

**BYLAWS FOR THE
UNIVERSITY OF FLORIDA
PSYCHOLOGY ADVISORY BOARD**

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ARTICLE I

Mission

1. The mission of the Psychology Advisory Board (referred to as the Board) is to support and advocate on behalf of the Department of Psychology and to support the Department's achievement of its goals. The Board accomplishes this mission by providing:
 - i. Engagement: Help the department to strengthen its relationships with students and alumni as well as professional communities through communications, events, advice, and guidance.
 - ii. Leadership: Provide advice, guidance, and assistance to the Department Chair in setting the vision for the department and making progress towards that vision.
 - iii. Philanthropy: Financially support the Department with an annual gift and provide advice, guidance, and assistance to the department in the areas of fundraising and alumni engagement.

In service of this mission, the Board will strive to be a group of passionate and engaged individuals who represent the diversity of background and experience of the students of the Department of Psychology.

2. The Psychology Advisory Board was created by the Department of Psychology in conjunction with the College of Liberal Arts and Sciences Office of Advancement as a mechanism for support of and advocacy for the Department of Psychology. The Board recognizes that it serves at the discretion of the Department of Psychology.

ARTICLE II

Membership

1. Members of the Board support and advocate on behalf of the Department of Psychology to support the Department's achievement of its goals. The Board accomplishes this mission through engagement, leadership, and philanthropy.

2. Advisory Board membership is at the discretion of the Department Chair. Potential Advisory Board members may be suggested to the Department Chair at any time.
 - a. Board members may serve three consecutive terms at the discretion of the Department Chair. A hiatus of one year is required following the third term before possible reappointment to the board.
3. Each member of the Advisory Board shall report any conflict of interest and any violation of their state, province, or national licensing board or criminal violations through their annual attestation.
 - a. Prospective Board Members will be asked to disclose potential conflict of interest prior to joining the Board. Prospective member's conflict of interest must be stated verbally or in written form prior to final board vote on membership.
 - b. If necessary, the Executive Committee, as defined in these Bylaws, can recommend creation of an Ad Hoc Ethics Committee. If approved by the Department Chair, the Ethics Committee will exist for a specified period.
4. Membership may be revoked for:
 - a. Falsification of credentials.
 - b. Any violation of laws governing license and ethics in the state of licensure.
 - c. Any criminal violation.
 - d. Complaints about a member of the Advisory Board alleging disruptive behavior.
 - i. Said complaint should be in writing, and include to the extent feasible the date(s), time(s) and location of the disruptive behavior; a factual description of the behavior, the circumstances that precipitated the incident, and the consequences, if any, of the behavior; the names of other witnesses to the incident; and any action taken to intervene in, or remedy, the incident, including the names of those intervening.
 - e. Other acts or reasons described in other sections of these Bylaws.
 - f. Any circumstance deemed necessary at the discretion of the Department Chair.

6. A person dropped from membership, pursuant to the rules and procedures outlined in these Bylaws, may be re-invited to membership after five years from the date of their membership termination at the discretion of the Department Chair. In all cases, the member must show that they are ethically and technically qualified for membership. Such re-invitations shall be considered first by the Department Chair.
7. Advisory Board members may resign at any time, preferably with notification to the Department Chair and Advisory Board President.

ARTICLE III

Bill of Rights for Members

1. All Members shall have the right to vote, hold office, and secure fair consideration for leadership appointment in the Board. Voting in any Board election may be done by verbal attestation in person, via video or phone conferencing, or electronic means.
2. All Members shall be treated with respect and inclusivity. This does not preclude the Board from fulfilling its obligation to carry out activities or programs that may restrict Members from full participation in the Board.
3. Members of the Board who believe their rights as specified in this Article or any other rights, have been violated, should bring concerns directly to the Executive Committee of the Board for inclusion in discussion at a scheduled meeting.

ARTICLE IV

Board Meetings

1. Regular meetings of the Board shall be at least quarterly at a time and place, either in person or virtually, decided by the Department Chair and Board Members. The Board shall also utilize the most appropriate mechanism to provide continuing and prompt attention to such problems as may arise. A quorum at any meeting shall consist of a majority of the Board for all votes.
2. A notice of at least ten days for any meeting shall be provided to each member by electronic communication.

