6. Vacancy.

If a vacancy occurs on the Board, the remaining directors may elect a replacement by majority vote to serve until the next annual membership meeting.

SECTION 3.7. Meetings.

The Board of Directors shall hold regular meetings, no less often than quarterly, as the Board of Directors may determine. All Board of Directors' meetings shall be held at the principal offices of the Center or at such other reasonable place as the President shall designate.

SECTION 3.8. Notice.

Written notice of the time and place of meetings shall be given at least seven (7) days in advance of the meeting by personal delivery, mail, facsimile, courier service, or electronic mail. Written notice shall be given to each of the directors as well as to the executive councilor and alternate.

SECTION 3.9. Attendance.

A director may attend a board meeting through electronic communication if the transmission allows all persons participating in the meeting to contemporaneously communicate with each other. Such participation shall constitute a presence at a meeting for purposes of determining whether a quorum exists.

SECTION 3.10. Quorum.

A majority of the number of directors shall be necessary to constitute a quorum for a meeting of the Board of Directors. An act of a majority of the directors present at a Board meeting at which a quorum is present shall be an act of the Board of Directors, unless this Code of Regulations requires a greater number to act.

SECTION 3.11. Action without Meeting.

Any action that may be taken at any meeting of the Board of Directors may be taken without such a meeting by unanimous written consent. Written consent may be conveyed by personal delivery, mail, facsimile, courier service, or electronic mail.

SECTION 3.12. Removal.

A director may be removed with or without cause by two-thirds (2/3) vote of the voting members present at any membership meeting at which a quorum is present.

SECTION 3.13. Resignation.

A director may resign through notice to the Secretary, by personal delivery, mail, facsimile, courier service, or electronic mail.

SECTION 3.14. Code of Ethics and Conflict of Interest.

All directors serving on the Board of Directors shall abide by the Center's code of ethics and its conflict of interest policy.

ARTICLE IV. OFFICERS

SECTION 4.1. Officers.

The Center's officers shall be a President, a Secretary, and a Treasurer. No member may hold more than one (1) officer position concurrently. The Board of Directors may also elect such additional officers, as it deems desirable; such officers shall have the authority to perform duties prescribed by the Board of Directors. Officers shall be directors.

SECTION 4.2. Election.

The Board of Directors shall elect officers following the annual members' meeting. Terms of office shall begin on the date of the officers' election and end either in one (1) year or on the date of the next annual meeting, whichever is later.

SECTION 4.3. Duties.

The Center's officers shall have the authority to perform and shall perform such duties as are customarily incident to their respective offices as described below, and such other duties as may be prescribed by the Board of Directors.

- A. The President's powers shall include, but are not limited, to the following:
The Center's President presides at board and executive committee meetings. The President may attend any meeting of any Committee or Subcommittee of the Center except for the Patient & Colleague Assistance and Ethics Committees and the Admissions and

Appointments Subcommittees which he or she may attend upon invitation of the Committee. The President shall have, subject to direction and review by the Board of Directors, general supervision, direction, and control of the business of the Board.

- B. The Secretary's powers shall include, but are not limited to, the following: The Secretary shall assume the President's duties if the President is absent or unable to fulfill his or her duties. The Secretary is responsible for maintaining the Center's records. The Center's records include, but are not limited to, the following: minutes of all membership meetings, board meetings, committee meetings, and a membership register. The Secretary is also responsible for providing notice of member and director meetings.
- C. The Treasurer's powers shall include, but are not limited to, the following: The Treasurer shall be the Center's chief financial officer and shall be responsible for understanding and presenting the financial status and reports of the Center and maintaining all accounts of the monies, properties, and business transactions of the Center.

SECTION 4.4. Vacancy.

If a vacancy occurs in an office, the Board of Directors shall elect a board member to serve the unexpired term.

SECTION 4.5. Removal.

Any officer may be removed with or without cause by two-thirds (2/3) vote of the Directors present at a meeting at which a quorum is present that has been called for such purpose.

SECTION 4.6. Resignation.

Any officer may resign through notice to the remaining officers, by personal delivery, mail, facsimile, courier service, or electronic mail.

ARTICLE V. COMMITTEES

SECTION 5.1. General.

