

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

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

**ARTICLE 3.**  
**OBJECTIVES AND PURPOSES**

This Corporation has been formed under the California Nonprofit Public Benefit 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 "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.

**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 Internal Revenue Code.

## **ARTICLE 5. MEMBERSHIP**

### **Section 5.1. Classes, Qualification, and Rights of Membership**

This Corporation shall have three (3) classes of Voting Members, designated as "Active Members", "Life Members", and "Affiliate Members"; references in these bylaws to "Voting Members" are to persons qualifying at the pertinent time as "Active", "Life" or "Affiliate" Members. This Corporation shall have two (2) classes of Nonvoting Members designated "Honorary Members" and "Interdisciplinary Members"; references in these bylaws to "Nonvoting Members" are to persons qualifying as "Honorary", or "Interdisciplinary" Members. References in these bylaws to "Members", without classification, are to both Nonvoting and Voting Members.

No person may hold more than one (1) membership, and no fractional memberships may be held.

### **Section 5.2. Qualifications.**

The qualifications for Membership are as follows:

- (a) **Active Member.** An Active Member must be
  - (i) a graduate of the San Francisco Center for Psychoanalysis psychoanalytic training program,
  - (ii) a graduate of any other Psychoanalytic Training Institute approved by the American Psychoanalytic Association (the "APsaA") or by the International Psychoanalytic Association, or
  - (iii) a member of the APsaA or an affiliate society of the APsaA, or
  - (iv) a member of the International Psychoanalytic Association or of an affiliate society of the International Psychoanalytic Association.
- (b) **Life Member.** A Life Member must be
  - (i) an Active Member in good standing who has attained his or her seventieth (70<sup>th</sup>) birthday, or
  - (ii) a person who has attained his or her seventieth (70<sup>th</sup>) birthday who is not an Active Member, but is a psychoanalyst who meets any of the criteria at subsections (a)(ii) to (iv), above.
- (c) **Affiliate Member.** An Affiliate Member must be matriculated as a candidate in training at the Center.
- (d) **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;

(e) **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.

### **Section 5.3. Nomination and Admission Procedures.**

(a) Persons who matriculate as candidates in psychoanalytic training at the Center automatically become Affiliate Members. Upon graduation, Affiliate Members automatically become Active Members. Upon reaching the age of 70, Active Members automatically become Life Members.

(b) A graduate of partial (non-clinical) psychoanalytic training at the Center automatically becomes an Interdisciplinary Member upon graduation.

(c) Applicants for Active or Life Membership who did not graduate from the Center's psychoanalytic training program shall submit an application to the Membership Committee, which shall review the applicant's qualifications and make a recommendation to the Board. The Membership Committee or the Board shall provide at least thirty (30) days advance written notice to the Members (either in a newsletter or otherwise) of the names of all applicants for admission for which Board approval is necessary. A majority vote of the Board is required for approval of admission to membership.

(d) A person may be recommended for Honorary Membership by any Voting Member of the Center who feels that individual is so qualified. The Membership Committee shall review the name and qualifications of the recommended person and forward its recommendation to the Board. The Membership Committee or the Board shall provide at least thirty (30) days advance written notice to the Members (either in a newsletter or otherwise) of the names of all applicants for admission for which Board approval is necessary. A majority vote of the Board is required for approval of admission to membership.

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

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. Life Members retain all the privileges of Active 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:

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

(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

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

(b) **Expiration of Affiliate Memberships.** An Affiliate Member's membership shall expire upon departure from the Center's training program, or, upon graduation, when the Affiliate Member shall automatically become an Active Member.

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

Grounds for expulsion or suspension of a Member shall be (i) the Board's 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 (ii) 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.

#### **(a) Procedures for Involuntary Expulsion or Suspension.**

No Member shall be expelled or suspended from membership (except on automatic grounds detailed in Section 5.5(a)), unless the following procedures are followed:

(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.

