

**AMENDED & RESTATED  
BYLAWS OF**

**San Francisco Center for Psychoanalysis  
a California Nonprofit Public Benefit Corporation**

**Approved by Members on June 9, 2016, Amended by Members on May  
1, 2017 and June 18, 2021**

<b>Article 1.</b>	
<b>NAME</b> .....	<b>4</b>
<b>Article 2.</b>	
<b>OFFICES</b> .....	<b>4</b>
Section 2.1. Principal Office .....	4
Section 2.2. Other Offices .....	4
<b>Article 3.</b>	
<b>PURPOSES</b> .....	<b>4</b>
Section 3.1. Purposes.....	4
Section 3.2. Limitations .....	4
<b>Article 4.</b>	
<b>DEDICATION OF ASSETS</b> .....	<b>5</b>
<b>Article 5.</b>	
<b>MEMBERSHIPS</b> .....	<b>5</b>
Section 5.1. Designations; Classes.....	5
Section 5.2. Qualification & Admission of Full Members .....	6
Section 5.3. Qualification & Admission of Affiliate Members .....	7
Section 5.4. Fees, Dues, and Assessments.....	7
Section 5.5. Automatic Termination/Expiration of Membership. ....	7
Section 5.6. Expulsion or Suspension for Cause. ....	8
Section 5.7. Good Standing. ....	9
Section 5.8. Resignation.....	9
<b>Article 6.</b>	
<b>MEMBERS</b> .....	<b>9</b>
Section 6.1. Annual Meeting of Members. ....	9
Section 6.2. Special Meetings of Full Members. ....	9
Section 6.3. Notice. ....	9
Section 6.4. Nomination and Election Procedures. ....	10
Section 6.5. Quorum & Voting .....	10
Section 6.6. Action by Vote Without a Meeting .....	11
Section 6.7. Other.....	11
<b>Article 7.</b>	
<b>TRUSTEES</b> .....	<b>11</b>
Section 7.1. Corporate Powers .....	11
Section 7.2. Number; Qualifications.....	11
Section 7.3. Board Composition & Terms.....	12
Section 7.4. Chair of Board .....	12
Section 7.5. Vacancies .....	13
Section 7.6. Place of Meetings; Participation By Telephone .....	13
Section 7.7. Annual Meeting.....	14
Section 7.8. Other Regular Meetings.....	14
Section 7.9. Special Meetings; Notice.....	14

---

Section 7.10. Quorum and Action of the Board.....	14
Section 7.11. Adjournment; Notice of Adjournment .....	15
Section 7.12. Conduct of Meetings. ....	15
Section 7.13. Action Without Meeting .....	15
Section 7.14. Fees and Compensation of Trustees .....	15
<b>Article 8.</b>	
<b>COMMITTEES .....</b>	<b>16</b>
Section 8.1. Committees of Trustees .....	16
Section 8.2. Nonprofit Integrity Act / Audit Committee.....	17
Section 8.3. Advisory Committees. ....	17
Section 8.4. Standing Committees. ....	17
<b>Article 9.</b>	
<b>OFFICERS OF THE CORPORATION .....</b>	<b>18</b>
Section 9.1. Officers.....	18
Section 9.2. Election of Officers .....	18
Section 9.3. Subordinate Officers.....	19
Section 9.4. Removal of Officers .....	19
Section 9.5. Resignation of Officers.....	19
Section 9.6. Vacancies in Offices .....	19
Section 9.7. Responsibilities of Officers.....	19
<b>Article 10.</b>	
<b>CONTRACTS AND LOANS WITH TRUSTEES AND OFFICERS .....</b>	<b>21</b>
Section 10.1. Contracts with Trustees and Officers .....	21
Section 10.2. Loans to Trustees and Officers .....	21
<b>Article 11.</b>	
<b>INDEMNIFICATION OF TRUSTEES AND OFFICERS .....</b>	<b>21</b>
Section 11.1. Right to Indemnification .....	21
Section 11.2. Insurance .....	22
<b>Article 12.</b>	
<b>RECORDS AND REPORTS .....</b>	<b>22</b>
Section 12.1. Maintenance of Corporate Records .....	22
Section 12.2. Members' Inspection Rights .....	22
Section 12.3. Maintenance and Inspection of Articles and Bylaws.....	23
Section 12.4. Inspection by Trustees .....	23
Section 12.5. Annual Report to Members .....	23
Section 12.6. Annual Statement of Certain Transactions and Indemnifications .....	24
<b>Article 13.</b>	
<b>CONSTRUCTION AND DEFINITIONS.....</b>	<b>24</b>
<b>Article 14.</b>	
<b>AMENDMENTS.....</b>	<b>24</b>
Section 14.1. Amendment by Members.....	25
Section 14.2. Amendment by Trustees.....	25
Section 14.3. Actions Requiring Larger Proportion of Votes.....	25

**Article 1.  
NAME**

The name of this Corporation shall be San Francisco Center for Psychoanalysis.

**Article 2.  
OFFICES**

**Section 2.1.      Principal Office**

The principal office for the transaction of the business of the Corporation shall be located in the City of San Francisco, California. The Board may change the principal office from one location to another within the State of California. Any change of location shall be noted by the Secretary and this section shall be amended accordingly.