There shall be eight (8) standing committees of the Board and Center: Executive, Governance, Finance, Development, Education, Faculty, Ethics, and Patient & Colleague Assistance. Each committee shall have such powers and perform such duties or functions as stated in this code of regulations and may be delegated additional duties by the Board of Directors. The chair of the Development, Finance and Governance committees shall be a director. Except as set forth herein, the members of each committee shall be appointed by the Executive Committee after consultation with the chair of the committee. In addition to the committees set forth in this section, the Board of Directors may create such additional committees that it deems desirable.

SECTION 5.2. Term of Service.

Except as set forth herein, a regular term of service on a committee shall be three (3) years except for committee members appointed to fill a vacancy. Terms of committee members should be staggered so that no more than one-third (1/3) of the committee members shall be appointed in any one year.

SECTION 5.3. Vacancy.

Except as set forth herein, if a vacancy occurs on a committee, the Board of Directors shall appoint a replacement to serve the unexpired term.

SECTION 5.4. Notice.

Except as set forth herein, written notice of the time and place of regular committee meetings shall be given at least seven (7) days in advance of the meeting and written notice of special meetings shall be given at least two (2) days in advance. Notice may be given by personal delivery, mail, facsimile, courier service, or electronic mail.

SECTION 5.5. Attendance.

A committee member may attend a committee meeting through electronic communication if the transmission allows all persons participating in the meeting to contemporaneously communicate with each other. Such participation shall constitute a presence at a meeting for purposes of determining whether a quorum exists.

SECTION 5.6. Quorum.

A majority of committee members constitutes a quorum. The act of a majority of the committee members present at a committee meeting at which a quorum is present is the act of the committee. A chair is a committee member.

SECTION 5.7. Resignation.

Any committee member may resign an appointment to a committee by giving written notice to the committee chair and the Secretary.

SECTION 5.8. Minutes.

Minutes of each meeting of a committee shall be maintained by the chair of the committee and the Secretary of the Board of Directors. Any action by a board committee shall be reported to the board at its next meeting after such action.

SECTION 5.9. Code of Ethics and Conflict of Interest.

All committee members shall abide by the Center's code of ethics and its conflict of interest policy.

SECTION 5.10. Executive Committee.

The Executive Committee shall consist of the President, Secretary, Treasurer, and one (1) additional director selected by the Board of Directors. The Executive Committee shall be authorized to act on all matters that may require action in between regular board meetings and shall also have such authority, functions and duties as may be delegated to the committee by the board. The Executive Committee shall be chaired by the President and shall meet when called by the President or by a majority of the members of the committee. The Executive Committee shall be in charge of hiring and evaluating Center staff and personnel matters.

SECTION 5.11. Governance Committee.

The Governance Committee shall have at least five (5) members. A majority of the Governance Committee shall be voting members of the Center. The Chair of the Governance Committee shall be appointed by the Executive Committee. The Governance Committee shall be responsible for performing board and director evaluations, interviewing and nominating directors for election to the board, interviewing and nominating officers of the Center and overseeing compliance with the Center's Articles of Incorporation and this Code of Regulations. The Governance Committee shall also be responsible for interviewing and nominating the Executive Councilor, the Alternative Executive Councilor, and Faculty Analyst members to the Education Committee, reviewing the qualifications of any person wishing to become a member of the Center, and approving members.

SECTION 5.12. Finance Committee.

The Finance Committee shall be chaired by the Treasurer and have at least three (3) members. The Treasurer shall chair the Finance Committee. The accountant for the Center shall serve as an ex-officio member of the Committee. The Finance Committee shall develop and present to the Board an annual operating budget, monitor the Center's finances and adherence to the budget, establish long range financial goals, recruit, select and engage an auditor, and present financial reports to the board. The Finance Committee is responsible for creating the Fiscal Policy of the Center for approval of the Board of Directors and implementing the approved Fiscal Policy. The Finance Committee shall also be responsible for the determination and collection of tuition and fees in consultation with the Education and Faculty Committees.

SECTION 5.13. Development Committee.

The Development Committee shall have at least five (5) members. The Chair of the Development Committee shall be appointed by the Executive Committee. The Development Committee shall be responsible for the development of long-term financial resources for the Center. The Development Committee shall develop and participate in capital campaigns, fundraising events and activities for annual operating support, and develop policies for gift acceptance and planned giving.