(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.

(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.

(b) 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 Section 5.5 or 5.6 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 by delivering a letter of resignation to the President or to the Chair of the Board. A Member's dues shall not be refunded in whole or in part upon resignation. 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 in compliance with applicable law.

**Section 5.9. Transfer of Memberships.**

No membership or right arising from membership shall be transferable. All membership rights cease on the Member's death.

**Section 5.10. Notice to the Corporation.**

All notices required to be given to the Corporation under these bylaws shall be in writing and shall be deemed to have been duly given on the date of service if personally served on the President or the Secretary of the Corporation, or on the second day after mailing if mailed to either officer by first-class mail, postage prepaid, addressed to the Corporation's principal office

**ARTICLE 6.  
MEETINGS OF MEMBERS****Section 6.1. Place of Meeting; Electronic Meeting**

(a) Meetings of the Membership shall be held at any place within or without the State of California designated by the Board of Trustees. In the absence of any such designation, Members' meetings shall be held at the principal office of the Corporation.

(b) A meeting of the Members may be conducted, in whole or in part, by electronic transmission by and to the Corporation or by electronic video screen communication (1) if the Corporation implements reasonable measures to provide Voting Members in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any Voting Member votes or takes other action at the meeting by means of electronic transmission to the Corporation or electronic video screen communication, a record of that vote or action is maintained by the Corporation. Any request by the Corporation to a Voting Member pursuant to subsection (3) of Section 6.1(c) for consent to conduct a meeting of Members by electronic transmission by and to the Corporation, shall include notice that absent consent of the Member, the meeting shall be held at a physical location.

(c) "Electronic transmission by the Corporation" means a communication (a) delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Corporation, (2) posting on an electronic message board or network which the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to the California Corporations Code, and (c) that creates a

record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form. However, an electronic transmission by this Corporation to an individual Voting Member is not authorized unless, in addition to satisfying the requirements of this Section, the transmission satisfies the requirements applicable to consumer consent to electronic records as set forth in the Electronic Signatures in Global and National Commerce Act (15 USC Sec. 7001(c)(1)).

(d) "Electronic transmission to the Corporation" means a communication (a) delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the Corporation has provided from time to time to Members and Trustees for sending communications to the Corporation, (2) posting on an electronic message board or network which the Corporation has designated for those communications, which transmission shall be validly delivered upon the posting, or (3) other means of electronic communication, (b) as to which the Corporation has placed in effect reasonable measures to verify that the sender is the Member or Trustee purporting to send the transmission, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

### **Section 6.2. Annual Meeting**

The annual meeting of Members shall be held in the month of June each year at the time determined by the Board and at the principal executive office, or at any other place set by the Board and stated in the notice to Members. At that meeting the Board and officers shall be installed and any other proper business may be transacted. If not held at the time and place so indicated, the annual meeting may be held at any other time and place set by the Board or agreed to by the Voting Members. All Members shall be entitled to attend the annual meeting, but only Voting Members may vote.

### **Section 6.3. Special Meetings**

(a) **Calling Meetings.** A special meeting of Voting Members may be called at any time by the Board of Trustees, the Chair, the president, or by 5 percent or more of the Voting 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. The officer receiving the request, or any officer specified by the Board, shall cause notice to be given promptly to the Voting Members, in accordance with Section 6.4 of these bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice.

(b) **Proper Business.** No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

### **Section 6.4. Notice of Members' Meetings**

(a) **General Requirements.** Written notice of all meetings of Members shall be given to each Voting Member and shall state the place, date and hour of the meeting and, (i) for a special meeting, the general nature of all business to be transacted, or (ii) for a regular or annual meeting, those matters which the Board at the time of mailing the notice intends to

present, but except as provided in Section 6.3 of these bylaws and in the following paragraph, any proper matter may be presented at a regular or annual meeting.

