

710202

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

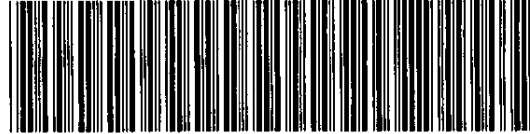
(Document Number)

Certified Copies ☒

Certificates of Status ☐

Special Instructions to Filing Officer:

Office Use Only



900274072479

06/24/15--01032 -016 **78.75

merged

JUL 02 2015

R. WHITE

10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45
46
47
48
49
50
51
52
53
54
55
56
57
58
59
60
61
62
63
64
65
66
67
68
69
70
71
72
73
74
75
76
77
78
79
80
81
82
83
84
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Florida Psychoanalytic Society, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Oscar de la Guardia

(Contact Person)

Law Offices of Oscar de la Guardia, P.A.

(Firm/Company)

20 Calabria Ave Apt 302

(Address)

Coral Gables, FL 33134

(City/State and Zip Code)

For further information concerning this matter, please call:

Oscar de la Guardia

(Name of Contact Person)

At (305)

495-3380

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Florida Not-for-Profit Corporations)

FLORIDA PSYCHOANALYTIC INSTITUTE, INC.
with and into
FLORIDA PSYCHOANALYTIC SOCIETY, INC.

Pursuant to the provisions of Section 617.1105 of the Florida Not For Profit Corporation Act, **Florida Psychoanalytic Institute, Inc.**, a Florida not-for-profit corporation, and **Florida Psychoanalytic Society, Inc.**, a Florida not-for-profit corporation, hereby adopt the following Articles of Merger for the purposes of merging (the "Merger"):

1. The name of the surviving corporation is **Florida Psychoanalytic Society, Inc.**, a Florida not-for-profit corporation (Florida Document No. 710202) ("FPS"). From and after the consummation of the Merger, the name of the surviving corporation shall be "The Florida Psychoanalytic Center, Inc."
2. The name of the merging corporation is **Florida Psychoanalytic Institute, Inc.**, a Florida not-for-profit corporation (Florida Document No. N26841) ("FPI").
3. From and after the consummation of the Merger, FPI shall be merged with and into FPS, and FPS shall be the surviving corporation of the Merger, pursuant to the Agreement and Plan of Merger dated as of May 15, 2015 and the exhibits thereto, which are attached hereto as Exhibit "A" and which are incorporated herein by this reference (the "Plan of Merger").
4. The Plan of Merger was adopted by written consent of the members of each of FPI and FPS and executed in accordance with Section 617.0701 of the Florida Not For Profit Corporation Act.
5. From and after the consummation of the Merger, the Articles of Incorporation of the surviving corporation shall be amended and restated in their entirety in the form attached as Exhibit A to the Plan of Merger.
6. The effective date of the Merger shall be the date that these Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of FPI and FPS by their authorized officers as of June 15, 2015.

FLORIDA PSYCHOANALYTIC SOCIETY, INC.

By: 
Ana Eriksen, President

FLORIDA PSYCHOANALYTIC INSTITUTE, INC.


By: 
Frederic J. Levine, Director

Exhibit A to Articles of Merger

AGREEMENT AND PLAN OF MERGER MERGING
FLORIDA PSYCHOANALYTIC INSTITUTE, INC. WITH AND INTO
FLORIDA PSYCHOANALYTIC SOCIETY, INC.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of May 15, 2015 (this "Plan of Merger"), is made pursuant to the provisions of Section 617.1101 of the Florida Statutes, by which **Florida Psychoanalytic Institute, Inc.**, a Florida not-for-profit corporation ("FPI") will merge with and into **Florida Psychoanalytic Society, Inc.**, a Florida not-for-profit corporation ("FPS"), with FPS being the surviving not-for-profit corporation (the "Merger") under the name "The Florida Psychoanalytic Center, Inc." FPS as the surviving corporation will sometimes be referred to hereinafter as the "Center." FPS and FPI will sometimes be hereinafter referred to as the "Constituent Corporations" or individually as a "Constituent Corporation."

Preliminary Statements

A. FPI and FPS are each a not-for-profit corporation duly organized and existing under the laws of the State of Florida.

B. The respective Boards of Directors of FPI and FPS have determined that it is advisable and in the best interests of such corporations and their Members that FPI merge with and into FPS upon the terms and subject to the conditions set forth in this Plan of Merger.

C. If deemed advisable by their respective tax advisors for United States federal income tax purposes, the parties hereto intend the Merger (as defined below) shall qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations promulgated thereunder, and this Plan of Merger shall be adopted as a plan of reorganization for purposes of Section 368(a) of the Code and the Treasury Regulations promulgated thereunder.

D. This Plan of Merger shall be subject to the approval of the voting members of FPI and FPS.

NOW, THEREFORE, in consideration of the premises and mutual agreements and covenants herein contained, FPI and FPS hereby agree as follows:

1. **The Merger.** Subject to the terms and conditions set forth in this Plan of Merger, at the Effective Time of the Merger, (i) FPI will merge with and into FPS, with FPS being the surviving corporation; and (ii) the name of the surviving corporation shall be "The Florida Psychoanalytic Center, Inc."

2. Approval by Voting Members.

2.1. This Plan of Merger shall be submitted for the approval of the voting members of FPI and FPS by execution of written consents in accordance with Section 617.0701 of the Florida Not For Profit Corporation Act and the respective Articles of Incorporation and Bylaws of each of the Constituent Corporations. If this Plan of Merger is not so approved by the voting members of each of the Constituent Corporations, this Plan of Merger shall terminate and the Merger shall not be consummated.