**Section 2.2.      Other Offices**

The Board may at any time establish branch or subordinate offices at any place or places within the State of California.

**Article 3.  
PURPOSES**

**Section 3.1.      Purposes**

This Corporation has been formed under the Nonprofit Corporation Law of California ("California Nonprofit Corporation Law"). The purpose of this Corporation is to advance the vitality and enduring value of psychoanalysis in Northern California. The objectives of the San Francisco Center for Psychoanalysis (the "Center" or the "Corporation") are: to provide training and continuing education of psychoanalysts, mindful of the needs of our local and extended communities; to promote the understanding of and regard for psychoanalysis in the mental health community and in the community at large; to make affordable psychoanalytically-oriented services available to patients, programs, and institutions; to support and enrich the professional lives of members; and to further psychoanalytic knowledge and practice through writing, research, and public presentations.

**Section 3.2.      Limitations**

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office. The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in section 3.1. The Corporation may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any

gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

#### **Article 4. DEDICATION OF ASSETS**

The properties and assets of this nonprofit Corporation are irrevocably dedicated to public benefits and/or charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Trustee or Officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or Corporation which has established its exempt status under Section 501(c)(3) of the Code.

#### **Article 5. MEMBERSHIPS**

##### **Section 5.1.            Designations; Classes**

This Corporation shall have Full Members and Affiliate Members as described in this section. References in these bylaws to "Members" without classification are to Full Members, and Affiliate Members collectively. No person may hold more than one (1) membership. No fractional memberships may be held.

(1.a) **Full Members.** This Corporation shall have four (4) classes of Full Members designated as "Psychoanalyst Members", "Life Members", "Associate Members" and "Candidate Members." References in these bylaws to "Full Members" are to persons qualifying at the pertinent time as "Psychoanalyst", "Life", "Associate" or "Candidate" Members collectively. Full Members shall have the rights and privileges specified in these bylaws (including the right to vote and to hold office).

(1.b) **Affiliate Members.** This Corporation shall have three (3) classes of Affiliate Members designated "Honorary Members", "Interdisciplinary Members", and "Community Members." References in these bylaws to "Affiliate Members" are to persons qualifying at the pertinent time as "Honorary," "Interdisciplinary," or "Community" Members collectively. Affiliate Members shall have the rights and privileges specified in these bylaws. Notwithstanding the foregoing, Affiliate Members shall have no voting rights and are not considered "members" of the Corporation as defined in section 5056(a) of the California Nonprofit Corporation Law.

##### **Section 5.2.            Qualification & Admission of Full Members**

(2.a) **Qualifications.** The qualifications for each class of Full Member are as follows:

(2.a.i) **Psychoanalyst Member.** A Psychoanalyst Member (formerly, an "Active Member") must be: (A) a graduate of the San Francisco Center for Psychoanalysis

Psychoanalytic Training program; (B) a graduate of any other Psychoanalytic Training Institute approved by the American Psychoanalytic Association (the "APsaA") or by the International Psychoanalytic Association (the "IPA"); (C) a member of the APsaA or an affiliate society of the APsaA; or (D) a member of the IPA or of an affiliate society of the IPA.

(2.a.ii) **Life Member**. A Life Member must be: (A) a Psychoanalyst Member in good standing who has attained his or her seventieth (70th) birthday; or (B) a person who has attained his or her seventieth (70th) birthday who is not a Psychoanalyst Member, but is a psychoanalyst who meets any of the criteria at subsections (i)(B) to (D) above.

(2.a.iii) **Candidate Member**. A Candidate Member must be matriculated as a candidate in Psychoanalytic Training at the Center.

(2.a.iv) **Associate Member**. An Associate Member must: (A) have completed two (2) years of psychoanalytic study (for example, and without limitation, a psychotherapy program, year long psychotherapy and social work program of the San Francisco Center for Psychoanalysis); (B) have completed two (2) years psychoanalytic consultation/study group with an analyst, PPTP graduate, or equivalent; (C) be licensed and in good standing; and (D) meet the ethical standards of the San Francisco Center for Psychoanalysis. In addition, upon graduation, Psychoanalytic Psychotherapy Trainees of the San Francisco Center for Psychoanalysis shall be automatically admitted as Associate Members.

(2.b) **Automatic Admission**. Persons who matriculate as candidates in Psychoanalytic Training at the Center shall be automatically admitted as Candidate Members. Upon graduation, Candidate Members shall be automatically admitted as Psychoanalyst Members. Upon reaching the age specified for eligibility for Life Membership, Psychoanalyst Members shall be automatically admitted as Life Members. Persons who were Associate Members, in the Psychoanalytic Psychotherapy Member class on the date these Amended and Restated Bylaws were adopted shall automatically become Full Members in the "Associate Members" class.

(2.c) **Application Procedure**. A majority vote of the Board is required for the admission of all Full Members not admitted automatically under this section. Applicants shall submit an application to the Center with adequate documentation of their qualification for membership.