(b) **Notice of Special Agenda Items.** Less than unanimous approval by the Voting Members of any of the following proposals is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (i) removing a Trustee without cause;
- (ii) filling vacancies on the Board;
- (iii) amending the articles of incorporation; or
- (iv) electing to wind up and dissolve the Corporation.

The notice of any meeting at which Trustees are to be elected shall include the names of all persons who are nominees when notice is given.

(c) **Manner of Giving Notice.** Notice shall be given at least ten (10) but no more than ninety (90) days before the meeting date, either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each Voting Member, at the address of that Member appearing on the books of the Corporation or at the address given by the Member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that Member by first-class mail or telegraphic or other written communication to the Corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the country in which the principal office is located. An affidavit of the mailing of any notice of any Members' meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.

(d) **Nonvoting Members.** Nonvoting Members shall be given notice of annual meetings but need not receive notice of regular or special meetings.

### **Section 6.5. Quorum**

(a) **Percentage Required.** Twenty-five percent (25%) of the Voting Members, shall constitute a quorum for the transaction of business at any meeting of Members; provided, however, that if any regular or annual meeting is actually attended by less than one third (1/3) of all the Voting Members, the only matters that may be voted on are those of which notice of their general nature was given under Section 6.4 of these bylaws

(b) **Loss of Quorum.** The Voting Members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Voting Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Voting Members required to constitute a quorum.

**Section 6.6. Adjourned Meeting.**

Any Members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Voting Members represented at the meeting. No meeting may be adjourned for more than forty-five (45) days. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken, except as otherwise required by the Corporations Code. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

**Section 6.7. Voting**

(a) **Eligibility to Vote.** Persons entitled to vote at any meeting of Members shall be Active, Life and Affiliate Members in good standing as of the date determined in accordance with Section 6.10 of these bylaws, subject to the provisions of the California Nonprofit Corporation Law.

(b) **Manner of Casting Votes.** Voting may be by voice or ballot, provided that any election of Trustees must be by ballot if demanded by any regular Voting Member before the voting begins.

(c) **Only Majority of Members Represented at Meeting Required, Unless Otherwise Specified.** If a quorum is present, the affirmative vote of the majority of the Voting Members represented at the meeting entitled to vote and voting on any matter (other than the election of Trustees) shall be the act of the Members, unless the vote of a greater number of voting by classes is required by California Nonprofit Corporation Law or by the Articles of Incorporation.

(d) **Ballots and Voting; No Proxies.** Only ballots sent out and returned by mail shall be counted. Ballots returned by facsimile, email, or other electronic transmission shall not be counted. Members may not vote by proxy.

**Section 6.8. Waiver of Notice or Consent by Absent Members**

The transactions of any meeting of Members, however called or noticed and wherever held, are valid if a quorum is present, and if everyone entitled to vote but not present signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of Members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 6.4(b), the waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**Section 6.9. Action by Written Consent Without a Meeting**

Any action that may be taken at any meeting of Members may be taken by mail ballot without a meeting by complying with the following procedures:

(a) **Solicitation of Written Ballots.** The Corporation shall distribute one written ballot to each Voting Member. Such ballots shall be mailed or delivered in the manner required by Section 6.4(b) of these bylaws. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement; (2) state the percentage of approvals necessary to elect the Trustees or to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) provide the Voting Members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time within which to return the ballot to the Corporation. Any written ballot distributed to ten (10) or more Members shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification.

(b) **Number of Votes and Approvals Required.** Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including any ballots that indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(c) **Revocation.** No written ballot may be revoked after delivery to the Corporation or deposit in the mails, whichever occurs first.

(d) **Filing.** All such written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records.

#### **Section 6.10. Record Date.**

The Board may fix, in advance, a record date for determination of the Voting Members entitled to notice of any meeting, to vote, or to exercise rights with respect to any lawful action. Such record date:

(a) for notice of a meeting, shall not be more than 90 nor less than 10 days before the date of the meeting;

(b) for voting at a meeting, shall not be more than 60 days before the date of the meeting;

(c) for voting by written ballot, shall not be more than 60 days before the day on which the first written ballot is mailed or solicited; and

(d) for any other action, shall not be more than 60 days before that election.

