**CoS Board of Directors Conference Call Meeting Minutes**

**August 3, 2020**

**2:00 PDT, 3:00 MDT, 4:00 CDT, 5:00 EDT**

Present: Karen Farrell, President/Clinical Psychology; Richard J. Seime, Past President; Sally Barlow, Vice President/Group & Group Psychotherapy; Victor Molinari, Treasurer/Geropsychology; Julia Phillips, Secretary/Counseling Psychology; Linda Carter Sobell, Behavioral and Cognitive Psychology; Michael Roberts, Clinical Child Psychology; Lloyd Berg, Clinical Health Psychology; Robin C. Hilsabeck, Clinical Neuropsychology; Michele J. Rusin, Rehabilitation Psychology; Carlen Henington, School Psychology; Shirley M. Glynn, Serious Mental Illness Psychology; David Cox, ABPP, Toni Minniti, APA, Alex Siegel, ASPPB

Absent: Caroline S. Clauss-Ehlers, Couple and Family Psychology; Lori Hauser, Forensic Psychology; Jennifer C. Kelly, Police & Public Safety Psychology; John M. Watkins, Psychoanalysis; Don Townsend, Sleep Psychology.

1. Roll Call
2. President’s Remarks … Karen Farrell shared acknowledgement that the pandemic is extraordinarily stressful, especially for mental health professionals who share the anxieties of their clients, as well as those of themselves and their families. She thanked all for attending this meeting.
3. Karen Farrell provided an update on the letters sent to the ABPP BOT regarding our wish for clarification regarding the definitions of specialty and subspecialty and the processes used to decide how groups are awarded these distinctions. A main mission of CoS is to work together toward the alignment of specialty/subspeciality definitions and use of similar clear and transparent criteria across major psychology organizations in furthering our work to promote the value of specialization. David Cox shared that there was a lengthy discussion of this issue of specialties/subspecialties at ABPP and they decided to allow CRSPPP to recognize specialties/subspecialties and ABPP will decide if a credentialing board is warranted. ABPP left the door open that in an unusual circumstance, they might recognize a specialty, but prefer to allow that process to first be decided by CRSPPP. These developments are positive for the field with several expressing support for this direction. Toni asked for CoS members to share with others on the APA Council of Representatives your support and educate those on APA Council about this issue.
4. Rick Seime shared an update on the submission to CoA of the CoS sponsored letter recommending adoption of the taxonomy for graduate, doctoral internship, and postdoctoral programs and the multiple APA signatory groups supporting this recommendation. The letter went to CoA Chair, Cindy Juntunen, and Jacquie Wall at APA CoA on June 2, 2020. All three major doctoral training specialties (Clinical Psych, School Psychology, Counseling Psychology) supported this letter, in addition to numerous other organizations. Karen Farrell thanked the Executive Committee for their work on this and other initiatives this year.
5. Rick Seime shared information on the Summit 4.0 Planning and Followup Task Group. The question of who will constitute the followup group moving forward was put before the CoS. Rick invited CoS members who have not yet been involved to become involved, particularly as a Summit 5.0 is considered. Karen Farrell indicated that we will continue with this question.
6. David Cox (lead for Outreach and Communications Task Group about Specialties, Specialization and Board Certification) provided an update on this task group’s work. Rob Davis has provided a quote for developing an app for programs to plug in their information related to their programs. The app would then identify which terms in the taxonomy were most appropriate for programs to use to communicate about their programs using the language of taxonomy and specialization. The task group requested assistance in the financing of development of this app ($3000 for initial development and $1000 for annual updates). The task group would also like the app to be housed on the CoS website. Victor Molinari fully supported the requests, sharing that we do have the funds to purchase this initiative. Karen Farrell suggested that we need to work out the logistics of doing so. David Cox indicated that the task group could assist with the logistics in conjunction with our webmaster, Bonnie Palmer. Michael Roberts moved that we approve the proposal to fund and house the app. No further discussion. Motion was approved unanimously. Implementation will be coordinated with the Task Group.
7. Linda Sobell went back to previous discussion about specialties versus subspecialties versus proficiencies and asked for guidance on what her Addiction Psychology needs to do as they are only provisionally approved by ABPP and they are now recognized as a proficiency by CRSPPP. Toni Minniti indicated that all proficiencies have until their renewal date to update their petition to become a specialty. Linda asked David Cox whether or not Addictions can get some recognition of their specialty on the ABPP site? The specialty will not be on ABPP website until fully approved by ABPP. Assuming the positive and Addiction Psychology is fully approved by ABPP, then Addiction Psychology will be eligible for membership on CoS. Rick Seime indicated that several documents need to be submitted by the Addiction Psychology specialty and then CoS will be able to vote on membership on CoS for the specialty..
8. Rick Seime sent a proposal to CoS regarding CoS’ role in Implementing Summit 4.0 action plans (see proposal at end of minutes). Does the CoS want to take action in this way? This was supported by CoS members and it was suggested that each CoS Board member take the proposal to their specialty councils for input to see if there would be buy-in on the Taxonomy action plan proposal. Toni Minniti shared information about some initiatives in CRSPPP with the major point being that it could be effective to do more collaborative work during the October CRSPPP meeting with CRSPPP, CoS, and Task Group related to the taxonomy. The CRSPPP meeting will be October 8-10. Karen Farrell is liaison for CRSPPP and agreed that this would be helpful. Carlen Henington shared that few programs are using the taxonomy in School Psychology because with the change to the SoA, programs were already too stressed by changing materials to SoA to change again to taxonomy language. Robin Hilsabeck reported that Clinical Neuropsychology plans to have another training summit to update their programs’ training to utilize the taxonomy. It was decided that a) each CoS member would take Rick Seime’s proposal to their Specialty Councils to get their input and report back at the November meeting; b) a taxonomy champion for each Specialty will be identified; and c) a CoS representative or two would attend the CRSPPP meeting in October to coordinate efforts.
9. Bylaws revision was discussed – Carlen Henington led the bylaws revision processes along with Victor Molinari and Rick Seime. Bylaws were reviewed for needed changes, prompted by change in Presidential terms to include a 3-year President-Elect/President/Past President sequence. There were also some small changes to meeting processes given the electronic age of virtual meetings/votes, as well as changes related to indemnification because we actually have no insurance to indemnify Board of Directors and Officers. Yet there has been a lengthy section of the bylaws about indemnification. The bylaws revision specifies that officers can request reimbursement for liability insurance as officers if they do not have insurance already. Alex Siegel asked whether or not The Trust , for example, actually covers these activities. Rick indicated that his work as an officer would be covered under his policy, per his conversation with the Trust when he purchased a policy covering non-clinical activities. These changes are proposed because of the high cost of Director and Officers insurance for the CoS i.e., $2500-$3000 per year. Rick noted that we should write our bylaws such that CoS would not cover professional liability insurance covering patient care activities, only a policy that would cover CoS board activity. As point of fact, majority of Board of Directors and Officers on CoS have their own professional liability insurance covering them for activities such as service on CoS.