SECTION 5.14. Education Committee.

The Education Committee shall conduct all functions related to the training of psychoanalytic candidates, in accord with the bylaws of the American Psychoanalytic Association and its Board on Professional Standards.

- A. Composition: The Education Committee shall be comprised of at least five Training Analysts as defined by the American Psychoanalytic Association, any Supervising Analysts, and one Faculty Analyst for every two Training Analysts (with an additional Faculty Analyst if there is an odd number of Training Analysts). Supervising Analysts may also serve in the capacity of Faculty Analyst if duly elected to that position.
- B. Election and Term: Training Analysts and Supervising Analysts shall be appointed by the Education Committee for a term of five years from among the membership of the Center in accordance with the standards of the Board on Professional Standards of the American Psychoanalytic Association. A Training Analyst or Supervising Analyst may be reappointed for additional terms. Training Analysts and Supervising Analysts are members of the Education Committee unless they inform the chair of the Education Committee in writing that they wish to be excused. If excused, the analyst may then request in writing to be reinstated, which may be done by majority vote of the Education Committee.

The Faculty Analyst committee members shall be elected by the members of the Center after nomination by the Governance Committee, who shall propose a slate of one nominee for each position. Any voting member may nominate additional persons for any vacant positions to be filled at the meeting by providing three (3) days prior written notice to the Secretary, by personal delivery, mail, facsimile, courier service, or electronic mail. Faculty Analysts shall serve three-year terms, in staggered classes; to the extent practicable, one-third of the Faculty Analysts of the committee shall be elected in each year. They may serve for two consecutive terms.

- C. Officers: The Education Committee shall elect by a method of its choice, a Chair and Secretary. The Chair of the Education Committee must be a Training Analyst and shall be elected for a three-year term and may serve two consecutive terms. The Chair of the Education Committee shall be an appointed voting member of the Board of Directors. The Secretary of the Education Committee shall be elected for a three-year term and may serve two consecutive terms. The Secretary records the minutes of the meetings and carries out all official correspondence. In the absence of the Chair, the Secretary may serve in the Chair capacity if the Chair so chooses. The Education Committee may by majority vote designate a Chair-elect or a Secretary-elect within a year before the term of that office begins.
- D. Vacancy: Any vacancy among Faculty Analyst committee members on the Education Committee shall be filled by special election of the voting members of the Center.

- E. Function: The Education Committee has authority over (a) all educational affairs of the Center pertaining to psychoanalytic training, in accordance with the educational standards established by the Board on Professional Standards of the American Psychoanalytic Association; (b) the Center's relationship with said Board on Professional Standards; and (c) any relationship or affiliations with other educational institutions pertaining to psychoanalytic training. The Education Committee shall have custody and control of the records maintained by it and shall take all measures necessary to ensure confidentiality essential to its functioning. Psychoanalytic training is defined as the training of candidates to become psychoanalysts. All other educational functions shall be the responsibility of the Faculty Committee and the Board.
- F. Meeting of Education Committee: Regularly scheduled meetings of the Education Committee shall be held at such time and place as the Committee shall determine. The Chair, the Secretary, or any three members of the Committee may call special meetings of the Education Committee at any time. A special meeting shall be held as such time and place as the person or persons calling the meeting shall designate.
- G. Reports: With due respect of the confidentiality required in the performance of its duties, which responsibility is left to the discretion of the Committee, the Education Committee shall report on its activities and procedure to the members of the Center at the annual meeting and shall report to the Board of Directors on all matters which are requested by the Board of Directors.
- H. Procedures: The Education Committee may adopt such procedures and select such officers as it deems necessary and advisable to properly fulfill its duties, including the proper maintenance of records of candidates in training and of the applicants for training in the Center.
- I. Fellows to Board on Professional Standards: The Education Committee shall select two Fellows and two alternates to the Board on Professional Standards of the American Psychoanalytic Association from its members in accordance with the requirements of the American Psychoanalytic Association.
- J. Faculty: All Active Members of the Center are considered to be Faculty of the Center. Candidate Members may serve as Candidate Faculty for courses they are qualified to teach. Affiliate Members, Emeritus Members, or non-members may serve as Guest Instructors at the request of the Curriculum Committee or committees of other Divisions of the Center that conduct non-candidate courses.
- K. Subcommittees: The Education Committee shall determine the procedure for appointments to and composition of the Subcommittees of the Education Committee except as stipulated in 5.14 K.2.
 - 1. Appointments Subcommittee: This Subcommittee has the responsibility of reviewing the appointments and reappointments of Training Analysts and Supervising Analysts in accordance with the requirements of the American Psychoanalytic Association. It shall also nominate the positions of Chair and Secretary of the Education Committee and Fellows of the