### **Section 5.3. Qualification & Admission of Affiliate Members**

Qualification and admission requirements for each class of Affiliate Members are as follows:

(3.a) **Honorary Member**. An Honorary Member has rendered significant service in the field of psychoanalysis either directly or by way of its application to related scientific fields. A majority vote of the Board is required for admission of all Honorary Members. A person may be recommended for Honorary Membership by any Voting Member of the Center who feels that individual is so qualified.

(3.b) **Interdisciplinary Member**. An Interdisciplinary Member is a graduate of partial (non-clinical) psychoanalytic training at the Center whose interests and professional work are closely associated with psychoanalysis, but who does not practice therapeutic psychoanalysis.

A graduate of partial (non-clinical) psychoanalytic training at the Center shall be automatically admitted as an Interdisciplinary Member upon graduation.

(3.c) **Community Member.** A Community Member is any individual interested in psychoanalysis, including visiting faculty, mental health professionals, students, trainees, and the general public. Applicants for Community Membership shall submit an application to the Center with adequate documentation of their qualification for membership.

**Section 5.4. Fees, Dues, and Assessments**

(4.a) **General.** Members of all classes must pay, within the time and on the conditions set by the Board, such dues, fees, and assessments as may be fixed from time to time by the Board. The Board may, in its discretion, set different dues, fees, and assessments for different classes of Members and may prorate, abate, or waive payment of dues, fees and assessments, on a discretionary basis.

(4.b) **Life Members.** Life Members retain all the privileges of Psychoanalyst Members, but payment of dues is waived if the Member is fully retired from practice or employment. Members who continue working beyond age seventy (70) will be required to pay dues proportionate to their continuing practice or employment.

**Section 5.5. Automatic Termination/Expiration of Membership**

Membership may be suspended or terminated as follows:

(5.a) **Causes of Automatic Termination.** A membership of any class may be terminated by the Board on occurrence of any of the following events:

(5.a.i.A.i) failure of the Member to pay dues, fees or assessments as set by the Board within sixty (60) days after they become due and payable; or

(5.a.i.A.ii) occurrence of any event that renders the Member ineligible for membership, or failure to satisfy membership qualification.

(5.b) **Expiration of Memberships Upon Departure From Training**

(5.b.i) . In the event a Candidate Member departs prior to graduation from the respective training program pursuant to which such person was eligible for membership, such Member's membership shall automatically expire.

**Section 5.6. Expulsion or Suspension for Cause**

Grounds for expulsion or suspension of a Member shall be:

(6.a) the Board determination in good faith that the individual has failed to observe this Corporation's rules of conduct or the Principles of Ethics of the APsaA, or has engaged in conduct prejudicial to the purposes and interests of this Corporation, or

(6.b) such other grounds as may be set forth in this Corporation's "Policies and Procedures Manual" or in the Provisions for the Implementation of the Principles of Ethics of the APsaA.

(6.c) **Procedures for Involuntary Expulsion or Suspension.** No Member shall be expelled or suspended from membership unless the following procedures are followed:

(6.c.i.A.i) The individual shall be given at least thirty (30) days' prior notice of the proposed expulsion, sanction or suspension and the reasons for the proposed action

. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the individual's last address as shown on the Corporation's records.

(6.c.i.A.ii) The individual shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed action

. The hearing shall be held, or the written statement considered, by the Board or a committee or person authorized by the Board, (and identified in the notice of hearing) to determine whether the proposed action should take place.

(6.c.i.A.iii) The Board, committee, or person shall decide whether or not the individual should be suspended, expelled, or sanctioned in some other way. The decision of the Board, committee, or person shall be final.

(6.d) The Board may establish additional and complementary rules and procedures for the conduct of such proceedings and shall comply with the applicable provisions of California law, including but not limited to Business & Professions Code § 805 et seq. In appropriate cases, the Board shall also observe any procedures promulgated by the APsaA that are made applicable to the particular matter by resolution of the Board.

### **Section 5.7.            Good Standing**

A Member who has paid the required dues, fees, and assessments in accordance with these bylaws, and whose membership has not been suspended or terminated pursuant to sections 5.6 or 5.7 of these bylaws, shall be a Member in "good standing." The retention of membership of any class shall depend upon satisfying the requirements and responsibilities that may be established from time to time by the Board, either pursuant to bylaw provision or under an applicable Board resolution.

### **Section 5.8.            Resignation**

A Member may resign his or her membership at any time. Notwithstanding anything to the contrary in these bylaws, the voluntary resignation of a Member who is subject to an ethics complaint or investigation will not affect the investigation, which shall be carried to conclusion with compliance with applicable law.

## **Article 6. MEMBERS**

### **Section 6.1.            Annual Meeting of Members**



An annual general meeting of Full Members shall be held in the month of June at such date and time as determined by the Board. It shall be held at the principal executive office, or other location as set by the Board and stated in the notice of such meeting. All Members shall be entitled to attend the annual meeting but only Full Members may vote. At such annual meeting, the Board shall submit a report of its business for the year, Officers and Analyst Trustees may be elected, and other business shall be transacted as may be properly brought before the meeting.

**Section 6.2.**            **Special Meetings of Full Members**

A special meeting of members may be called at any time by the majority of the Board, the Chair, the President, or by five (5) percent or more of the Full Members.. A special meeting called by any such person or persons (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President or the Secretary of the Corporation. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted.