We must give a 45-day notice at this point to change the bylaws. Carlen proposes that we go forward with bylaws revisions and give time for people to consider the changes, asking them to give feedback if they desire. Carlen will send a summary and draft of revised Bylaws to clarify all of this. CoS will meet Monday Sept 21 at 5 pm EST by zoom to vote on new bylaws.

1. Nominees needed ASAP for CoS seat on APA-Commission on Accreditation for term beginning 2021.  Please consider those who are either on the CoS or who have served on CoS in the past and send to Rick Seime. Nominations are also being sought for election of President-Elect and Treasurer for our November meeting.
2. Rick mentioned that there is Public Comment on CoA draft of IR for Postdoc Competencies. Each specialty that submitted competencies (see CoS website) should review the latest draft for their specialty. Robin Hilsabeck has told us that a Neuropsych workgroup led by Brad Roper and Amy Heffelfinger will review latest draft from CoA on posdoc competencies for their specialty. Robin asked if a coordinated response is desired via a reactivated workgroup to draft CoS comments on the revision. Health Psychology might also do this, as well. Lloyd Berg will reach out to see if those who were previously involved would like to coordinate a response with Neuropsych and CoS. Other specialties should let the CoS EC know if there are issues that should be addressed by the CoS as a whole. The CoS EC will coordinate based upon feedback and review of the IR.