If a record date is not fixed by the Board, the record date:

(e) for notice of meetings, is the business day preceding the day notice is given or if notice is waived, the business day preceding the day of the meeting;

(f) for voting at a meeting, is the day on which the meeting is held;

(g) for voting by written ballot, is the day on which the first written ballot is mailed or solicited;

(h) for giving consent to corporate action without a meeting, is the day the first written consent is given; and

(i) for determining Members for any other purpose, is the day the Board adopts the resolutions relating thereto or the sixtieth (60th) day before the date of proposed action, whichever is later

**Section 6.11. Voting Rights; Approval Standards.**

Each Voting Member shall be entitled to cast one vote on all matters submitted to a vote of the Members. As used in these bylaws, the terms "approved by the Members", "approved by the Voting Members", or "approved by [any specified percentage] of the Members" refer to a majority or specified percentage of the votes represented and voting at a duly called meeting at which a quorum is present (generally as contemplated by Corporations Code Section 5034).

**ARTICLE 7.  
ELECTION OF TRUSTEES AND PRESIDENT**

**Section 7.1. Nominations and Solicitations for Votes**

(a) **Nominating Committee.**

(i) **Selection and Qualification of Committee Members.** The Nominating Committee shall be a standing committee and shall be comprised of the following:

(A) One person, who shall also serve as Chair of the Nominating Committee, shall be appointed by the Chair of the Board of Trustees and the President, from among the elected Analyst Trustees, and such appointment shall be subject to the approval of the Board of Trustees.

(B) Two members of the Nominating Committee shall be either Active or Life Members, nominated by the Nominating Committee and elected by the Membership.

(C) Two members of the Nominating Committee shall be selected by the Chair of the Board of Trustees from among the Community Board Members.

(ii) **Positions Nominated by the Nominating Committee for Approval by the Members.** The Nominating Committee shall nominate, for approval by the Voting Members, persons to serve in each of the following positions:

(A) President-elect,

(B) Persons to serve as Analyst Trustees pursuant to Section 8.3(c)(ii)

and (iii), and

(C) Two Active or Life Members of the Nominating Committee.

(iii) Positions Nominated by the Nominating Committee for Approval by the Board. The Nominating Committee shall nominate, for approval by the Board, persons to serve in each of the following positions:

- (A) Chair of the Board,
- (B) Treasurer,
- (C) Secretary, and
- (D) Persons to serve as Community Trustees pursuant to Section

8.3(d)(ii).

(iv) Nominating Committee Reports. The Nominating Committee shall make its report at least sixty (60) days before the date of the election, and the Secretary shall forward to each Member, with the notice of meeting, a list of candidates nominated. It is the intention of the Membership that the Board reflect gender and ethnic diversity.

(b) Nominations by Members. Voting Members may nominate candidates for Trusteeships from among the Members for Analyst Trustee seats elected pursuant to Section 8.3(b) at any time before the 60th day preceding the election. On timely receipt of a petition signed by the nominating Member or Members, the Secretary shall cause the names of the candidates named on it to be placed on the ballot along with those candidates named by the nominating committee.

(c) Nominations From the Floor. If there is a meeting to elect Trustees, any Voting Member present at the meeting may nominate a candidate or candidates from among the Members.

(d) Solicitation of Votes. If more people are nominated for the Board than can be elected, the election shall take place by means of a procedure that allows all nominees a reasonable opportunity to solicit votes and all Members a reasonable opportunity to choose among nominees. If after the close of nominations the number of people nominated for the Board is not more than the number of Trustees to be elected, the Corporation may without further action declare that those nominated and qualified to be elected have been elected.