**Section 6.3.**            **Notice.**

(3.a) **Timing.** Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to all Members not less than 20 nor more than 60 days before the date of the meeting.

(3.b) **Content.** Notice shall state the place, date and hour of the annual or special meeting. Notice for an annual meeting shall include those matters that the Board at the time of mailing the notice intends to present. Notice for a special meeting shall state the general nature of all business to be transacted. The notice of any meeting at which Analyst Trustees are to be elected shall include the names of all persons who are nominees when notice is given.

(3.c) **Manner of Giving.** Notice of a members' meeting or any report shall be given personally, by electronic transmission by the corporation, or by mail or other means of written communication, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the Corporation for purpose of notice. Notice given by electronic transmission by the corporation under this subdivision shall comply with applicable provisions of California Nonprofit Corporation Law.

(3.d) **Waiver of Notice.** Notice requirements may be waived in any manner in compliance with applicable provisions of California Nonprofit Corporation Law.

**Section 6.4.**            **Nomination and Election Procedures**

There shall be available to the Full Members reasonable nomination and election procedures for the election of member-elected Officers and Analyst Trustees given the nature, size and operations of the Corporation. Such reasonable nomination and election procedures shall include that any Full Members may nominate candidates for Analyst Trustee from among Psychoanalyst and Life Members for inclusion in the slate to be elected at the annual meeting at any time in advance of the issuance of the notice of the annual meeting.

**Section 6.5.**            **Quorum & Voting**

(5.a) **Quorum.** Twenty-five percent (25%) of the Full Members, shall constitute a quorum for the transaction of business at any meeting of Members; provided, however, that if any annual meeting is actually attended by less than one third (1/3) of all the Full Members, the only matters that may be voted on are those of which notice of their general nature was given.

(5.b) **Eligibility to Vote.** Persons entitled to vote at any meeting of members shall be Full Members in good standing as of the applicable record date for such vote.

(5.c) **General Voting.** Each Full Member shall be entitled to cast one vote on all matters submitted to a vote of the Members. If a quorum is present, the affirmative vote of the majority of the Full Members represented at the meeting entitled to vote and voting on any matter shall be the act of the Members, except as otherwise specified in these bylaws and unless the vote of a greater number of voting by classes is required by California Nonprofit Corporation Law or by the Articles of Incorporation. Members may not vote by proxy.

(5.d) **Election Voting.** If more people are nominated for election to the position of Analyst Trustee can be elected, the candidate or candidates receiving the highest number of votes shall be elected as an Analyst Trustee up to the number of available positions.

(5.e) **Validity.** An action challenging the validity of any vote or election must be commenced within nine months after the vote or election. If no such action is commenced, in the absence of fraud, any vote or election is conclusively presumed valid, within the limits of applicable law, nine months thereafter.

**Section 6.6.**            **Action by Vote Without a Meeting**

Any action, including the election of Analyst Trustees, that may be taken at any annual or special meeting of the Full Members may be taken by mail ballot without a meeting by conforming to the mail and electronic balloting procedures specified in the California Nonprofit Corporation Law.

**Section 6.7.**            **Other.**

Further meeting and voting procedures, as reasonable for the size and operations of the Corporation, shall be specified for by Corporation in a "Policy and Procedure Manual" or, where not so specified, the default provisions of applicable California Nonprofit Corporation Law shall apply.

## **Article 7. TRUSTEES**

### **Section 7.1. Corporate Powers**

Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these bylaws relating to action required to be approved by the Full Members, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Trustees (the "Board"). The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, 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 7.2. Number; Qualifications**

(2.a) **Authorized Number.** The authorized number of Trustees shall be not less than 13 nor more than 17, the exact authorized number to be fixed, within these limits, by resolution of the Board. Not less than six nor more than eight of the Trustees shall be Analyst Trustees. Not less than seven nor more than nine of the Trustees shall be Community Trustees.

(2.b) **Qualifications.** Only a Full Member in good standing may be selected to serve as an Analyst Trustee. Any person with an interest in the purposes of this Corporation and a desire to serve may be selected as a Community Trustee. It is the intention of the Membership that the Board reflect gender and ethnic diversity.

### **Section 7.3. Board Composition & Terms**

(3.a) **Analyst Trustees.** The Board will be composed of the following persons designated Analyst Trustees for the terms specified herein:

(3.a.i) The person elected by the Full Members to serve as President will serve a one (1) year term as a voting, ex officio member of the Board in such person's capacity as President-elect, immediately following which such person will serve a (3) year term as a voting, ex officio member of the Board in such person's capacity as President.

(3.a.ii) Candidate Members shall elect, voting as a class and pursuant to voting procedures in compliance with California Nonprofit Corporation Law, one person from among Candidate Members to serve on the Board. Such person shall serve as a voting, ex officio member of the Board for a term of at least one (1) year and no longer than (3) three years.

(3.a.iii) If designated by Board resolution, at any annual meeting directly in advance of the commencement of a two (2) year period when the President-elect position will not be occupied, one Analyst Trustee may be elected by the Full Members at the annual member meeting to serve a two (2) year term.