Respectfully submitted by Julia C. Phillips, Secretary

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Appendix A

Brief Update from the

Interorganizational Summit on Specialty, Specialization, and Board Certification

Outreach and Communications Task Force/David Cox Request of CoS

This group has been diligently working on ways to get the word oud, and achieve buy-in, regarding the Taxonomy for Psychology since the Summit 4.0 last year. The members of the group include David Cox, Scott Sperling, Lesley Lutes, Toni Minniti, and John Piacentini. We have at times included others in the work as well for additional input.

We have completed worked on the task sing a multi-perspective model; attempting to clarify the concepts in the Taxonomy from the perspective of the public, a student, a psychologist, an employer, etc. Our goal is to provide useful information to assist in, and facilitate, the use of the Taxonomy and increase the use of it in the field.

Toward that end, we have completed a written document and much of an infographic. It is our plan to develop the latter into an electronic-format (such as pdf or web-like hyperlinked item) that can walk someone through the Taxonomy issues (e.g., why should I specialize?, do I need a specialist?, etc.) The pandemic and financial issues related to APA have caused us to slow down and consider some alternatives to our original goal of having APA staff work on development of this, yet we plan to continue.

We also have been in touch with a programmer who we plan to have build a system that will help determine the appropriate labels (exposure, experience, emphasis, major area of study) for a program.

To move forward with these plans, we are asking COS to provide some funding. Specifically, we are requesting a $3000 grant this year to assist in the development of the program and other means of getting the word out. In subsequent years, there may be costs that we estimate would likely not exceed $1000 for maintenance, etc. We also are asking COS to consider being the “home” for this material.

Appendix B

CoS’ role in implementing Summit 4.0 Action Plans

A Proposal by Rick Seime

Adoption of Taxonomy

CoS can play an even greater role promoting the widespread adoption of the E & T Taxonomy

( <https://www.apa.org/ed/graduate/specialize/taxonomy.pdf> .) This is especially true given that this APA policy is up for routine review and renewal at this time ( <http://apaoutside.apa.org/EducCSS/Public/pdfs/Taxonomy%20REVISION_tracked_FOR%20POSTING%202_14_20.pdf> ) and given CoS’ strong history of support of the use of the Taxonomy Guidelines and working with CRSPPP/APA to encourage specialties to provide their specialty-specific taxonomy for the education and training community (<https://www.cospp.org/education-and-training-taxonomies>) . CoS through its CoS specialty council representatives and respective specialty councils may even have more impact than the CoA on adoption of the taxonomy given we are the independent voices of the recognized specialties in health service psychology.

Proposed Action Plan

1. CoS leadership establish an E & T Task Force consisting of several Board of Director members tasked with:
	1. implementing a strategy to ensure that each member of the CoS Board of Directors has working knowledge of the *Education and Training Guidelines.*
	2. serving as resource for specialty representatives to enable them to effectively advocate for the taxonomy with their respective specialty councils.
	3. ensuring that each specialty has developed and updated their taxonomies in a fashion consistent with the *Education and Training Guidelines: A Taxonomy for Education and Training in Professional Psychology Health Service Specialties and Subspecialties.* Underscore that each of the specialties must take responsibility for ***their*** E & T taxonomy.
	4. reviewing new specialty E & T submissions to ensure that each specialty has utilized the E & T Taxonomy in a fashion consistent with the *Guidelines*
	5. developing policies & procedures for CoS formal review of specialty education and training guidelines
	6. liaising with Outreach and Communication Task Force of Summit 4.0 to identify resources that will be useful for education/training.
2. CoS collaborate with CRSSPP (new acronym) in promote widespread adoption of the taxonomy.
	1. Identify best practices to work with training councils, specialty councils, and/or individual training programs to use language of the taxonomy.
	2. Identify unique and overlapping roles for CoS and CRSSPP.
3. CoS should capitalize on liaison relationship with APPIC to promote use of taxonomy at internship and postdoctoral levels of training:
	1. The APPIC Directory is widely used by those seeking training opportunities. Work to reinforce APPICs cane use of specialty taxonomy language in those listings.
	2. The Universal Psychology Postdoctoral Registry was developed several years ago by APPIC as a central registry to assist students interested in postdoctoral training. The registry includes all postdoctoral programs that wish to be listed, i.e., APA-accredited, not APA-accredited, member APPIC programs, non-member programs. APPIC has asked that programs use E & T language in their directory entries. However, there is not a review of the program self-descriptions by APPIC for UPPR entries. The UPPR may be a golden opportunity for APPIC and CoS to collaborate.
4. Establish a liaison relationship between CoS and Council of Chairs of Training Councils (CCTC) for purpose of opening up more direct line of communication between the specialties and training council stakeholders.