ARTICLE V
Officers of the Board

1. Officer roles are appointed by the Department Chair.
2. The Officers of the Board shall consist of the roles listed below, which shall form the Executive Committee:
 - a. President
 - b. President-Elect
 - c. Past-President
 - d. Members-at-Large (up to 2), as deemed necessary by the Department Chair
 - e. Public members, as outlined in these Bylaws below
3. All Officers shall serve a two-year term until their successors are appointed by the Department Chair. Members-at-Large may be appointed at the discretion of the Department Chair to serve two consecutive terms.
4. The Department Chair's appointments to the President-Elect and any Members-at-Large roles should take place at the Spring meeting of the Psychology Advisory Board. At the conclusion of the Spring meeting, the incoming President-Elect shall assume the position, while the previous President-Elect ascends to the President position. The previous President shall then assume the role of Past-President.
5. The Officers shall serve as the leadership body, supervising the general affairs and business of the Psychology Advisory Board. It shall perform such actions necessary for the conduct of the affairs of the Board and for the realization of its objectives and purposes provided such actions of its voting and non-voting members are not inconsistent with these Bylaws or the mission of the Department of Psychology. The Officers and its designees shall comport themselves in a manner that enhances the reputation and mission of the Board, the Department of Psychology, and the University of Florida.
6. If necessary, the Officers may meet to discuss business and/or appropriate action they will ask the Board to take, followed by timely notification of the Board.

7. The President shall be a member who has just completed a term as President-Elect. The President shall serve as the presiding member of the Board. The President shall perform such other duties as are prescribed in the Bylaws, as are incident to the role of the chair of the Board.
 - a. In the event that the President shall not serve out a term for any reason, the President-Elect shall succeed to the unexpired remainder thereof and continue through the individual's own term.

8. The President shall be a member appointed by the Department Chair and shall become President at the Spring Meeting following the completion of their term as President-elect, unless directly appointed to the role by the Department Chair due to other circumstances as outlined in these Bylaws.
 - a. The President-Elect shall serve as the presiding member of the Board in the absence of the President. It shall be the duty of the President-Elect to:
 - i. Keep the records of all meetings of the Board and to prepare the Board's annual report.
 - ii. To file and hold subject to call and to direct the publication of such records, reports, and proceedings as are authorized by these Bylaws and by vote of the Members at any duly constituted meeting.
 - iii. To perform all other secretarial duties for the Board that are not delegated to other Officers.
 - b. In the event that the President-Elect shall not be able to serve out a term, both a President and a President-Elect shall be appointed by the Department Chair and confirmed at the time of the next election. They shall assume their roles at the Spring Meeting of the year following the individual's election.

9. In the event that both the President and the President-Elect are unable to serve, the Department Chair shall appoint an Advisory Board member to serve as an Interim Executive Committee member with the Past President. The Past President shall serve as the President until a prompt and timely appointment of a new President and President-Elect can be made.

10. The Past-President shall be the most recently retired President. The current Past-President shall not be eligible to appear as a candidate on the President-Elect ballot. The Past-President serves a term of two years. It shall be the duty of the Past-President to obtain regular reports from the Committee Chairs and disseminate information from the Officers of the Board to Committees as needed.

11. Members-at-Large, if deemed necessary, shall be appointed by the Department Chair. They shall serve for a term of one year beginning at the Spring Meeting of the year following their approval. There shall not be more than two Members-at-Large at any time. Members-at-Large are voting members of the Executive Committee.
12. The Officers will include up to three Public Members who can advise the Officers and Board Members as needed, such as faculty, advancement staff, etc. Public Members are non-voting members of the Officers and the Board. Additional representatives of the University of Florida may also serve as Public Members at the discretion of the Department Chair.
13. Any Officer may be removed from office before the expiration of a term at the Department Chair's discretion.
14. In the case of death, disability, resignation, or removal of an Officer, vacancies shall be filled by procedures defined in the Bylaws.

ARTICLE VI

Committees

1. The committees of the Board shall consist of:
 - a. **Leadership Committee:** Responsible for crafting, supervising, and leading the implementation of the Board's Leadership mission: Provide advice, guidance, and assistance to the Department Chair in advancing the mission of the Advisory Board and Department. In service to this goal, the Leadership Committee will provide leadership in the following areas:
 - i. Strategic Planning
 - ii. Membership Process
 - iii. Growth strategy including member recruitment, onboarding, and retention.