Board on Professional Standards of the American Psychoanalytic Association. This Committee shall establish and make known to the members of the Center written standards and procedures for the appointment and reappointment of Training Analysts and Supervising Analysts. Its recommendations shall be reported to the Education Committee for action.

Any person who is not then appointed or reappointed to serve as a Training Analyst or Supervising Analyst, who believes that he or she has the qualifications to serve as a Training Analyst or Supervising Analyst, shall be entitled upon request to an explanation in writing of the reasons why he or she has not been appointed and may request reconsideration of the decision of the Education Committee according to the Appointment Subcommittee appeals process. If still dissatisfied with the outcome of the reconsideration, the analyst may appeal the decision of the Education Committee to the Board of Directors. The person shall be entitled to appear before the Board of Directors in executive session at its next scheduled meeting. The chair of the Education Committee shall explain the process by which the decision had been made. The Board of Directors shall review the decision to determine whether the procedures of the Education Committee were followed in an equitable manner with due diligence, and if not, shall stay the decision of the Education Committee and return the matter to the Education Committee for reconsideration.

2. Curriculum Subcommittee: The Subcommittee Chair shall be appointed by the Education Committee and the membership of the Subcommittee shall be open to all members of the Center and do not need to be members of the Education Committee. This Subcommittee has the responsibility to establish and implement the course curriculum for the teaching of candidates. It shall review, revise and make available a syllabus of the curriculum. It shall see to the staffing of faculty for the necessary courses and evaluate the quality of courses offered. It shall in addition, report to the Progression Subcommittee an evaluation of the participation and performance of the candidates.
3. Admissions Subcommittee: This Subcommittee shall establish written standards and procedures for the admission of candidates, review all credentials of prospective candidates, and conduct appropriate admission interviews. It shall appoint Training Analysts, Supervising Analysts, and Faculty Analysts to meet with applicants and promote outreach to prospective candidates.
4. Progression Subcommittee: This Subcommittee shall establish written standards, procedures, and criteria for the progression and graduation of all candidates. It shall have the responsibility for regular evaluation and documentation of the progress of candidates, and shall provide appropriate feedback and guidance to candidates.

5. Child Analysis Subcommittee: The responsibility of this Subcommittee is to ensure the quality of training for child analysis. It shall establish written standards of the admission, progression, and graduation of child analytic candidates, and regularly review and record the same. It shall develop and implement a curriculum and syllabus for child analysis. It shall oversee child analytic matters in the Center and shall concern itself when appropriate with outreach to prospective child candidates.

SECTION 5.15. Faculty Committee.

The Faculty Committee shall have at least five (5) members who are appointed by the Board of Directors. The Chair of the Faculty Committee shall be elected by the members of the committee and shall serve as an appointed and voting member of the Board of Directors.

The Faculty Committee shall oversee all matters pertaining to the teaching of psychotherapy to therapists and others studying to become mental health professionals and professional development for therapists and others. The Faculty Community shall appoint subcommittees as necessary to carry out its functions.

SECTION 5.16. Ethics Committee.

The Ethics Committee shall have at least seven (7) members that are voting members of the Center. The Chair of the Ethics Committee shall be elected by the members of the committee. Once the Ethics Committee has been convened to consider a particular case, the membership on the Ethics Committee for purposes of that case shall remain as originally constituted until the disposition of the case. Thus, while the membership of the Ethics Committee may change every three years, the composition of the Ethics Committee with respect to any particular case will be determined by the date on which the matter is initially brought before the Ethics Committee. In the event that any members of the Ethics Committee cannot serve, or decline to serve, in a particular case, the Chair of the Ethics Committee in consultation with the members of the Ethics Committee shall appoint eligible members of the Center to fill the vacated position(s).