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

(f) Mailing Election Material. On written request by any nominee for election to the Board and accompanying payment of the reasonable costs of mailing (including postage), the Corporation shall, within ten business days after the request (provided payment has been made), mail to all Members, or such portion of them as the nominee may reasonably specify, any material that the nominee may furnish and that is reasonably related to the election, unless the Corporation within five business days after the request allows the nominee, at the Corporation's option, the right to do either of the following: (1) inspect and copy the record of all the Members' names, addresses, and voting rights, at reasonable times, on five business days'

prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested; or (2) obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those Members entitled to vote for the election of Trustees, as of the most recent record date for which it has been compiled or as of a date specified by the Member subsequent to the date of demand. The membership list shall be made available on or before the later of ten business days after the demand is received or after the date specified in it as the date by which the list is to be compiled.

(g) **Refusal to Publish or Mail Material.** The Corporation may decline to publish or mail material on the basis of the content of the material that it has otherwise been requested to publish on behalf of any nominee.

(h) **Use of Corporate Funds to Support Nominee.** Without authorization of the Board, no corporate funds may be expended to support a nominee for Trustee after there are more people nominated for Trustee than can be elected.

### **Section 7.2. Vote Required to Elect Trustee**

Candidates receiving the highest number of votes in each class shall be elected as Trustees in each such class.

## **ARTICLE 8. TRUSTEES**

### **Section 8.1. Powers**

(a) **General 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 Voting 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.

(b) **Specific Powers.** Without prejudice to their general powers, and subject to the same limitations, the Trustees shall have the power to:

(i) Select and remove all Officers (other than the election of the President, as set forth in Section 7.1a), agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these bylaws; and fix their compensation.

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

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

(iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, credit accounts and promissory notes, and other evidences of debt except that the Board of Trustees may not incur indebtedness greater than \$250,000 without approval by a majority of the Membership.

**Section 8.2. Number and Qualification of Trustees**

(a) Authorized Number. The authorized number of Trustees shall be not less than 13 nor more than 17.

(b) Qualifications.

(i) Analyst Trustees. Not less than six nor more than eight of the Trustees shall be Analyst Trustees.

(ii) Community Trustees. Not less than seven nor more than nine of the Trustees shall be Community Trustees. Any person with an interest in the purposes of this Corporation and a desire to serve may be selected as a Community Trustee.

**Section 8.3. Election and Term of Office of Trustees; Chair**

(a) The Trustees as of the adoption of these bylaws shall be the persons set forth on the attached Exhibit A, each of whom shall serve in the class of Trustee and for the term there set forth.

(b) The term for each Trustee (other than the Trustees set forth on Exhibit A) shall be three years, and each Trustee may serve not more than two consecutive terms, but shall be eligible for re-election only after a hiatus of at least one year. If any annual meeting is not held or the Trustees to be elected at any annual meeting are not elected, the terms of the Trustees that would otherwise expire will be extended until the next scheduled election. Each Trustee, including a Trustee elected to fill a vacancy or elected at a special Members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected. Notwithstanding the foregoing, any Trustee who is also serving as Chair shall not be subject to the term limit during his or her term as Chair, but instead may remain in office as a Trustee and Chair until the expiration of his or her term as Chair.

(c) Analyst Trustees shall be selected or appointed as follows:

(i) The President, President-elect and Past President shall each serve as *ex officio*, voting members of the Board of Trustees, and shall be classified as Analyst Trustees for purposes of Section 8.2(b)(i).

(ii) One member of the Board of Trustees shall be elected by the Affiliate Members from among the Affiliate Members, in accordance with the nomination and voting procedures set forth in Section 7.1.

(iii) The remainder of the Analyst Trustees of the Board of Trustees shall be elected by the Membership from among Active and Life Members, in accordance with the nomination and voting procedures set forth in Section 7.1.