- b. **Engagement Committee:** Responsible for crafting, supervising, and leading the implementation of the Board’s Engagement mission to help the department strengthen its relationships with students and alumni, as well as professional communities, through communications, events, advice, and guidance. In service to this goal, the Engagement Committee may also serve as Board liaison to the Department’s Advising Office at the discretion of the Department of Psychology Chair.
 - c. **Philanthropy Committee:** Responsible for crafting, supervising, and leading the implementation of the Board’s Philanthropy mission to financially support the department with an annual gift and provide advice, guidance, and assistance to the department in the areas of fundraising and alumni engagement. In service to this goal, the Philanthropy Committee may invite members of the UF Advancement Office to serve as consultants to the Committee.
 - d. **Executive Committee:** Composed of the Officers of the Board. The Executive Committee is tasked with the planning of the Board meetings in conjunction with the Department of Psychology and representatives from the University of Florida.
2. Members of committees shall be appointed by the Department Chair, in consultation with the Advisory Board President. Committees shall meet no less often than quarterly at the call of their Chair. They shall report quarterly in writing or by verbal presentation at a regularly scheduled Board Meeting. Standing committees, unless otherwise stated, shall have a minimum of three Members when possible and a maximum to be determined by the needs of the committee and the Committee Chair.
 3. Service on a committee is an expectation of Advisory Board membership.
 4. **Ad Hoc Committees** may be created by recommendation of the Executive Committee at the discretion of the Department Chair.

ARTICLE VII

Amendments

1. The Advisory Board may adopt such amendments to the Bylaws as it deems necessary for the conduct of its affairs and business within the objects and purposes of the Board. Proposed amendments to the Bylaws may be initiated by one of the following, and must be approved by the Department Chair and the College:

1. Motion proposed and seconded by Officers of the Board;
 2. Petition from 75% of the Members;
 3. Motion proposed by any Member at any quarterly meeting.
2. Such proposed amendments shall be reviewed and approved by the Department Chair prior to review by Officers and the Leadership Committee. Following Officer and/or Leadership Committee Review, the amendment will be submitted to the Board for vote at a scheduled Board meeting.
 3. Members have a right to vote. A copy of each proposed amendment shall be delivered electronically at least one week prior to the scheduled vote.

ARTICLE VIII

Ratification

1. These Bylaws and any revisions thereafter shall become effective following passage by a majority vote of the Members, with final approval at discretion of the Department Chair.

ADDENDUM I

Conflict of Interest Statement

Article I: Purpose

The purpose of the Conflict-of-Interest Policy is to protect the interests of the Psychology Advisory Board and Department of Psychology when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Board or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, applicable state and/or federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II: Definitions

A. Interested Person

Any Officer, Member of the Board, or non-Board committee member who may have a direct or indirect financial interest, as defined below, is an interested person.

B. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Department of Psychology, University of Florida, or Psychology Advisory Board has a transaction or arrangement,
2. A compensation arrangement with the Department of Psychology, University of Florida, or Psychology Advisory Board or with any entity or individual with which any of these has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Department of Psychology or University of Florida is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board, committee, or Department Chair determines that a conflict of interest exists.

Article III: Procedures

A. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board.

B. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board Members shall vote to make a recommendation to the Department Chair. Final determination is at the discretion of the Department Chair in consultation with the Dean's Office.

C. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the Board, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The President of the Board or Department Chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Board shall provide feedback to the Department Chair about whether they believe the Department of Psychology or University of Florida can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Board's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement. Final determination rests with the Department Chair.

D. Violations of Conflict of Interest

1. If the Board has reasonable cause to believe a member has failed to disclose actual or potential conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the Member's response and after making further investigation as warranted by the circumstances, the Board or Department Chair determines the Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and/or corrective action as determined by the Board and the Department Chair.

Article IV: Records of Proceedings

The board shall keep appropriate records of its proceedings to help support future activities including minutes, notes, etc.

Appendix A – Conflict of Interest Policy Acknowledgment Form

Each Psychology Advisory Board Member shall annually sign a statement which affirms such person

1. Has received a copy of the Conflict-of-Interest policy (Addendum I, Article II, Sections A and B on page 15, above),
2. Has read and understands the policy, and
3. Has agreed to comply with the policy.

Name: _____

Date: _____

Officer position, if applicable: _____