

**AMENDED AND RESTATED BY-LAWS
of
THE WASHINGTON BALTIMORE CENTER
FOR PSYCHOANALYSIS, INC.**

*(formerly The Washington Center for Psychoanalysis, Inc. and successor by merger to
The Baltimore Washington Center for Psychotherapy and Psychoanalysis, Inc.)*

ARTICLE I

Name; Affiliate Society Status

Section 1.1 Name. This District of Columbia nonprofit corporation shall be named The Washington Baltimore Center for Psychoanalysis, Inc. (the “Center” or the “Corporation”).

Section 1.2 Affiliate Society Status. The Center shall be an Affiliate Society of the American Psychoanalytic Association (the “Association”).

ARTICLE II

Purposes and Legal Identity; Objectives and Programs

Section 2.1 Purposes and Legal Identity. The Center is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the Center shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons, except that the Center shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Specific purposes of the Center are set forth in its Articles of Incorporation and shall be carried out in accordance with these Amended and Restated Bylaws (these “Bylaws”), the District of Columbia Nonprofit Corporation Act of 2010, and as directed by the Board of Directors.

Section 2.2 Mission. To educate and support psychoanalysts, psychotherapists and scholars, and to collaborate with members of the community in applying psychoanalytic knowledge to psychosocial problems.

ARTICLE III

Members

Section 3.1 Classes of Members. There shall be eight classes of members: Full, Basic, Life, Honorary, Corresponding, Community, Friend (“Friends of the Center”) and Student. The Board of Directors shall, from time to time, determine dues levels and benefits for each class of members.

(a) Full Members. Full members are mental health specialists, Institute Candidates and students in any approved ongoing academic program of the Center or any

individual committed to the mission of the Center. Full Members can vote, chair and serve on committees, and hold office, and are eligible for faculty appointment.

(b) Basic Members. Basic membership is open to anyone with an interest in the mission of the Center. Basic Members do not have voting privileges, are not eligible to chair Center committees, and are not eligible for faculty appointment.

(c) Life Members. Full Members who have attained the age of 75 and who have been in good standing for the preceding ten years shall qualify for membership as a Life Member. Life Members shall be entitled to vote, to hold office and to serve on and chair committees. The Board of Directors, at its discretion, may set dues for Life Members. The series of Life Members who pay dues, as required by the Board in its discretion, are Active Life Members. The Board may, from time to time in its discretion, prescribe additional or alter existing requirements, conditions or other characteristics for qualification as an Active Life Member.

(d) Community Members. Community Members are individuals recruited from the community to serve on the Center's Board of Directors. Community Members have all the privileges of Full Members while serving on the Board of Directors.

(e) Honorary Members. Honorary Members shall have rendered significant service in or to the field of psychoanalysis, be nominated by a member of the Center, and be approved by the Board of Directors. Honorary Members shall be exempt from the payment of dues and assessments and can serve on Center committees, but shall not have voting privileges.

(f) Friends of the Center. Friends of the Center are individuals who have a demonstrated interest in psychoanalysis through academic training, writing, community involvement, personal experience or other manner recognized as relevant to the interest of the Center. Friends of the Center do not have voting privileges, are not eligible to vote, hold office, serve on or chair committees, and are not eligible for faculty appointment.

(g) Corresponding Members. Corresponding membership may be requested by any voting member who resides and practices at a distance greater than 100 miles from downtown Baltimore or Washington (whichever is closer to him or her) or is a voting member in good standing of a society recognized by the American Psychoanalytic Association or the International Psychoanalytical Association. Corresponding Members do not have voting privileges, are not eligible to chair Center committees, and are not eligible for faculty appointment.

(h) Student Members. Students in undergraduate or graduate programs in a mental health field, or students with an interest in psychoanalysis, may join the Center. Student Members will not have voting privileges, and they shall not serve as committee chairs, but may serve on committees at the discretion of the Board of Directors.

Section 3.2 Nomination and Election to Membership.

(a) The Membership Committee shall evaluate applicants for all categories of membership and report to the Board of Directors. Election of Full Members shall be by majority vote of the Board of Directors.