Outreach + Communications about Specialties, Specialization, and Board Certification

CoS should foster the growth and “individuation” of specialties which will ultimately ensure appropriate pathways for specialty training and growth of the number of credentialed specialists.

Proposed Action Plan

1. CoS EC member should be participating in the Summit 4.0 Outreach and Communications Task Force to ensure follow-on support from CoS. The CoS EC Task Force member will:
	1. Assure that CoS Board of Directors is aware of the initiatives proposed and implemented by the Task Force.
	2. Clarify what is expected from CoS in support of the outreach and communication task force goals
2. The Outreach and Communication Task Force should identify the resources that need to be mobilized in support of messaging and education.
	1. Identify the informatics/messaging that will need to be incorporated on CoS website.
	2. Identify resources needed both financially and technically for support of messaging/informatics.
	3. Identify how to fund implementation.
	4. Identify which organizations will take lead for implementation i.e. , CRSSPP, CoS, ABPP etc.

Rick Seime

4/15/2020

Appendix C

**Bylaws
of the Council of Specialties in Professional Psychology**

**Article I: Organization**

The name of the organization is Council of Specialties in Professional Psychology, hereafter referred to as the CoS. The Council of Specialties in Professional Psychology is a Missouri general not-for-profit corporation.

**Article II: Purposes and Restrictions**

The purpose of the CoS shall be those non-profit purposes stated in the Articles of Incorporation, as may be amended. No part of the net earnings or other assets of the CoS shall inure to the benefit of, be distributed to or among, or revert to any Director, officer, contributor or other private individual having, directly or indirectly, any personal or private interest in the activities of the CoS, except that the CoS may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the non-profit purposes stated in the Articles of Incorporation.

**Article III: Specialty Characteristics**

A specialty is a defined area of professional psychology practice characterized by a distinctive configuration of competent services for specified problems and populations. Practice in a specialty requires advanced knowledge and skills acquired through an organized sequence of education and training in addition to the broad and general education and core scientific and professional foundations acquired through a doctoral program accredited by the American Psychological Association (APA) or Canadian Psychological Association (CPA).\* Specialty training may be acquired either at the doctoral or postdoctoral level as defined by the specialty.

\*Except where APA or CPA program accreditation does not exist for that area of professional psychology.

The CoS shall recognize specialties by a majority vote of its Directors, said specialties being eligible for recognition only after either being recognized by the APA Commission for Recognition of Specialties and Proficiencies in Professional Psychology (CRSPPP) or having its credentialing/certifying board affiliated with the American Board of Professional Psychology (ABPP). Any specialty not yet recognized by the CoS, after it has met either criterion for recognition by the CoS, shall request, in writing, that the CoS recognize it, and shall complete whatever procedures set into policy by its Board of Directors at that time, in order to allow the Board to deliberate and vote in an informed manner.

The CoS, understanding that a specialty may develop subspecialties within its specialty that are recognized by CRSPPP and/or ABPP, may recognize subspecialties; however, only specialties may make the request that a subspecialty be recognized by the CoS and only specialties may have a seat on the Board of Directors.

For CoS, a specialty is represented by a specialty council comprised of two or more organizations that represent the specialty broadly and provide national leadership in the development and maintenance of education, training, credentialing, practice guidelines, and competency standards for the specialty (e.g., a "specialty council" consisting of the ABPP academy in that specialty, the ABPP Board in that specialty, the APA Division(s) in that specialty, and the organization of education and training directors in that specialty at the doctoral internship, postdoctoral residency, and continuing education levels).