2.2. Upon approval and adoption of this Plan of Merger by the voting members both of the Corporations, Articles of Merger and such other documents necessary to effectuate the Merger (the "Articles of Merger") shall be filed with the Secretary of State

of Florida and Delaware and the Merger shall become effective at the time provided by applicable law (the "Effective Time").

2.3. Notwithstanding the approval of this Plan of Merger by the voting members of each of the Constituent Corporations, the Merger may be abandoned by mutual action of the Boards of Directors of each of the Constituent Corporations at any time before the filing of the Articles of Merger with the Florida Secretary of State, in which case this Plan of Merger shall terminate and the Merger shall not be consummated.

2.4. The parties hereto, by mutual consent of their respective Boards of Directors, may amend, modify or supplement this Plan of Merger prior to the Effective Time, provided that no such amendment will materially or adversely affect the rights of any member of any Constituent Corporation.

3. Governing Documents. Upon the consummation of the Merger, the Articles of Incorporation of the surviving corporation shall be amended and restated as set forth as Exhibit A hereto, which among other things shall effectuate a change in the corporate name of the surviving corporation to "The Florida Psychoanalytic Center, Inc." Upon the consummation of the Merger, the Bylaws of the surviving corporation shall be as set forth as Exhibit B hereto.

4. Members. From and after the Effective Time, the membership of each of the members of each of the Constituent Corporations ipso facto as of the Effective Time shall be converted into membership of the Center per the following categories and the Bylaws of the Center:

<u>Membership in FPI</u>	<u>Membership in the Center</u>
Active	Active
Honorary	Honorary
Corresponding	Corresponding
Adjunct	Adjunct
Life	Active

<u>Membership in FPS</u>	<u>Membership in the Center</u>
Active	Active
Honorary	Honorary
Life	Active
Corresponding	Corresponding
Candidate	Candidate
Affiliate	Adjunct
Adjunct	Adjunct

Notwithstanding the foregoing, if a member of either Constituent Corporation does not meet the criteria to be a member of the Center in the indicated category, then the membership of such member automatically shall be converted into Honorary membership

of the Center, unless the criteria are waived by the Board of Directors of the Center on a case-by-case basis per the Bylaws of the Center.

5. Officers/Directors. From and after the Effective Time, the following persons shall be officers and/or directors of the Center in the respective capacities and for the respective terms indicated alongside their names, until their successors have been duly elected and qualified in accordance with the Articles of Incorporation and Bylaws of the Center, and in accordance with the Bylaws of the Center, those who are elected to such offices shall also automatically become members of the Board of Directors of the Center:

<u>Name</u>	<u>Office</u>	<u>Term</u>
Frederic Levine, Ph.D.	President	1 year
Ana Eriksen, M.D.	Vice President	2 years
Juan Rene Geadar, M.D.	Treasurer	1 year
Lynne Harkless, Ph.D.	Secretary	2 years
Gail Eisenberg, M.D.	Education Committee Chair	2 years

The two positions of Board Members-at-Large provided for in the Bylaws of the Center shall initially be filled by the Board of Directors for a term specified by the Board until their successors can be elected by the Members of the Center by the customary procedures set forth in the Bylaws of the Center.

6. Other Elected Officials. From and after the Effective Time, the following persons shall be elected officials of the Center in the respective capacities and for the respective terms indicated alongside their names, until their successors have been duly elected and qualified in accordance with the Articles of Incorporation and Bylaws of the Center:

<u>Name</u>	<u>Office</u>	<u>Term</u>
Ellen Helman, LCSW	Senior BOPS Fellow	2 years
Julio Calderon, M.D.	Executive Counselor	1 year

7. Succession. At the Effective Time:

7.1. The separate corporate existence of FPI shall cease and (i) all the rights, privileges, powers and franchises of a public and private nature of each of the Constituent Corporations, subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; (ii) all assets, property, real, personal and mixed, belonging to each of the Constituent Corporations; and (iii) all debts due to each of the Constituent Corporations on whatever account, shall each succeed to, be vested in and become the property of the surviving corporation without any further act or deed as they were of the respective Constituent Corporations.

7.2. The title to any real estate vested by deed or otherwise and any other asset, in either of such Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, but all rights of creditors and all liens upon any property of FPI shall be preserved unimpaired.

7.3. To the extent permitted by law, any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place.

7.4. All debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

7.5. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of FPI, its Members, Board of Directors and committees thereof, officers and agents that were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of the surviving corporation and shall be as effective and binding thereon as the same were with respect to FPI.

7.6. The employees and agents of FPI shall become the employees and agents of the surviving corporation and continue to be entitled to the same rights and benefits that they enjoyed as employees and agents of FPI.

8. Further Assurances. The Boards of Directors of each of the Constituent Corporations are hereby authorized, empowered, and directed to do all things and take all actions which they deem necessary and appropriate to carry out the purposes and intentions of this Plan of Merger, including, without limitation, the filing and recording of the Articles of Merger, tax returns and other documents with the appropriate officials of the State of Florida, the Internal Revenue Service, and any other governing bodies and the payment of all fees due and payable thereunder. From time to time, as and when required by the surviving corporation or by its successors or assigns, there shall be executed and delivered on behalf of FPI such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate, advisable or necessary in order to vest, perfect or confirm, of record or otherwise, in the surviving corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of FPI, and otherwise to carry out the purposes of this Plan of Merger.

9. Counterparts. This Plan of Merger may be executed in one or more counterparts, and each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement.


10. Descriptive Headings. The descriptive headings herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Plan of Merger.

11. Governing Law. This Plan of Merger shall be governed by, and construed in accordance with, the laws of the State of Florida, without giving effect to the choice or conflict of law provisions contained therein to the extent that the application of the laws of another jurisdiction will be required thereby.

(signature page follows)

IN WITNESS WHEREOF, FPI and FPS have caused this Plan of Merger to be executed and delivered as of the date first written above.