(3.a.iv) The remainder of the Analyst Trustees on the Board shall be elected by the Full Members from among Psychoanalyst and Life Members. The number of Analyst Trustees to be elected at any annual meeting shall be determined by Board resolution in advance of such meeting. Persons to serve in such specified number of positions shall be

elected by the Full Members from among Psychoanalyst and Life Members to serve a three (3) year term.

(3.b) **Community Trustees.** The Board will be composed of the following persons designated Community Trustees.

(3.b.i) The Board shall install the person designated by the Community Members to serve as the “Chair” of Community Members to a three (3) year term on the Board.

(3.b.ii) The Board shall install the person designated by the Associate Members to serve as the “Chair” of the Associate Members to a three (3) year term on the Board.

(3.b.iii) The remainder of the Community Trustees on the Board shall be elected by majority vote of the Board to serve a three (3) year term.

(3.c) **Terms.** Trustees may serve not more than two consecutive terms, but shall be eligible for re-election after a hiatus of at least one year. Except as is otherwise provided in these bylaws, each Trustee (including a Trustee elected to fill a vacancy) shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified, unless the Trustee has been removed from office.

#### **Section 7.4. Chair of Board**

(4.a) The Chair of the Board shall be selected by the Board at the commencement of each triannual meeting of the Board at which the Chair is to be selected. The Chair shall preside at all meetings of the Board, manage the affairs of the Board, share appointment authority with the President as set forth in these bylaws, and oversee the Board's role of linking the Corporation with the wider community, both for program development and for fundraising purposes.

#### **Section 7.5. Vacancies**

(5.a) **Events Causing Vacancy; Removal.** A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Trustee; (ii) the declaration by resolution of the Board of a vacancy in the office of a Trustee who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Corporations Code §5230 and following of the California Nonprofit Corporation Law; (iii) the vote of a majority of all Full Members to remove a Trustee; (iv) the increase of the authorized number of Trustees; or (v) the failure of the Full Members, at any meeting of members at which any Trustee or Trustee are to be elected, to elect the number of Trustees designated by the Board to be elected at such meeting.

(5.b) **No Removal on Reduction of Number of Trustees.** No reduction of the authorized number of Trustees shall have the effect of removing any Trustee before that Trustee's term of office expires.

(5.c) **Resignations.** Except as provided in this paragraph, any Trustee may resign, which resignation shall be effective on giving written notice to the Chair, the Secretary, or the Board, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Trustee is effective at a future time, the Board may elect a successor to take

office when the resignation becomes effective. No Trustee may resign if the Corporation would then be left without a duly elected Trustee in charge of its affairs, except upon notice to the California Attorney General.

(5.d) **Filling of Vacancies.** The Board may elect a qualified person to fill any vacancy on the Board, except a vacancy created by removal, and any such replacement Trustee shall serve until the next annual meeting of members.

**Section 7.6.**            **Place of Meetings; Participation By Telephone**

(6.a) **Place of Meetings.** Regular and special meetings of the Board may be held at any place within or outside the state that has been designated in the notice of the meeting, or, if not stated in the notice or, if there is no notice, designated by resolution of the Board. If the place of a regular or special meeting is not designated in the notice or fixed by a resolution of the Board, it shall be held at the principal office of the Corporation.

(6.b) **Meetings by Telephone or Similar Communication Equipment.** Any meeting may be held by conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Trustees participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. All such Trustees shall be deemed to be present in person at such meeting (and relevant to quorum).

**Section 7.7.**            **Annual Meeting**

At its next meeting following each annual meeting of Members, the Board shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of this meeting shall not be required.

**Section 7.8.**            **Other Regular Meetings**

Other regular meetings of the Board shall be held without call at such time as shall be fixed by the Board. Notice of these meeting shall not be required.

**Section 7.9.**            **Special Meetings; Notice**

Special meetings of the Board may be called by the Chair, the President, by the Secretary, or by a written request of any two (2) Trustees. Special meetings of the board shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by the corporation. Notice of such meetings shall be provided in a manner that complies with relevant portions of California Nonprofit Corporation Law or, in the absence of notice, notice requirement may be waived in a manner that complies with relevant portions of California Nonprofit Corporation Law.

**Section 7.10.**          **Quorum and Action of the Board**

(10.a) **Quorum.** Two-thirds of the Trustees shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 8.11, provided that at least 40% of the Analyst Trustees must be present and 40% of the Community Trustees who are must be present. However, if a majority of the Analyst Trustees is not present, a majority of those Analyst

Trustees present must vote in favor of any action in order for it to be regarded as the act of the Board.

(10.b) **Minimum Vote Requirements for Valid Board Action.** Every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation or these bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Trustees from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

(10.c) **When a Greater Vote Is Required for Valid Board Action.** The following actions shall require a vote by a majority of all Trustees then in office in order to be effective:

(10.c.i) approval of contracts or transactions in which a Trustee has a direct or indirect material financial interest,

(10.c.ii) creation of, and appointment to, committees (but not advisory committees)

(10.c.iii) removal of a Trustee without cause

(10.c.iv) indemnification of Trustees.