The Ethics Committee shall be responsible for:

- A. Maintaining and updating the Center's manual of ethics in accord with the Principles and Standards of Ethics of the American Psychoanalytic Association.
- B. Ensuring compliance with and responding to inquiries about the Center's manual of ethics.
- C. Issuing advisory opinions regarding questions about ethical conduct submitted to it.
- D. Hearing complaints concerning any alleged breach of ethics by a Center member referred to the Ethics Committee in accordance with its procedures, and to take appropriate action to resolve such matters.
- E. Education of members and the public

SECTION 5.17. Patient & Colleague Assistance Committee.

The Patient & Colleague Assistance Committee shall have at least five (5) members that are voting members of the Center. The Chair of the Patient & Colleague Assistance Committee shall be elected by the members of the committee. The Patient & Colleague Assistance Committee shall be responsible for reviewing, investigating, and addressing any concerns about the functioning of any Center member. The Committee may address such concerns by acting as mediators, by guiding the member, by establishing oversight, or by any other appropriate means. The Committee may refer the matter to the ethics committee in accord with the Center's manual of ethics and the Principles and Standards of Ethics of the American Psychoanalytic Association. The Committee shall report the matter to the board if the matter cannot be resolved.

ARTICLE VI. COUNCILORS

SECTION 6.1. Executive Councilor and Alternate.

The Executive Councilor shall serve as the Center's representative to the American Psychoanalytic Association Executive Council. The Executive Councilor shall have power to investigate, file reports, and to represent the Center with regard to matters and actions of the executive council. The Executive Councilor shall attend meetings of the Board of Directors, ex-officio, at the request of the President but shall not be entitled to vote at board meetings unless the executive councilor is otherwise serving as a director. The Executive Councilor shall report to and update the Board of Directors after each meeting of the American Psychoanalytic Association Executive Council. The Alternate Councilor shall serve in the executive councilor's place, if he or she is unavailable, at American Psychoanalytic Association executive council meetings and at Board of Directors meetings. In the event that the Executive Councilor position is vacated, the alternate councilor shall serve as the Executive Councilor.

SECTION 6.2. Election and Term.

An Executive Councilor and an Alternate shall be elected by the members of the Center after nomination by the Governance Committee, who shall propose a slate of one nominee for each position. A voting member may nominate additional persons by providing three (3) days prior written notice to the Secretary, by personal delivery, mail, facsimile, courier service, or electronic mail. A regular term of office shall be for two (2) years except for councilors elected to fill a vacancy created by death, removal, resignation, or otherwise. The newly elected councilor shall serve for the unexpired term of the predecessor in office if filling a vacancy, or for the full term if the vacancy is as a result of an increase in the number of councilors. The newly elected councilor shall serve as alternate councilor regardless of whether the Executive councilor or Alternate councilor position was vacated. Only voting members of the Center who are also active American Psychoanalytic Association members may be nominated and elected to be an Executive or Alternate Councilor.

ARTICLE VII. FISCAL YEAR

SECTION 7.1. Fiscal Year.

The Center's fiscal year shall be a twelve (12) calendar month period beginning on June 1st and ending on May 31st.

ARTICLE VIII. DISSOLUTION

SECTION 8.1. Dissolution.

The Center shall be dissolved upon the affirmative vote of not less than two-thirds (2/3) of the board. The Board shall then take such action as may be necessary to wind up the affairs of the Center and to effect the termination of its corporate existence. No director or any other private individual shall be entitled to share in the distribution of any of the assets on dissolution of the Center. One hundred percent (100%) of the final distribution of Center's assets shall be distributed to one or more 501(c)(3) organization(s) which serves the Center's charitable purpose, as determined by the Board.

ARTICLE IX. AMENDMENT

SECTION 9.1. Code of Regulations.

This Code of Regulations may be amended or repealed by an affirmative vote of two-third (2/3) of the voting members in attendance at any annual, regular or special meeting of members at which a quorum is present.

Adoption of the Code of Regulations

This Code of Regulations was amended by the affirmative vote of two thirds (2/3) of the members present at a meeting where a quorum is present that was conducted in Cleveland Heights, Ohio on January 27, 2015.