Florida Psychoanalytic Society, Inc.

By: 
Lynne Harkless, Secretary

Florida Psychoanalytic Institute, Inc.


By: 
Frederic J. Levine, Director

Exhibit A to Agreement and Plan of Merger

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
THE FLORIDA PSYCHOANALYTIC CENTER, INC.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE FLORIDA PSYCHOANALYTIC CENTER, INC.
(Florida Not-For-Profit)**

These Articles of Incorporation are intended to form a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, as follows:

ARTICLE I: NAME AND ADDRESS

The name of this corporation shall be **The Florida Psychoanalytic Center, Inc.** (the "Corporation"). The street address of its principal office is 4649 Ponce de Leon Boulevard, Suite 303, Coral Gables, Florida 33146.

ARTICLE II: OBJECT, PURPOSES AND POWERS

The Corporation shall be a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes. The general nature, object and purposes of the Corporation shall be the following:

- A. To advance the study of psychoanalysis and maintain the standards for the practice of psychoanalysis established by the American Psychoanalytic Association; to advance psychoanalytic knowledge and education; to make psychoanalytic knowledge available for the relief of human illness and suffering;
- B. To establish a free-standing, not-for-profit institute for the training of psychoanalysts and related professionals;
- C. To disseminate and promote knowledge about psychoanalysis to physician and non-physician mental health professionals, educators, allied professionals and the general public and to foster scientific relations with other disciplines,
- D. To further educational work and scientific research in the field of psychoanalysis; to facilitate the care and treatment of individuals who may be benefitted by psychoanalysis cooperation with other organizations and individuals; and
- E. To disseminate educational information and materials to the psychoanalytic, medical and related professions, as well as to the public, including by conducting seminars, symposia, lectures and lectureships; to promote and support the assembly of psychoanalytic and related publications and materials; etc.

In furtherance of the foregoing, the Corporation shall have and exercise all powers necessary or convenient to effect any or all of the objects and purposes for which the Corporation is organized; and in general shall have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.

All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

Subject to the restrictions and limitations hereinafter set forth, the Corporation shall use and apply the income derived from its activities and the principal thereof exclusively for charitable, educational or

scientific purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the United States Internal Revenue Code of 1986 as amended (the "IR Code"). The activities of the Corporation shall be consistent with the afore-said Section 501(c)(3).

ARTICLE III: EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE IV: MEMBERSHIP

The conditions of membership of this Corporation shall be as provided in the Bylaws of the Corporation.

ARTICLE V: DIRECTORS

The number, tenure and method of election of the Corporation's directors shall be as provided in the Bylaws of the Corporation.

ARTICLE VI: CHARITABLE LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the members, directors, or officers of the Corporation, or to any other private person; nor shall its assets be expended to the benefit of anyone other than a recipient of funds for charitable, educational, or scientific purposes; it being intended that all such income shall be used and expended solely for the purposes stated in Section 501(c) (3) of the IR Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509 of the IR Code, the Corporation, during the period of such characterization:

- A. Shall distribute its taxable income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the IR Code;
- B. Shall not engage in any act of self-dealing as defined in Section 4941(d) of the IR Code;
- C. Shall not retain any excess business holdings as defined in Section 4943(c) of the IR Code;
- D. Shall not make any investments in such manner as to subject it to tax under Section 4944 of the IR Code; and
- E. Shall not make any taxable expenditure as defined in Section 4945(d) of the IR Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt

from taxation under Section 501(c)(3) of the IR Code or by an organization to which contributions to which are deductible under Section 170(c)(2) of the IR Code.

ARTICLE VII: DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations that are exempt under Section 501(c)(3) and are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed on behalf of the Corporation by its authorized officer as of June 15, 2015.

THE FLORIDA PSYCHOANALYTIC CENTER, INC.

By:

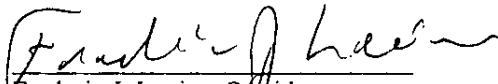

Frederic J. Levine, President

Exhibit B to Agreement and Plan of Merger

BYLAWS OF THE FLORIDA PSYCHOANALYTIC CENTER, INC.

BYLAWS OF THE FLORIDA PSYCHOANALYTIC CENTER, INC.

1. NAME AND PURPOSES.

1.1. Name. The name of the corporation shall be The Florida Psychoanalytic Center, Inc., hereinafter sometimes referred to as the "Center." It shall be an affiliate of the American Psychoanalytic Association.

1.2. Principal Office. The principal office of the Center shall be located in Miami-Dade County, Florida, provided that the Center may have such other offices within or without Florida as the Center may from time to time provide through action of the Board of Directors.

1.3. Purpose and Powers. The purpose and objectives of the Center are: (i) to foster the study and advancement of psychoanalysis; (ii) to conduct training and education of qualified persons in the study and practice of psychoanalysis, under the standards established and promulgated by the Board on Professional Standards (BOPS) of the American Psychoanalytic Association, as well as psychoanalytic psychotherapy, and such related areas as it deems appropriate; (iii) to provide services to the community; (iv) to encourage research in psychoanalysis; (v) to conduct scientific and educational meetings and programs; (vi) to represent psychoanalysis in the community; (vii) to develop the relationship of psychoanalysis to other disciplines; and (viii) to accept contributions, gift and bequests in the furtherance of these purposes. The Center shall have full powers to do all things to accomplish its purposes, as well as all powers accorded to a corporation not-for-profit under Chapter 617 of the Florida Statutes, also known as the Florida Not For Profit Corporation Act, as such may be amended from time to time (the "Florida Act").

1.4. Compensation. No officer, member, or employee of the Center shall receive any pecuniary profit from the operations of the Center except reasonable compensation paid to employees for services rendered and reimbursement of reasonable expenses incurred in furtherance of the purposes of the Center.