**Section 7.11. Adjournment; Notice of Adjournment**

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

**Section 7.12. Conduct of Meetings**

Meetings of the Board shall be presided over by the Chair, or, if the Chairperson is absent, the President or, in the absence of each of these persons, by a chairperson of the meeting, chosen by a majority of the Trustees present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the Articles, or with any provisions of law applicable to the Corporation.

**Section 7.13. Action Without Meeting**

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the action. For the purposes of this section only, "all members of the Board" shall not include any "interested Director" as defined in section 5233 of the California Nonprofit Corporation Law. Such written consent shall have the same force and effect as a unanimous vote of the Board

taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the Chair or the President.

**Section 7.14. Fees and Compensation of Trustees**

Trustees may not receive compensation for their services as Trustees except that Trustees may be reimbursed for their expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

Also, Trustees may not be compensated for rendering services to the Corporation in a capacity other than as Directors, unless such compensation is reasonable and further provided that no more than 49 percent (49%) of the persons serving as Trustees may be “interested persons”, as defined of Section 5227 of the Corporations Code. An interested person is (a) any persons 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 or stipend paid to a Trustee as a Trustee; (b) any shareholder, employee or officer of any Corporation, or partner or employee of any partnership, which has rendered compensated services to the Corporation within the previous twelve (12) months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) hereof. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

**Article 8.  
COMMITTEES**

**Section 8.1. Committees of Trustees**

(1.a) **General.** The Board may, by resolution adopted by a majority of the Trustees then in office, designate one or more committees, each consisting of two or more Trustees to serve at the pleasure of the Board. The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

(1.a.i) take any final action on matters which, under the California Nonprofit Corporation Law, also requires the approval of the members or approval of a majority of all members;

(1.a.ii) fill vacancies on the Board or in any committee which has the authority of the Board;

(1.a.iii) amend or repeal bylaws or adopt new bylaws;

(1.a.iv) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;

(1.a.v) appoint any other committees of the Board or the members of authorized committees;

(1.a.vi) expend corporate funds to support a nominee for Trustee after there are more people nominated for Trustee than can be elected;

(1.a.vii) approve any transaction (i) between the Corporation and one or more of its Directors or (ii) between the Corporation and any entity in which one or more of its Directors have a material financial interest

(1.b) **Appointments to Committees.** Appointments to Board Committees shall be by a majority vote of the Trustees then in office unless otherwise specified herein. The Board may appoint one or more directors as alternate members of such committee, who may replace any absent member at any meeting of the committee.

(1.c) **Meetings and Action.** Meeting and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 of these bylaws concerning meetings of Trustees, with such changes in the context of those 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 and special meetings of committees may also be called by resolution of the Board. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any committee not inconsistent with the provisions of these bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

## **Section 8.2. Nonprofit Integrity Act / Audit Committee**

In any fiscal year in which the Corporation receives or accrues gross revenues of two million dollars or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall (i) prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant ("CPA") in conformity with generally accepted auditing standards; (ii) make the audit available to the Attorney General and to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and (iii) appoint an Audit Committee. The Audit Committee shall not include paid or unpaid staff or employees of the Corporation, including, if staff members or employees, the President or chief executive officer or the Treasurer or chief financial officer (if any). Members of the finance committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the finance committee. Subject to the supervision of the Board, the Audit Committee shall: (a) make recommendations to the Board on the hiring and firing of the CPA, (b) confer with the CPA to satisfy Audit Committee members that the financial affairs of the Corporation are in order, (c) approve non-audit services by the CPA and ensure such services conform to standards in the Yellow Book issued by the United States Comptroller General; and (d) if requested by the Board, negotiate the CPA's compensation on behalf of the Board.



**Section 8.3. Advisory Committees**

The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Trustees. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

**Section 8.4. Standing Committees**

Standing committees of the Corporation including the Finance Committee, the Ethics & Impairment Committee, and the Nominating & Governance Committee (an advisory committee).

(4.a) **Nominating and Governance Committee.** The Nominating and Governance Committee shall be comprised of Analyst and Community members selected by the Board of Trustees, of whom a majority shall be Analyst Members. The Chair of the Committee shall be an Analyst Trustee. The Nominating and Governance Committee will be responsible for ensuring that the Board addresses the full range of corporate governance standards and Board and individual member accountability. The Committee is also responsible for supporting the functioning of the Board and Board Committees, through Board member training, leadership development, and recruitment and nomination.

(4.b) **Positions Nominated by the Nominating and Governance Committee for Approval by the Members.** The Nominating Committee shall nominate, for approval by the Voting Members, persons to serve as: (i) President-elect; (ii) and Analyst Trustees.

(4.c) **Positions Nominated by the Nominating Committee for Approval by the Board.** The Nominating Committee shall nominate, for approval by the Board, or the Chair, as the case may be, persons to serve in each of the following positions: (i) Chair of the Board; (ii) Treasurer; (iii) Secretary; and (iv) Persons to serve as Community Trustees.