(d) Community Trustees shall be selected or appointed as follows:

(i) The President of the Friends of the San Francisco Center for Psychoanalysis (previously known as The Friends of the San Francisco Psychoanalytic Institute & Society) shall serve as a voting, *ex officio* member of the Board of Trustees, and shall be classified as a Community Trustee for purposes of Section 8.2(b)(ii).

(ii) The remainder of the Community Trustees shall be elected by the Board of Trustees in accordance with the nomination and voting procedures set forth in Section 7.1.

(e) The Chair of the Board of Trustees shall be selected by the Board of Trustees at the commencement of each tri-annual meeting of the Board at which the Chair is to be selected. The Chair shall preside at all meetings of the Board of Trustees and at all meetings of members, manage the affairs of the Board of Trustees of the Corporation, 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 8.4. Vacancies**

(a) **Events Causing Vacancy.** A vacancy or vacancies in the Board of Trustees 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 Trustees 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 Voting Members to remove a Trustee;

(iv) the increase of the authorized number of Trustees; or

(v) the failure of the Voting Members, at any meeting of Members at which any Trustee or Trustees are to be elected, to elect the number of Trustees to be elected at such meeting.

(b) **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 of Trustees, 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 of Trustees may elect a successor to take office when the resignation becomes effective.

(c) **Filling of Vacancies.** The Board of Trustees 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. No reduction of the authorized number of Trustees shall have the effect of removing any Trustee before that Trustee's term of office expires.

#### **Section 8.5. Place of Meetings; Meetings by Telephone**

Meetings of the Board shall be held at the principal executive office or at any other place within the state of California which has been designated in the notice of the meeting, or if not stated in such notice, or if there is no notice, designated by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board shall be held at any place within or without the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal office of the Corporation. Notwithstanding the above provisions of this Section 8.5, a regular or special meeting of the Board of Trustees may be held at any place consented to in writing by all Board members either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Trustees participating in the meeting can hear one another, and all such Trustees shall be deemed to be present in person at such meeting.

#### **Section 8.6. Annual Meeting**

Immediately before or following each annual meeting of Members, the Board of Trustees 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 8.7. Other Regular Meetings**

Other regular meetings of the Board of Trustees shall be held without call at such time as shall be fixed by the Board. Such regular meetings may be held without notice.

#### **Section 8.8. Special Meetings**

(a) 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, upon at least three (3) business days' written notice by mail or forty-eight (48) hours' notice delivered personally or by telephone or telegraph and stating the time and place of the special meeting. Notice of a meeting need not be given to any Trustee who signs a waiver of notice, or who attends the meeting without protesting the lack of notice before or at the commencement of the meeting.

#### **(b) Notice.**

(i) Manner of Giving. Notice of the time and place of special meetings shall be given to each Trustee by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage paid; (c) by telephone or e-mail communication, either directly to the Trustee or to a person at the Trustee's office who would reasonably be expected to communicate such notice promptly to the Trustee; or (d) by facsimile. All such notices shall be given or sent to the Trustee's address or telephone number as shown on the records of the Corporation.

(ii) Time Requirements. Notices sent by first-class mail shall be deposited into a United States mail box at least ten (10) days before the time set for the meeting. Notices given by personal delivery, telephone, electronic mail or facsimile shall be delivered or telephoned at least forty-eight (48) hours before the time set for the meeting.

(iii) **Notice Contents.** The notice shall state the time and place for the meeting, but need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the principal office of the Corporation.

### **Section 8.9. Quorum**

A majority of each class of Trustees (that is, a majority of the Analyst Members and a majority of the Community Members) shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 8.11. 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 of Trustees, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a Trustee has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of Trustees. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Trustees, if any action taken is approved by at least a majority of the required quorum for that meeting.