1.5. Dissolution. Upon the dissolution of the Center, no officer, member or employee of this Center shall receive any financial benefit from the share in any of the property of the Center. All of the property, assets, and surplus of said Center shall be distributed by the Board of Directors, at its discretion, to not-for-profit organizations in furtherance of the objectives outlined in Section 1.3 of these Bylaws.

2. MEMBERSHIP.

2.1. Categories of Membership. The Center shall have five classes of membership: Active, Honorary, Corresponding, Candidate, and Adjunct (each a "Member"). Only Active Members shall be eligible to vote on Center business, to hold office in the Center and to chair major standing committees except as may be specified elsewhere in these Bylaws. Criteria for election to membership in each category shall be as set forth in this Section 2.1, but the Board of Directors shall have the discretion to waive one or more of the criteria for membership on a case-by-case basis, for good cause shown in the sole judgment of the Board of Directors.

- (a) **Active Members.** Active Membership in the Center shall only be open to persons who are or are eligible to become active members of The American Psychoanalytic Association. Active Members shall have all privileges of the Center, including voting and eligibility to apply for faculty status in the psychoanalytic training program.
- (b) **Honorary Membership.** The Board of Directors may grant Honorary Membership in the Center to distinguished persons who have rendered significant service in or to the Center and/or the discipline and profession of psychoanalysis. Honorary Members shall have

privileges of the Center except voting and the right to hold office, and shall not be subject paying dues or other assessments.

- (c) **Corresponding Members.** Corresponding Membership shall be available to individuals who are not permanent residents of Miami-Dade or Broward Counties, Florida, but who are or are eligible to become active members of the American Psychoanalytic Association. Corresponding Members shall not vote or hold office in the Center.
- (d) **Candidate Members.** Candidate Members shall be the individuals who have been admitted as Psychoanalysts-in-Training in the Center's Psychoanalytic Training Program. They shall not be eligible to hold office, to vote or to attend business meetings of the Center except as may be specifically determined by the Board of Directors and the Educational Committee.
- (e) **Adjunct Membership.** Adjunct Membership shall be open to individuals who are not active members of The America Psychoanalytic Association, but who have a professional or scientific interest in psychoanalytic ideas and/or their application. Adjunct Members shall be entitled to attend all public scientific and social programs offered by the Center; to take courses and such other training programs as may be developed for non-candidates from time to time. They shall not vote except as may be specifically determined by the Board of Directors. Adjunct Members shall not hold Center offices or chair committees, but may serve as members of designated committees.

2.2. Nomination and Election of Members. The Membership Committee shall evaluate the credentials of applicants for all classes of membership and shall make recommendations to the Board of Directors. The Board of Directors shall circulate to the Active Members the names of all applicants that it provisionally approves for membership prior to final action by the Board of Directors. Members shall be elected by action of the Board of Directors, which may at its sole discretion put the membership of a particular individual or individuals to a vote of the Active Members. Consideration for membership shall not be influenced by an applicant's race, religion, age, gender, marital status, disability, national or ethnic origin, or sexual orientation.

2.3. Rights and Duties of Members.

- (a) Each Member shall be entitled to attend meetings of the Members except as otherwise specified in these Bylaws. All Members shall pay such dues, if any, as may be determined by the Board of Directors, and shall perform such other duties as may, from time to time, be prescribed by the Board of Directors.
- (b) The voting Members shall have the power to elect the Board of Directors, the Elected Officials and the other officers and officials of the Center as specified in these Bylaws and further shall have the power to vote on such other matters as may be specified in these Bylaws or by the Florida Act. Each voting Member may cast one vote.
- (c) It is the duty of all Members to adhere to the ethical standards of the Florida Psychoanalytic Center, the American Psychoanalytic Association, and of any other profession or licensing board to which they are responsible. Each Member shall agree to cooperate with and accept the findings of any investigations by the Ethics Committee as confirmed by the Board of Directors.

2.4. Termination of Membership.

- (a) Any Member may resign from the Center by delivering a written resignation to the Chair of the Board. Resignation does not relieve the Member of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid. The Center shall be under no obligation to accept a resignation offered by any Member after initiation of an action arising

out of an unethical conduct charge, nor shall the resignation or offer of resignation preclude or interrupt an investigation of such charge nor prevent rendering a decision on such charge.

- (b) The Board of Directors may terminate any membership in the Center at any time for good cause shown, including but not limited to: conviction of a felony, violation of any professional licensure act or licensure revocation, suspension or relinquishment. Termination of membership may also result from any violation of the Principles of Ethics for Psychoanalysis adopted by the Board on Professional Standards and/or the Executive Council of the American Psychoanalytic Association. Termination of membership may also result from a violation of the Bylaws of the Center, including default in payment of dues.
- (c) Any Member whose membership is proposed to be terminated pursuant to this Section 2.4 shall be entitled to fifteen (15)-days' notice in writing of the reasons for proposed termination, and the time, date and place of the meeting of the Board of Directors at which such proposal is to be voted upon. Such Member shall be entitled to appear before and be heard at such meeting.

2.5. Reinstatement. By written request to the Board of Directors, a former Member may be reinstated upon such terms and conditions as the Board of Directors in its sole discretion deems appropriate.

2.6. Transferability. Membership in the Center is not transferable or assignable to another person.

2.7. Membership Roster. The Secretary of the Center shall keep or direct to be kept a Membership Roster containing the updated name, address, electronic mail address and telephone number of each Member, his or her membership class, date of admission to membership, and all changes in membership status. Upon termination of membership, the date of termination shall be recorded in the Membership Roster.