Section 3.3 Dues and Assessments. Every Member shall pay both dues and assessments as determined by the Board of Directors.

(a) Payment Date. The Board of Directors will establish dues and assessment levels and due dates, and may establish policies allowing waiver of these requirements.

(b) Dues Adjustment. The Board of Directors may grant any dues-paying member an adjustment of dues or assessments for sufficient reason.

(c) Nonpayment of Dues. Any dues-paying member of the Center who fails to pay all dues and assessments may have his or her membership terminated or suspended at the sole discretion of the Board of Directors.

Section 3.4 Resignation. Any member may resign at any time. Resignation shall not relieve a member from any obligations incurred or commitments made prior to resignation. Resignation shall take effect at the time specified in such resignation, or if no time is specified, at the time of its receipt by the Secretary. Such resigning member shall not be entitled to a refund of any portion of unused membership dues or assessments.

Section 3.5 Termination and Suspension. A membership may be terminated or suspended by the Board of Directors for conduct prejudicial to the welfare of the Corporation and may be terminated or suspended for failure to pay dues or assessments. Termination shall not relieve the member from any obligations incurred or commitments made prior to resignation. A proceeding challenging a termination or suspension for any reason shall be commenced within one year after the effective date of the termination or suspension.

ARTICLE IV

Meetings

Section 4.1 Meetings of Members. An annual meeting of all members of the Center shall be held each year between May 1 and July 1. A special meeting may be called at any time by the President or by a majority of the Executive Committee, and shall be called by the Secretary within 30 days after written request by ten Full Members.

Section 4.2 Notice. Written notice of the annual meeting shall be transmitted to each Full Member by the Secretary at least twenty days prior to the meeting. Notices of special meetings shall be transmitted to each Full Member by the secretary at least ten days prior to each meeting, except as otherwise provided in these Bylaws. The agenda for regular meetings shall be arranged by the President and Secretary and shall be set forth in the notices of the meetings. The purpose of special meetings shall be specified in the notice and no other business shall be transacted at such special meeting.

Section 4.3 Quorum. Ten percent (10%) of Full Members, present in person or by proxy, shall constitute a quorum to enable the transaction of business at all annual and special meetings.

Section 4.4 Voting.

(a) Voting at Meetings of Members; Proxy Voting. Unless otherwise required by law, only members with voting rights (i.e., Full Members, Life Members and Community Members) (the “Voting Members”) may vote on matters requiring approval of the members. Voting Members may vote in person or may authorize another person to act for such member by proxy.

(b) Ballot without Meeting; Mail and Electronic Voting. In its discretion, the Board of Directors may determine to conduct any vote of members by mail and/or electronic mail (including facsimile), as it determines to be appropriate. The Board of Directors shall adopt and implement procedures for such voting to insure that members have adequate notice and opportunity to vote. Approval by ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action under Section 4.3, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total votes cast was the same as the number of votes cast by ballot.

ARTICLE V

Ethics

Section 5.1 Ethical Behavior of Psychoanalyst Members.

(a) In these bylaws, “psychoanalyst” shall mean all graduates of an Institute or Training Center approved by the Association or by the International Psychoanalytic Association.

(b) All psychoanalyst members of the Center shall be bound by the Association’s Principles & Standards of Ethics for Psychoanalysts.

(c) Complaints charging psychoanalyst members with unethical behavior or practices may be investigated and resolved in accordance with procedures established by the Board of Directors. Such procedures shall govern the reporting to the membership and/or public of allegations of unethical conduct and decisions regarding such allegations.

(d) The Board of Directors may also refer complaints against psychoanalysts and other clinician members to relevant professional bodies and/or licensing authorities.

(e) As a condition of membership in the Center, to the extent permitted by law, each psychoanalyst and other member agrees to cooperate with the work of the Center or any of its committees and agrees to release, hold harmless, and indemnify the Center, its officers, agents or members from any and all claims:

(i) arising out of the instituting and processing of ethical matters in respect of said members, and the imposition or disclosure of sanctions as a result of any proceedings conducted by the Center or any of its committees;

(ii) with respect to any third party or proceeding brought against such member based upon, relying on, arising from, or with reference to the ethical standards of the Association or any ethical proceedings conducted by the Center involving such member.