Recognition of a specialty by the CoS and acceptance of a representative of the specialty to CoS does not constitute endorsement by the CoS of the member organizations of the specialty council.

**Article IV: CoS Mission Statement**

As a service to the profession of psychology and the public, the purpose of the CoS shall be to actively promote, support, and implement the following:

1. A broad awareness of the nature of specialties in the practice of professional psychology, including professional heath service psychology, within organized psychology and the general public.
2. A general organizational structure upon which the specialties can build and develop their specialty councils, provide any needed forum and consultation for the discussion of common issues among the specialties, and for promoting collaboration among the specialties to insure the cooperation and resolution of issues among specialties.
3. Policies and procedures that further the development, education, training, credentialing, and practice of the specialties of professional psychology.
4. The development and communication of coherent and consistent policies and procedures within the specialties of professional psychology.
5. Coordination of efforts among specialties regarding specialty education, training, credentialing, and professional practice.
6. Advisement and consultation to various organizations that may impact on the education, training, credentialing and practice of specialties in professional psychology. Such organizations may include, but not be limited to, the Commission on Accreditation (CoA) and ABPP, CRSPPP, APA, APA’s Practice Organization, APA’s Education Directorate, the Association of State and Provincial Psychology Boards (ASPPB), the Association of Psychology Postdoctoral and Internship Centers (APPIC), and other similar organizations, regarding policy formation, the planning and coordination of education and training standards and guidelines relevant to the accreditation, articulation of specialty competencies and practice guidelines, and credentialing and/or certification procedures for specialties in professional psychology.
7. Publication and dissemination of information significant to the specialties in professional psychology, other organizations within psychology, and to the general public.

**Article V: Membership and Dues**

The CoS shall consist of one representative from each of the specialties recognized by CRSPPP or which have credentialing boards affiliated with ABPP. The representatives shall comprise the Board of Directors of the CoS. Dues and/or assessments may be levied to facilitate the Board’s execution of its responsibilities.

1. Appointment of one representative from a recognized specialty to the CoS shall be by the specialty council of each qualified specialty in Article III. When a subspecialty is recognized to exist by CoS, the subspecialty will be represented on the CoS Board by the specialty representative under which the subspecialty exists. No subspecialty may have an independent representative on the CoS Board.
2. Member specialty councils should actively promote, support, and implement policies and procedures that further the development, education, training, credentialing, and practice of that specialty within professional psychology. If an organization that is part of a specialty council engages in activities that undermine the mission of the CoS or promotes policies that impede the development or practice of a psychological specialty and fails to modify these activities or policies when requested to do so by the CoS, the specialty council must remove that organization from its specialty council; and, if it does not, the CoS will no longer recognize that specialty council as a CoS member, nor its representative to the CoS Board.
3. A specialty representative shall be appointed for a term determined by each speciality council and may serve a maximum of two terms.
4. Terms of representatives to the CoS and officers thereof shall begin in January. If a representative serves a partial year, for whatever reason, the first year of the term will begin on January 1 of the year following the end of the partial year served.
5. Representatives to the CoS commit themselves to regular attendance and participation as determined by the Executive Council of the CoS. Appointment of a new representative may be required by the Executive Council of the CoS in the case of insufficient participation by a representative.
6. Each specialty shall have one representative and each representative shall have only one vote. If an officer of the Board continues on the Board by virtue of an extended term as an officer of CoS (Article VII), that officer will have one vote in the role of officer.