3. MEETINGS OF THE MEMBERSHIP.

3.1. Annual and Special Meetings. The annual general meeting of Members of the Center shall be held at such time on or before June 30 of each year and at such place as the Board of Directors shall determine. Special meetings of the Members may be called by the Board of Directors, or by written request of one-third of the voting Members of the Center, to consider any matter for which a meeting or a vote of the Members is required. Any such meeting shall be held at such reasonable time and place as the Board of Directors shall designate.

3.2. Notification of Meetings. The Center shall give written notice of such meeting to all Members, by mailing or delivering such notice by hand, electronic mail, or fax to each Member at his or her usual address as shown on Membership Roster, not less than ten (10) days nor more than thirty (30) days prior to the time of the meeting, except as otherwise herein provided or by the Florida Act. Such notice shall, where appropriate, describe the business to be transacted.

3.3. Quorum and Voting. Forty percent (40%) of the voting Members of the Center shall constitute a quorum at any meeting of Members. At any meeting at which a quorum is present, action may be taken by a vote of the majority of those in attendance, except as otherwise herein provided. There shall be no power to vote by proxy at any meeting of the Members.

3.4. Attendance at Scientific Meetings. Unless otherwise specified by the Board of Directors, attendance at scientific meetings and sessions shall be open to the general public, on a single-event basis

4. BOARD OF DIRECTORS.

4.1. Composition.

- (a) The affairs of the Center shall be managed by a Board of Directors consisting of seven (7) members. The members of the Board of Directors shall be the four Executive Officers of the Center (President, Vice President, Secretary and Treasurer); two Board Members-at-Large; and the Chair of the Education Committee.
- (b) The persons elected to the aforementioned offices in the manner set forth in Section 5 of these Bylaws shall automatically become members of the Board of Directors of the Center, whose terms shall end when they cease to hold such office. In the event that a single person holds more than one of the aforementioned elective offices, he or she shall nonetheless be entitled to only one and not multiple votes as a director of the Center. In such event, the Board of Directors from time-to-time may increase the number of Board Members-at-Large to be elected so that the Board will consist of nine (9) directors.
- (c) The President shall function as Chair of the Board of Directors.

4.2. Power and Authority of the Board of Directors. The Board of Directors is responsible for carrying out the mission of the Center and promoting its functions. The Board of Directors shall have full power and authority to direct, control, and exercise all activities and affairs of the Center, subject to limitations of these Bylaws or of the Florida Act.

4.3. Meetings of the Board of Directors.

- (a) **Regular Meetings of the Board of Directors.** Regular meetings of the Board of Directors shall be held at least annually and at such other times as the Chair of the Board of Directors shall determine or as required by the Florida Act. Regular meetings shall be held at the principal offices of the Center or at such other place in Miami-Dade County as the Chair of the Board shall determine. The purposes of regular meetings of the Board of Directors shall be to consider and act upon any matters that are proper subjects for action by the Board of Directors.
- (b) **Special Meetings of the Board of Directors.** The Chair of the Board of Directors or one third of the Directors may call a special meeting of the Board of Directors, to be held at any time at the principal offices of the Center or at such other place in Miami-Dade County as the Chair of the Board shall determine. A special meeting may be held for any purpose that would be a proper purpose under these Bylaws or pursuant to the Florida Act.
- (c) **Notice of Meetings.** Written notice stating the date, time, place, and in the case of a special meeting, the purpose of such meeting, shall be given by or at the direction of the Secretary of the Center for each meeting of the Board of Directors. The notice shall be delivered by mail, hand, electronic mail, or fax addressed to each director at his or her respective address not less than three (3) nor more than fifteen (15) days before the meeting date.
- (d) **Quorum.** A majority of members of the Board of Directors shall constitute a quorum. At any meeting of the Board, at which a quorum is present, action may be taken by a vote of the majority of those in attendance, except as otherwise herein provided. There shall be no power to vote by proxy at any meeting of the Board of Directors.
- (e) **Compensation.** Directors as such shall not receive any salaries for their services, but by resolution of the Board of Directors, shall be reimbursed for authorized expenses advanced on behalf of the Center. Nothing herein contained shall preclude any director from serving the Center in an employment or consultant capacity and receiving compensation therefor.

4.4. Resignation; Removal; Vacancy.

- (a) A person who is a member of the Board of Directors by virtue of holding one of the elective offices set forth in Section 4.1 of these Bylaws shall be deemed to have resigned from the Board of Directors when he or she ceases to hold such elective office, for whatever reason.
- (b) A director may be removed from the Board of Directors for any cause deemed sufficient by the majority of the other members of the Board of Directors, including but not limited to failure to meet the qualifications of director, or in directors' and/or members' judgment that the best interests of the Center would be served by removal. Removal of a director shall be by secret ballot and shall require ratification by affirmative vote of two-thirds of the voting Members present at a special meeting called for such purpose and at which a quorum of voting Members is present.
- (c) A vacancy in the Board of Directors created by removal, resignation, death or otherwise may be filled by the Board of Directors for the unexpired portion of the term, or until a successor can be elected by the customary procedure through election by the Members of the Center.

5. OFFICERS AND ELECTED OFFICIALS.

5.1. Elected Officials. The Elected Officials of the Center shall consist of the Executive Officers and the Other Elected Officials.

- (a) **Executive Officers.** The Executive Officers of the Center shall be the President, the Vice President, the Secretary, and the Treasurer. Each shall hold office for a two-year term, with the terms staggered such that the President and the Treasurer are elected one year and the Vice President and the Secretary are elected on alternate years.
- (b) **Other Elected Officials.** In addition to the Executive Officers, the Other Elected Officials of the Center shall be the two Board Members-at-Large; the Executive Councilor to the Executive Council of the American Psychoanalytic Association and the Alternate Executive Councilor; the Chair of the Education Committee; two Fellows and two Alternate Fellows to the Board of Professional Standards (BOPS) of the American Psychoanalytic Association; and two Faculty Representatives to the Education Committee.