**Article 9.  
OFFICERS OF THE CORPORATION**

**Section 9.1. Officers**

The Officers of the Corporation shall be the President of the Center (or two Co-Presidents), a President-elect (or two Co-Presidents-elect) of the Center, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board, such other Officers as may be appointed in accordance with the provisions of Section 9.3. The President must be a Psychoanalyst or Life Member, and the Secretary and Treasurer must concurrently serve as Trustees of the Board, in either the Analyst or Community class of Trustees. No person may concurrently hold more than one office. References throughout these bylaws to "President" and "President-elect", along with any associated language defining their rights, responsibilities and obligations, and limitations thereon, shall be construed to permit the nomination and election of two Co-Presidents-elect, and subsequently "Co-Presidents". In the event of Co-Presidents Elect and Co-Presidents, all provisions applicable to individual Presidents or Presidents-elect shall apply to Co-Presidents-elect and Co-Presidents, respectively, and shall be deemed modified in accordance with the underlying purpose of those provisions in a manner that permits Co-Presidents Elect and Co-Presidents to fulfill all of their responsibilities and exercise all of their powers, subject only to the limitation that the number of analyst votes cast in any vote of

the Board of Trustees shall continue to be in conformance with Section 7.2(a). The Board may adopt further rules and procedures to implement this limitation.

### **Section 9.2. Election of Officers**

The Full Members shall elect the President-elect for a one-year term as President-elect, and immediately following the term as President-elect the person so elected shall automatically become the President for a three-year term. Thus, a person elected as President-elect shall be in office for a total of four years. All other officers, except those appointed in accordance with the provisions of Section 9.3, shall be chosen by the Board and each shall serve at the pleasure of the Board, subject to the rights, if any, of an Officer under any contract of employment.

### **Section 9.3. Subordinate Officers**

The Board may appoint, and may authorize the President or another Officer to appoint, any other Officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the Board.

### **Section 9.4. Removal of Officers**

Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board, or, except in the case of an Officer chosen by the Board, by an Officer on whom such power of removal may be conferred by the Board.

### **Section 9.5. Resignation of Officers**

Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice, and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

### **Section 9.6. Vacancies in Offices**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointments to that office.

### **Section 9.7. Responsibilities of Officers**

(7.a) **President.** The President shall, subject to the control of the Board, generally supervise and direct the business of the Corporation. The President shall oversee all operations of the Center. He or she shall have such other powers and duties as may be prescribed by the Board or the bylaws.

(7.b) **President-Elect.** If the President is absent or disabled, the President-Elect shall perform all duties of the President. The President-Elect shall have such other powers and perform such other duties as the Board, the President or these bylaws shall provide.

(7.c) **Secretary.** The Secretary shall keep, or cause to be kept, at this Corporation's principal office or such other place as the Board may direct: (i) a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of Members' meetings. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special (and, if special, how authorized), the notice given, the names of those present at Board and committee meetings; and (ii) a copy of the Articles of Incorporation and bylaws, as amended to date; and a record of this Corporation's Members, showing each Member's name, address, and class of membership.

The Secretary shall give, or cause to be given, notice of all meetings of Members, of the Board and of committees of the Board required by these bylaws to be given. The Secretary shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

(7.d) **Treasurer.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to Members and Trustees such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any Trustee at all reasonable times. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall collect dues and assessments, shall disburse the Corporation's funds as the Board may order, shall render to the President and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board of the bylaws may prescribe. If required by the Board, the 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.

## **Article 10.**

### **CONTRACTS AND LOANS WITH TRUSTEES AND OFFICERS**

#### **Section 10.1. Contracts with Trustees and Officers**

No Trustee Or Officer of this Corporation, nor any other Corporation, firm, association, or other entity in which one or more of this Corporation's Trustees or Officers are Trustees or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation.

The provisions of this Section do not apply to a transaction which is part of an educational or charitable program of the Corporation if it: (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or

more Trustees or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

**Section 10.2.      Loans to Trustees and Officers**

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Trustee or Officer, unless approved by the Attorney General of the State of California; provided, however, that the Corporation may advance money to a Trustee or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Trustee or Officer, provided that in the absence of such advance such Trustee or Officer would be entitled to be reimbursed for such expenses by the Corporation.

**Article 11.  
INDEMNIFICATION OF TRUSTEES AND OFFICERS**

**Section 11.1.      Right to Indemnification**

(1.a) **Right of Indemnity.** To the fullest extent permitted by law, this Corporation shall indemnify its Trustees, officers, employees, and other persons described in section 5238(a) of the Corporations Code, including persons formerly occupying any such position against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding”, as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. “Expenses”, as used in this bylaw, shall have the same meaning as in section 5238(a) of the Corporation Code.

(1.b) **Approval of Indemnity.** On written request to the Board by any person seeking indemnification under section 5238(b) or section 5238(c) of the Corporations Code, the Board shall promptly determine under section 5238(e) of the Corporations Code whether the applicable standard of conduct set forth in section 5238(b) or section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Trustees who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Trustees who are not parties to that proceeding, the Board shall promptly call a meeting of Members. At that meeting, the Full Members shall determine under section 5238(e) of the Corporations Code whether the applicable standard of conduct set forth in section 5238(b) or section 5238(c) has been met and, if so, the Full Members present at the meeting shall authorize indemnification.