**Article VI: Board of Directors**

1. Powers
The corporate powers of the CoS shall be vested in a self-perpetuating Board of Directors, consisting of representatives of the specialties as described elsewhere in the bylaws, which shall supervise, control, direct, and manage the property, affairs and activities of the CoS. The Board of Directors shall have all powers consistent with state law. The number of Directors may be changed at any annual or special meeting of the Board of Directors by a majority vote of the Board.
2. Meetings
The annual meeting of the Board of Directors shall be held in Washington, D.C. or remotely at a time and place to be fixed by the Board. The annual meetings shall be held for the purpose of electing officers and transacting such other business as may come before the meeting. The Board may schedule additional meetings as may be required to conduct its work by or at the request of the President or a majority of the Directors.
3. Notice
Notice of any meeting shall be given at least one week (7 days) prior thereto by written notice delivered via electronic communication to each Director. Such notice shall be deemed to be delivered when the electronic transmission is sent.
4. Quorum
A majority of the incumbent members of the Board of Directors (including one or more officers) shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
5. Presence at Meetings
Members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board or committee by any means including electronic communication whereby all persons participating in the meeting can communicate with each other and participation in a meeting in this manner shall constitute presence in person at the meeting.
6. Action by Consent
Any action which is required to be, or may be, taken at a meeting of the Directors, or of any committee of the Directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are agreeable by a majority of the members of the Board or of the committee as the case may be. The consent shall have the same force and effect as a vote at a meeting duly held and may be stated as such in any certificate or document. The Secretary/Treasurer shall file the consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be. When applicable, after sufficient time has passed, should objection be sought through only a nay vote, after the deadline for the nay vote has passed, a non-response will be deemed as consent.
7. Manner of Acting
The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present shall be the act of the Board of Directors unless a greater number is required under any applicable laws of the State of Missouri.
8. Policy
The Board may enact policies to further its work and carry out these bylaws by a majority vote of the members present at any meeting, or by majority vote taken by mail or electronic means.
9. Salary
The Directors shall receive no salary for serving as members of the Board of Directors. Directors may be reimbursed for expenses incurred in the performance of their duties.
10. Liaisons and Observers to CoS from Other Organizations
Meetings may be attended by liaisons and observers by invitation of the CoS. The Board will identify a list of organizations from whom liaisons may attend any CoS meetings. The President will invite liaisons. The CoS may reject a specific liaison if one or more Board members request such rejection in writing and the Board acts by majority to do so. When a rejection occurs, the Board will request a different liaison from the relevant organization.
11. Liaisons from CoS to Other Organizations
Cos may assign a Director the role of liaison from the CoS to any relevant organization, by action of the Board through a majority vote. Liaisons may be reimbursed for some or all of any expenses incurred in the role of liaison, and the Board may set policies from time to time regarding such reimbursement.
12. Parliamentary Authority
Keesey's Modern Parliamentary Procedure shall govern the Board in all its tasks.

**Article VII: Officers**

1. Number and Election
The officers of the CoS shall be a President, a Past President, a President Elect, a Secretary, and a Treasurer. These officers constitute the CoS Executive Council. The Board of Directors may also elect one or more additional officers. All directors and the President Elect shall be elected at the annual meeting of the Board by a majority of those Directors attending the meeting. The presidential officers shall hold their office for one (1) year within the three-year presidential cycle. Prsidential officers may be re- elected after their first three-year cycle for a maximum of two terms – a total of six (6) years of presidential service. The Secretary and Treasurer shall hold their respective office for a term of two (2) years beginning in January following the election, serving no more than two terms. Should no candidate run for one or more of the officer roles, a currently sitting officer shall continue as that officer until a successor shall be identified. Officers may serve a maximum of two terms in any one office. Election to office extends appointment to the end of service in that office; but should an officer’s term as specialty council representative expire while in office, a new representative from the respective specialty shall be appointed by the respective specialty council. In such cases, an officer who is on the Board by virtue of an extended appointment shall have a vote on the Board as an officer. Election of officers shall be by secret ballot.
2. President, President Elect, Past President, Secretary and Treasurer

President. The President shall be the Chief Executive Officer of the Corporation. The President shall preside at all meetings of the Board of Directors, shall have the power to transact all of the usual, necessary and regular business of the CoS as may be required and, with such prior authorization of the Board as may be required by these Bylaws, to execute such contracts, deeds, bonds and other evidence of indebtedness, leases and other documents as shall be required by the CoS; and, in general, the President shall perform all such other duties incident to the office of President and Chief Executive Officer and such other duties as may from time to time be prescribed by the Board of Directors.

Past President. The Past President shall assist with maintaining continuity with continuing initiatives, provide guidance to the President and President Elect, and shall have such other and further duties as may from time to time be assigned by the Board of Directors and/or the President. The Past President shall serve as the Nomination officer who oversees the processes of officer nomination and election.