5.2. Election and Terms of Officials. Election of the Elected Officials shall be held at the annual general meeting of the membership of the Center. The Education Committee Chair shall be elected by the Education Committee as provided in Section 6.4 of these Bylaws, but such election shall require the ratification of the voting membership of the Center at the annual general meeting of the membership of the Center. No Elected Official, except for the Education Committee Chair, the Executive Councilor and the Fellows of BOPS, shall serve more than two consecutive terms.

- (a) **President.** The President shall be the chief executive officer of the Center. He or she shall preside at all meetings of Members, and shall be the Chair of the Board of Directors. The President, in consultation with the Board of Directors and subject to its ratification, shall appoint the Chairs of all major Center committees except the Education Committee and its subcommittees, and except as otherwise specified in these Bylaws; and shall consult with the appointed Committee Chairs on the appointment of Committee members. The President shall serve as an ex-officio voting member of the Florida Psychoanalytic Foundation, as provided by the Foundation's Bylaws. The President shall prepare and present a yearly report of the Center's activities at the annual general meeting of the membership of the Center. The President shall have been an Active Member of the Center for at least five years and shall have served three years on the Education Committee or as an officer or

chairperson of a major committee of the Center (Ethics, Membership, etc.) or subcommittee of the Education Committee (Progression, Curriculum, etc.).

- (b) **Vice President.** The Vice President shall succeed to the office of the President (for the remaining un-served term) in the event of the death, resignation, removal or incapacity of the President. The Vice President shall have such duties and responsibilities as are assigned to him or her by the Board of Directors. The Vice President shall have been an Active Member of the Center for at least five years and shall have served three years on the Education Committee or as an officer or chairperson of a major committee of the Center (Ethics, Membership, etc.) or subcommittee of the Education Committee (Progression, Curriculum, etc.).
- (c) **Secretary.** The Secretary shall keep minutes and records of all meetings of the Center and of the Board of Directors and of the Members of the Center; maintain a copy of these Bylaws at the principal offices of the Center; conduct and keep records of official correspondence, certify official documents; maintain the Membership Roster; give notice to all Members of meetings of Members and programs for Members, and make arrangements therefore in collaboration with other responsible persons. The Secretary shall send a copy of these Bylaws to each new Member upon the latter's election to membership. The Secretary shall be an Active Member of the Center.
- (d) **Treasurer.** The Treasurer shall have the custody of and manage all income, funds, securities, and evidences of indebtedness the Center and shall make all disbursements for the Center under the direction of the Board of Directors. He shall keep appropriate financial records and shall make reports to the Board of Directors and an Annual report to the Center. The Treasurer shall be an Active Member of the Center.
- (e) **Board Members-at-Large.** There shall be two Members-at-large of the Board of Directors who shall serve staggered terms of two years, to be elected at the appropriate annual general meetings of the membership of the Center. The Board of Directors from time to time shall determine the qualifications of the Board Members-at-Large, including whether they need be Members of the Center.
- (f) **Executive Councilor and Alternate Executive Councilor to the American Psychoanalytic Association.** In alternate years the voting Members of the Center shall elect an Executive Councilor and an Alternate Councilor to serve on the Executive Council of The American Psychoanalytic Association, to serve a two-year term. The Alternate Executive Councilor shall serve in the absence or temporary disability of the Executive Councilor.
- (g) **Education Committee Chair.** The Education Committee Chair shall be nominated by the Nominating Subcommittee of the Education Committee per Section 6.4(f) of these Bylaws, and shall be elected for a term of two years by the Education Committee itself. The Chair, who shall be a Training and Supervising Analyst, shall serve as the presiding officer at all meetings of the Education Committee, and shall be a member of the Board of Directors of the Center. He or she shall prepare, or cause to be prepared, an agenda for all Education Committee meetings. He or she shall serve as an ex-officio voting member of the Board of Directors of the Florida Psychoanalytic Foundation as provided for in the Bylaws of the Foundation. The Education Committee Chair shall prepare an annual report on the Center's psychoanalytic training program and present it at the annual general meeting of the Center.
- (h) **Fellows and Alternate Fellows to the Board on Professional Standards (BOPS) of the American Psychoanalytic Association.** Two Fellows and two Alternate Fellows shall be elected for two-year terms by the Education Committee from among the Faculty of the

Psychoanalytic Training Program to represent the Center at meetings of the Board of Professional Standards. One Fellow and One Alternate Fellow must be Training and Supervising Analysts and the others may be Teaching Analysts or Training and Supervising Analysts. Nominees for these positions shall be nominated by the Nominating Subcommittee of the Education Committee, and elected by a majority vote of the Education Committee. *Initially one Fellow and one Alternate Fellow shall be elected for a term of one (1) year, and the other Fellow and Alternate Fellow shall be elected for a period of two (2) years. Thereafter, one new Fellow and one Alternate shall be elected each year for two (2) year terms.* They shall act in the interests of, or as instructed by, the Education Committee in all matters coming before the BOPS and report all business transacted by the BOPS to the Education Committee and also at annual general meeting of the membership of the Center. Alternate Fellows shall attend sessions of the BOPS and perform the duties of Fellows in the event of temporary absence or disability of one or both Fellows.

- (i) **Faculty Representatives to the Education Committee.** Two Faculty Representatives to the Education Committee shall be elected from the Psychoanalytic Training Program faculty, for two-year terms of office. They shall be nominated by the Nominating Subcommittee of the Education Committee and elected by the Training Program Faculty at the annual general meeting of the Center's membership. Initially one Faculty Representative shall be elected for a one-year term and the other for a two-year term. Thereafter, one new Faculty Representative shall be elected each year for a two-year term. The Faculty Representatives shall be voting members of the Education Committee. If a Faculty Representative office becomes vacant, the Education Committee will elect a replacement for the duration of the term of office.