(1.c) **Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this section 12.1 in defending any proceeding covered by this section shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

**Section 11.2.      Insurance**

The Corporation shall use its best efforts to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Trustees, employees, or other agents, against any liability asserted against or incurred by any officer, Trustee, employee, or agent in such capacity or arising out of the officer's, Trustee's, employee's, or agent's status as such.

## **Article 12. RECORDS AND REPORTS**

### **Section 12.1. Maintenance of Corporate Records**

The Corporation shall keep:

- (1.a) Adequate and correct books and records of account;
- (1.b) Minutes in written form of the proceedings of its Members, Board, and committees of the Board;
- (1.c) A record of its Members, giving their names and addresses and the class of membership held by each.

All such records shall be kept at the Corporation's principal office.

### **Section 12.2. Members' Inspection Rights**

- (2.a) Any Member of the Corporation may:
  - (2.a.i.A.i) inspect and copy the records of Members' names and addresses and voting rights during usual business hours on five (5) days' prior written demand on the Corporation, stating the purpose for which the inspection rights are requested; or
  - (2.a.i.A.ii) obtain from the Secretary of the Corporation, on written demand and on the tender of the Secretary's usual charges for such a list, if any, a list of names and addresses of Members who are entitled to vote for the election of Trustees, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the Member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such representative by the Secretary on or before the later of ten (10) days after the demand is received or the date specified in it as the date by which the list is to be compiled.
- (2.b) Any Member of the Corporation may inspect the accounting books and records and minutes of the proceedings of the members and the Board and committees of the Board, at any reasonable time, for a purpose reasonably related to such person's interest as a member.
- (2.c) Any inspection and copying under this Section may be made in person or by an agent or attorney of the Member and the right of inspection includes the right to copy and make extracts.

### **Section 12.3. Maintenance and Inspection of Articles and Bylaws**

The Corporation shall keep at its principal office the original or a copy of the Articles and bylaws as amended to date, which shall be open to inspection by any member of the Corporation at all reasonable times during office hours.

**Section 12.4. Inspection by Trustees**

Every Trustee shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation. This inspection by a Trustee may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

**Section 12.5. Annual Report to Members**

(5.a) The Board shall cause an annual report to be sent to the Members and Trustees within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

(5.a.i.A.i) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.

(5.a.i.A.ii) The principal changes in assets and liabilities, including trust funds.

(5.a.i.A.iii) The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes.

(5.a.i.A.iv) The expenses or disbursements of the Corporation for both general and restricted purposes.

(5.a.i.A.v) Any information required by Section 6322 of the Corporations Code.

(5.b) The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statement were prepared without audit from the Corporation's books and records.

(5.c) This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Trustees and to any Member who requests it in writing.

**Section 12.6. Annual Statement of Certain Transactions and Indemnifications**

No later than the time the Corporation notifies its Members of the availability of the report described in Section 13.5, the Corporation shall prepare and mail or deliver to each Member a statement of the amount and circumstances of any transaction or indemnification of the following kind:

(6.a) Any transaction(s) in which the Corporation, its parent or its subsidiary was a party, and in which any Trustee or officer of the Corporation, its parent or subsidiary (a mere common Trusteeship shall not be considered such an interest) had a direct or indirect financial interest.

(6.b) Any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year to any officer or Trustee of the Corporation pursuant to Article 12 hereof, unless such indemnification has already been approved by the Members.

### **Article 13. CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

### **Article 14. AMENDMENTS**

#### **Section 14.1. Amendment by Members**

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the Full Members at a meeting or by written consent of those persons. Where any provision of these bylaws requires the vote of a larger proportion of the Full Members than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of Full Members. No amendment may extend the term of a Trustee beyond that for which such Trustee was elected.

#### **Section 14.2. Amendment by Trustees**

Subject to the rights of Members under Section 15.1 of these bylaws and the limitations set forth below, the Board may adopt, amend, or repeal bylaws unless the action would materially and adversely affect the Members' rights as to voting or transfer. Without the approval of the Full Members, the Board may not adopt, amend, or repeal any bylaws that would:

- (2.a) modify the purposes of this Corporation, or amend the Articles of Incorporation;
- (2.b) modify the voting rights of any class of Members, or add any new category of Members;
- (2.c) increase or extend the terms of Trustees;
- (2.d) allow any Trustee to hold office by designation or selection rather than by election by the Members, except as otherwise specifically provided for in these bylaws;

- (2.e) increase the quorum for Members' meetings;
- (2.f) repeal, restrict, create, expand, or otherwise change proxy rights; or
- (2.g) authorize cumulative voting.

**Section 14.3.      Actions Requiring Larger Proportion of Votes**

Any provision of these bylaws that requires the vote of a larger proportion of the Board or Full Members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number.



**CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the presently elected and acting Secretary of the san Francisco Center for Psychoanalysis, a California Nonprofit Public Benefit Corporation, and the above Bylaws, consisting of twenty-two (22) pages, including this page, are the Bylaws of this Corporation as adopted by written ballot of the Full Members as of June 18, 2021, to read in its entirety as above.

Dated: \_\_\_\_\_, 2021

\_\_\_\_\_

Secretary

1108872.1