### **Section 8.10. Waiver of Notice**

The transactions of any meeting of the Board of Trustees, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the Trustees not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Trustee who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

### **Section 8.11. Adjournment**

A majority of the Trustees present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

### **Section 8.12. Notice of Adjournment**

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 8.13. Action Without Meeting**

Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Trustees. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

**Section 8.14. Fees and Compensation of Trustees**

Trustees and committee members may not receive compensation for their services but may be reimbursed for their expenses.

**Section 8.15. Restriction on Interested Trustees**

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 9.  
COMMITTEES****Section 9.1. Committees of Trustees**

The Board of Trustees 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. 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:

- (a) take any final action on matters which, under the Nonprofit Corporation Law of California, also requires Voting Members' approval or approval of a majority of all Members;
- (b) fill vacancies on the Board of Trustees or in any committee which has the authority of the Board;
- (c) amend or repeal bylaws or adopt new bylaws;
- (d) amend or repeal any resolution of the Board of Trustees which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the Board of Trustees or the members of authorized committees;
- (f) expend corporate funds to support a nominee for Trustee after there are more people nominated for Trustee than can be elected;
- (g) approve any self-dealing transaction except as provided in Section 5233(d)(3) of the Nonprofit Corporation Law of California.

**Section 9.2. Meetings and Action of Committees**

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article 8 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 of Trustees and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Trustees or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Trustees. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Trustees may adopt rules for the governance of any committee not inconsistent with the provisions of these bylaws. Board committee chairs are appointed by the Chair of the Board of Trustees with ratification by the Board of Trustees. Board members may serve as liaisons to various Center committees.

### **Section 9.3. Audit Committee**

The Corporation shall have an Audit Committee consisting of at least three Trustees, and may include nonvoting advisors. Trustees who are employees of the Corporation or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the Corporation (other than for service as Trustee) may not serve on the Audit Committee. The President and Treasurer, if also Trustees, may serve on the Audit Committee only if such persons are volunteers and are not compensated by this Corporation. The Audit Committee shall perform the duties and adhere to the guidelines set forth in the Corporation's Audit Committee Charter as amended from time to time by the Board. Such duties include, but are not limited to: (i) assisting the Board in choosing an independent auditor and recommending termination of the auditor, if necessary, (ii) negotiating the auditor's compensation, (iii) conferring with the auditor regarding the Corporation's financial affairs, and (iv) reviewing and accepting or rejecting the audit. If the Corporation has a Finance Committee, a majority of the members of the Audit Committee may not concurrently serve as members of the Finance Committee, and the Chair of the Audit Committee may not serve on the Finance Committee.

### **Section 9.4. Advisory Committees.**

This Corporation shall have the following Standing Advisory Committees: Nominating, Finance, Investment, Ethics and Impairment, and Development. The Nominating Committee shall be comprised of the persons set forth in 7.1(a). The Co-Chairs of the Ethics and Impairment Committee shall be appointed by the President. Appointment of the chair of all other Standing Committees shall be made jointly by the Chair and the President. The charter for each Standing Committee shall be determined by the Board.

## **ARTICLE 10. OFFICERS OF THE CORPORATION**

### **Section 10.1. Officers**

The Officers of the Corporation shall be the President of the Center, a President-elect or Past-President of the Center, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Trustees, such other Officers as may be appointed in accordance with the provisions of Section 10.3. The President must be an Active or Life Member, and the Secretary and Treasurer must concurrently serve as Board Members, in either the Analyst or Community class of Trustees. No person may concurrently hold more than one office.

**Section 10.2. Election of Officers**

The Voting Members shall elect the President-elect for a two-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. Immediately after such person's term as President, he or she shall serve as Past-President for a one-year term. Thus, a person elected as President-elect shall be in office for a total of six years. All other officers, except those appointed in accordance with the provisions of Section 10.3, shall be chosen by the Board of Trustees from among candidates nominated by the Nominating Committee, 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 10.3. Subordinate Officers**

The Board of Trustees 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 of Trustees.