5.3. Election Procedures. Election or ratification of the Elected Officials shall be by majority vote of the voting Members, by closed ballot if there is more than one nominee for any office. The term of all officers shall begin immediately upon conclusion of the elections. Nominations and elections shall proceed in the order determined by the Board of Directors. The persons receiving the most votes in any electoral contest shall be the winner, regardless of whether the total of the votes cast for such person represents a majority of the total votes cast.

5.4. Vacancy. If the office of any Elected Official should become permanently vacant during his or her term, the Board of Directors shall call a special meeting of the voting Members to fill the unexpired terms. If the vacant office is that of the President, the Vice President shall assume the office of the President for the remaining term and the Center's Nominating Committee for Elective Offices will nominate one or more candidates for election as new Vice President.

6. COMMITTEES.

6.1. General. The Center shall have four standing Committees and such other committees as the Board of Directors may specify from time to time. The standing committees shall be the Membership Committee; the Nominating Committee for Elective Office; the Education Committee; and the Ethics Committee. All other committees shall be constituted, disbanded, or their functions reassigned at the discretion of the Board of Directors. With the exception of the Education Committee, the committee chairs shall be appointed by the Board of Directors, and shall be responsible for organizing, overseeing and reporting to the Board the activities of their committees.

6.2. Membership Committee.

- (a) **Composition.** The Committee will consist of a chair, and any number of additional members as the Board of Directors may deem necessary at any particular time. The Chair and the members of the Membership Committee shall will be appointed by the Board of Directors.

- (b) **Functions.** The Committee will accept applications for all categories of membership, review credentials, ethical status and licensing status as appropriate, and make recommendations for action to the Board of Directors. Recommendations for Honorary Member status may be made by any Member, in any category, in writing with a statement of reasons for the recommendation and including presentation of credentials and ethical standing. In addition, the Committee may consider and recommend changes in criteria for membership and additional categories of membership at its discretion.

6.3. Nominating Committee for Elective Offices.

- (a) **Composition.** The Nominating Committee for Elective Offices will consist of a chair and two other members appointed by the Board of Directors at least forty-five (45) days before the annual or special membership meeting at which voting will take place.
- (b) **Functions.** The Nominating Committee for Elective Offices will make recommendations to the Board of Directors and the Membership for appropriate Members and other persons to stand as candidates for election for the Elected Officials to be elected at the annual or special meeting, except for the Education Committee Chair, the Fellows and Alternate Fellows to the Board on Professional Standards (BOPS) of the American Psychoanalytic Association, and the Faculty Representatives to the Education Committee, who shall be nominated and elected by the members of the Education Committee as per Section 6.4(f) of these Bylaws. The Nominating Committee will submit the names of the candidates selected to the voting membership at least thirty (30) days prior to the meeting. Within ten (10) days after this notification to the voting membership, any group of three (3) voting Members acting together may submit additional nominations to the Secretary, who shall include them in the slate of candidates for the election and shall present them to the membership at the meeting, as well as identifying the nominating Members.

6.4. Education Committee.

- (a) **Composition.** The Education Committee shall consist of the Education Committee Chair, the Training and Supervising Analysts of the Center plus the two (2) Faculty Representatives as provided for in Section 5.2(i) of these Bylaws. In addition, any non-training analysts who are appointed as Chairs of major subcommittees of the Education Committee shall, at the discretion of the Education Committee Chair, be full, voting members of the Education Committee. All members of the Education Committee shall be Active Members of the Center, unless this requirement is explicitly waived by the Education Committee.
- (b) **Functions.** The Education Committee shall have complete authority over and responsibility for all educational affairs of the Center as they pertain to training of psychoanalysts. It shall, through procedures it may devise including the establishment of subcommittees, (1) select, promote, graduate, suspend and discontinue candidates; (2) appoint, promote, retire and discontinue faculty including Training and Supervising Analysts; (3) devise curricula; (4) establish tuition and fees; (5) oversee the Psychoanalytic Clinic Subcommittee; and (6) stimulate and support psychoanalytic research.
- (c) **Meetings.** Education Committee meetings shall be called and scheduled by the Education Committee Chair as necessary. Any three (3) members of the Committee may request in writing a special meeting, specifying the reason for same, and the Chair shall call any such meeting as soon as practicable. Notice of all meetings with an agenda shall be circulated in advance to Committee members. A quorum shall consist of one-third (1/3) of the members of the Education Committee. A majority vote of the members present and voting shall prevail.