President Elect. The President Elect shall act as Chief Executive Officer in the absence of the President and, when so acting, shall have all the power and authority of the President. Further, the President Elect shall have such other and further duties as may from time to time be assigned by the Board of Directors and/or the President.

Secretary. The Secretary shall record and preserve the minutes of the meeting of the Board of Directors and all committees of the Board, shall cause notices of all meetings of the Board of Directors and committees to be given, and shall perform all other duties incident to the office of Secretary or as from time to time directed by the Board of Directors or by the President.

Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds of the CoS, shall deposit such funds in such bank or banks as the Board of Directors may from time to time determine, and shall make reports to the Board of Directors of the finances at the annual meeting of the Board. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the CoS, that reports of such transactions are presented promptly to the Board of Directors, that all expenditures are presented promptly to the Board of Directors, that all expenditures are made to the best possible advantage, and that all accounts payable are presented promptly for payment.

1. Removal and Resignation
Any officer may be removed by a unanimous vote of all the other officers of the Executive Council and/or the present members of the Board of Directors at any meeting of the Board or Executive Council. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary/Treasurer. Any such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.
2. Salary
The officers of the CoS will receive no salary for serving as an officer. No officer shall be prevented, however, from receiving a salary as an employee of the CoS. Officers may be reimbursed for expenses incurred in the performance of their duties.

**Article VIII: Committees and Task Forces**

Standing Committees: The CoS will have an executive committee composed of the officers.

1. The Board of Directors may, by a majority of the Directors, establish one or more

additional standing committees, each of which shall consist of two or more Directors, under such terms and with such powers as shall be specified in any action by the Board.

1. Task forces may be created by action of the Board or by Presidential appointment. Task forces shall be time-limited.

**Article IX: General Provisions**

Except as otherwise provided or restricted in these Bylaws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the CoS; and such authority may be general or confined to specific instances; and, unless so authorized, no officer, agent or employee shall have any power or authority to bind the CoS by any contract or engagement or to pledge its credit or to render it liable pecuniary for any purpose or in any amount unless in the ordinary course of business.

**Article X: Financial Provisions**

1. Loans. No loans shall be contracted on behalf of the CoS and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Under no circumstances will a loan be made by the CoS to its Directors or officers.

1. Deposits. All funds of the CoS shall be deposited from time to time to the credit of the CoS with such banks, bankers, trust companies or other depositories as the Board of Directors may select or as may be selected by any officer or officers, agent or agents, of the CoS to whom such power may be delegated from time to time by the Board of Directors.
2. Checks Drafts, etc. All checks, drafts or other orders for the payment of money, notes, acceptances or other evidence of indebtedness issued in the name of the CoS, shall be signed by such officer or officers, agent or agents, or the CoS, and in such manner as shall be determined from time to time by resolution of the Board of Directors in accordance with the provisions of these Bylaws.
3. General and Special Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as the Board of Directors may select and may make such rules and regulations with respect thereto, not inconstant with the provisions of these Bylaws. As they may deem expedient.
4. The fiscal year of the CoS shall begin on the first day of January in each year and end on the last day of December in each year.

**Article XI: Corporate Seal**

The Board of Directors may elect to adopt a corporate seal, which (if one is adopted) shall be in the form of a circle and shall have inscribed thereon the name, “Council of Specialties in Professional Psychology” and the words "Corporate Seal" and “Missouri.”

**Article XII: Director Indemnification**

Liability Insurance
By vote of the Board of Directors, the CoS may provide reimbursement for a Director or officer to purchase and maintain insurance to protect against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such.

**Article XIII: Amendments**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the Board of Directors of the CoS by a two-thirds vote of the Directors present at such a meeting. The Amendments shall be available for review via electronic communication a minimum of two weeks (14 days) priot to vote.

**Article XIV: Subordination**

These Bylaws are subordinate and subject to all the provisions of the Articles of Incorporation (and amendments thereto) of this Corporation and to the provisions of the General Not for Profit Corporation Act and furthermore must be consistent with and limited by the provisions of section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

*Amended and ratified by the Board of Directors on November 4, 2017*