**Section 10.4. 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 of Trustees, at any regular or special meeting of the Board of Trustees, or, except in the case of an Officer chosen by the Board of Trustees or the Members, by an Officer on whom such power of removal may be conferred by the Board of Trustees. Members may petition the Board of Trustees to remove any Officer.

**Section 10.5. 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 10.6. 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 10.7. Responsibilities of Officers**

(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 of Trustees or the bylaws.

(b) **President-Elect/Past-President.** If the President is absent or disabled, the President-Elect/Past President shall perform all duties of the President. The President-

Elect/Past President shall have such other powers and perform such other duties as the Board, the President or these bylaws shall provide.

(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;

(ii) a copy of the articles of incorporation and bylaws, as amended to date;  
and

(iii) 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.

(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.

(i) **Books of Account.** 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.

(ii) **Depositories.** 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.

(iii) **Bond.** If required by the Board of Trustees, 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 11.  
CONTRACTS AND LOANS WITH TRUSTEES AND OFFICERS**

**Section 11.1. 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 11.2. 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 12.  
INDEMNIFICATION OF TRUSTEES AND OFFICERS**

**Section 12.1. Right to Indemnification**

(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

(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 Voting 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 Voting Members present at the meeting shall authorize indemnification.

(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 12.2. 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 13. RECORDS AND REPORTS**

### **Section 13.1. Maintenance of Corporate Records**

The Corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Minutes in written form of the proceedings of its Members, Board, and committees of the Board;
- (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 13.2. Members' Inspection Rights**

- (a) Any Member of the Corporation may:
  - (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
  - (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.

(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.

(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 13.3. 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 13.4. 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 13.5. Annual Report to Members**

(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:

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

(ii) The principal changes in assets and liabilities, including trust funds.

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

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

(v) Any information required by Section 6322 of the Corporations Code.

(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.

(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 13.6. 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:

(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.

(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 14.  
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. References in these bylaws to sections of the Corporations Code are for convenience only and are not part of the bylaws.

**ARTICLE 15.  
AMENDMENTS****Section 15.1. Amendment by Members**

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the Voting 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 Voting Members than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of Voting Members. No amendment may extend the term of a Trustee beyond that for which such Trustee was elected. No new category of Members shall be added by amendment of these bylaws except with the approval of the Voting Members.

**Section 15.2. 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 Voting Members, the Board may not adopt, amend, or repeal any bylaws that would:

(a) modify the purposes of this Corporation, or amend the Articles of Incorporation;

- (b) modify the voting rights of any class of Members, or add any new category of Members;
- (c) increase or extend the terms of Trustees;
- (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;
- (e) increase the quorum for Members' meetings;
- (f) repeal, restrict, create, expand, or otherwise change proxy rights; or
- (g) authorize cumulative voting.

**Section 15.3. Actions Requiring Larger Proportion of Votes.**

Any provision of these bylaws that requires the vote of a larger proportion of the Board or Voting 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 \_\_\_\_\_, a California Nonprofit Public Benefit Corporation, and the above Bylaws, consisting of \_\_\_\_\_ (\_\_) pages, including this page, are the Bylaws of this Corporation as adopted at a meeting of the Board of Trustees held on \_\_\_\_\_, 2007.

Dated: \_\_\_\_\_, 2007

\_\_\_\_\_  
Secretary

Exhibit ABYLAWS OFSan Francisco Center for Psychoanalysis

The following officers and members of the current Board of Trustees of the San Francisco Psychoanalytic Institute & Society will be grandfathered onto the Board of Trustees of the San Francisco Center for Psychoanalysis for the remainder of their terms.

<u>Position</u>	<u>Name</u>	<u>Term Expires</u>
President	William Glover, Ph.D.	June 2008
Affiliate Member Representative	Catherine McKenzie, Ph.D.	June 2008
Community Trustee	Henry Kaplan, M.D., J.D.	June 2008
Community Trustee	Judge Ron Greenberg, (Ret)	June 2008