- (d) **Appointments.** After reports of any ad-hoc Training Analyst Subcommittee, new Training and Supervising Analysts shall be appointed by a majority vote of the Education Committee subject to announcement by the Board on Professional Standards (BOPS) of the American Psychoanalytic Association.
- (e) **Subcommittees.** The Education Committee shall establish Curriculum, Faculty, Nominating, Progression, Psychoanalytic Clinic, and Ad-hoc Training Analyst Subcommittees, as well as whatever other standing and ad-hoc subcommittees it may deem necessary for its functioning. The members and chairs of these subcommittees, with the exception of the Nominating Subcommittee of the Education Committee, shall be appointed by the Chair of the Education Committee, subject to majority approval by the full Education Committee.
- (f) **Nominating Subcommittee of the Education Committee.** The Nominating Subcommittee of the Education Committee shall consist of three (3) voting members of the Education Committee, one of whom shall serve as the chair of such subcommittee. The members of such Nominating Subcommittee and its chair shall be appointed by the Education Committee Chair and such appointment shall be ratified by a majority vote of the Education Committee. Subcommittee members may succeed themselves, but shall not serve more than three (3) consecutive terms. The Nominating Subcommittee of the Education Committee shall select nominees for the offices of Education Committee Chair, the Fellows and Alternate Fellows to the Board on Professional Standards (BOPS), and the Faculty Representatives to the Education Committee. Nominees for Education Committee Chair, the BOPS and for the Faculty Representatives to the Education Committee shall be confirmed by a majority vote of the Education Committee. The election of the Education Committee Chair shall be subject to ratification by the voting Members of the Center as provided in Section 5.2 of these Bylaws.
- (g) **Secretary.** The Secretary of the Education Committee shall be appointed by the Chair for a two (2)-year term, and confirmed by a majority vote of the Education Committee. The Secretary shall be a Faculty member of the Psychoanalytic training program. The Secretary shall be a voting member of the Education Committee, but shall not be a member of the Nominating Subcommittee of the Education Committee, unless he or she is a Training Analyst, in which case he or she may serve on any Education Committee subcommittee. He or she shall keep the minutes of the Education Committee meetings, and maintain records of its official correspondence, transactions and proceedings. He or she shall maintain, or cause to be maintained, a current list of Education Committee members, their addresses, and dates of appointment to Committee membership. He or she shall maintain, or cause to be maintained, a current roster of candidates in the Training Program, their year of progression, date of matriculation and graduation, and any leaves of absence, suspensions, resignations, or terminations.

6.5. Ethics Committee and Procedures.

- (a) **Code of Ethics.** The code of ethical behavior binding for all Members is embodied in the Principles of Ethics for Psychoanalysts, as published and periodically revised by the American Psychoanalytic Association.
- (b) **Composition of the Ethics Committee.** The Ethics Committee shall have five members. The Chair of the Ethics Committee (and legal representation as necessary) will be appointed by the Board of Directors. The other four members will be nominated by the Chair of the Ethics Committee and approved by the Board. The Chair and all members will serve four-year terms, and individuals may be reappointed. On an individual case basis other, ad hoc

members may be added, and existing members may need to recuse themselves, depending on matters that may be presented to the Ethics Committee.

- (c) **Ethics Complaints.** Complaints may be presented to the Ethics Committee by any interested party, in writing and signed by the complainant. Procedures for the Committee's response are described in the Policy and Procedures Manual of the Center.
- (d) **Findings of Violation.** Disciplinary or corrective measures may be considered and recommended by the Committee for any Member whom it finds has violated the Principles of Ethics for Psychoanalysis. Committee findings will be reported to the Board of Directors, which may review the procedures that were followed in arriving at the findings, to make sure that they were appropriate.
- (e) **Failure to Cooperate with the Ethics Committee.** Failure of a Member to cooperate with an investigation carried out by the Ethics Committee, is in and of itself, an ethics violation.
- (f) **Sanctions.** The Ethics Committee will determine sanctions, if appropriate, for any ethical violation. If the sanctions are less than suspension or expulsion, the Ethics Committee will implement them directly. If the recommended sanctions are expulsion or suspension of membership, the Board of Directors will be notified. If the accused agrees in writing, the matter is concluded. If the accused refuses to agree to the sanction of suspension or expulsion, Board of Directors may review the sanction and if so, shall confirm, reject or modify the proposed sanction.
- (g) **Appeals.** The accused or the accuser may appeal the ruling of the Ethics Committee by petition to the Board of Directors, which may act as an appeals committee or may at its discretion appoint an appeals committee from the board membership, the general Center membership, or from another institute or society of the American Psychoanalytic Association.
- (h) **Responsibility to the State.** The Ethics Committee will adhere to the State of Florida, Department of Professional Regulations requirements for the processing and reporting of ethical complaints.

7. FINANCES.

7.1. Fiscal Year. Fiscal year. The fiscal year of the Center shall end on the 30th day of June, annually.

7.2. Dues. Annual dues and assessments for all dues-paying classes of Members shall be set by the Board of Directors. The Secretary shall give the dues-paying membership fifteen (15)-days' notice of any meeting at which a change in dues or assessments is to be acted upon. The Board of Directors shall determine the due date for the payment of dues and the amount and terms of late fees, if any. The Board of Directors may waive dues required of a particular Member, in its sole discretion, for humanitarian or other reasons as determined by the Board of Directors on a case-by-case basis.

8. AMENDMENTS TO BYLAWS.

8.1. Integration of Bylaws. The adoption by the Center of these Bylaws, which supersede all previous Bylaws, as amended, shall not be construed to affect any action heretofore taken before the adoption of these Bylaws.

8.2. Amendments. These Bylaws may be amended, altered, changed or repealed by action of the Board of Directors, and subsequent ratification by the affirmative vote of at least two-thirds (2/3) of the voting Members at any regular or special meeting of the Center, at which a quorum is present. Any such

amendment shall not adversely affect the status of the corporation as an organization qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

9. BOOKS AND RECORDS.

9.1. Records. The Center shall keep correct and complete books and records of accounts, these Bylaws and the Membership Roster and shall also keep minutes of the proceedings of meetings of Members, Board of Directors meetings, and committee meetings having any of the authority of the Board of Directors. Records shall also be kept of all active Candidates in training, to include application materials, Progression Subcommittee recommendations and data (evaluations, case reports, approval for new cases, suspensions or leaves of absence, and graduation). These records will be destroyed upon the graduation of each candidate. All books and records of the Center may be inspected by any Member or his agent or attorney for any proper purpose at any reasonable time, except for confidential information listed below. Information presented to committees in the form of reports and letters to provide material for deliberation, is not considered part of the official record of that committee. No confidential information concerning an applicant, Candidate or Faculty member may be inspected or released without the written consent of the individual concerned, and without his or her being informed as to its contents. All such records are the property of the Center and in the custody of the Board of Directors. No information shall be released without the Board's authorization.