Section 5.2 Censure, Suspensions, or Expulsion from Membership. Any member of any category or class, who has been convicted of a felony or of any violation of any professional licensure act, if applicable to him or her, or whose license to practice has been denied, revoked, suspended, relinquished or otherwise affected may be subject to review by the appropriate committee of the Center.

ARTICLE VI

Officers and Councilors

Section 6.1 Officers. The officers of the Center shall include a President, a Vice President of Education, a Vice President of Board Affairs, the Immediate Past President, a Secretary, a Treasurer and such other officers and assistant officers as the Board of Directors may from time to time determine.

Section 6.2 Terms. Officers shall hold office for terms of three years, or until their successors are elected.

Section 6.3 Duties of Officers. The officers of the Center shall have such powers and duties in the management of the Center, in addition to those specifically prescribed, as may be prescribed by the Board of Directors.

(a) President. The President is the chief executive officer of the Center. The President shall serve as Chair of the Board of Directors, preside at all meetings of members and of the Board of Directors, and shall chair meetings of the Executive Committee. Except as otherwise provided in these Bylaws, the President shall recommend the chair and members of all appointive committees for approval by the Board of Directors. The President shall be an *ex-officio* member of all committees of the Board of Directors and the Institute Council, and shall have a vote in such committees only in the event of a tie. The President shall be an *ex-officio* non-voting member of the Institute Council. The President is empowered to sign checks for the Center in the absence of the Treasurer.

(b) Vice President of Education. The Vice President of Education will be a member of the Executive Committee, will serve as the chair of the Program Management Committee, and will represent Program and Conference Chairs on the Institute Council.

(c) Vice President of Board Affairs. The Vice President of Board Affairs will be a member of the Executive Committee, serve as chair of the Governance Committee, chair the Board of Directors in the President's absence, provide oversight of committees of the Board of

Directors, and take on any other roles related to the Board of Directors and committees of the Board of Directors as assigned by the President.

(d) Secretary. The Secretary shall keep minutes and records of all meetings of the Center and of the Board of Directors; conduct and keep records of official correspondence; certify official documents; maintain a list of all members and their addresses; notify members of meetings and programs as required by law or herein or directed by the Board of Directors, and make arrangements therefor in collaboration with other responsible persons. All official minutes and records of the Center shall be housed in the Center offices.

(e) Treasurer. The Treasurer or his or her authorized agents shall receive, disburse and manage all income, funds, securities, and evidences of indebtedness of the Center under the general direction of the Board of Directors. The treasurer shall keep appropriate records and shall make reports to the Board of Directors as directed by the Board of Directors. All official financial records shall be housed in the Center offices.

Section 6.4 Councilor and Alternate Councilor. In each odd-numbered (calendar) year the Center shall elect, by vote of those Full Members who are also active members of the Association, a Councilor, and an Alternate Councilor, each of whom shall be a member of the Association, to serve on the Executive Council of the Association in accordance with its Bylaws. The Councilor and Alternate Councilor shall serve as members of the Board of Directors of the Center. The candidates for Councilor and Alternate Councilor shall be nominated and elected in accordance with the procedure for nominations for Elected Director elected at a meeting set forth in Section 7.10 below.

Section 6.5 Vacancies. Vacancies in officer or Councilor positions shall be filled as follows:

(a) President, Vice President of Education, Vice President of Board Affairs, Secretary or Treasurer. If a vacancy shall occur in the office of President, Secretary or Treasurer for any reason, it shall be filled for the remainder of the term by election or appointment by majority vote of the Board of Directors.

(b) Councilor. If a vacancy shall occur in the position of Councilor for any reason, the Alternate Councilor shall become and be the Councilor for the remainder of the term to which the Councilor was elected.

(c) Alternate Councilor. If a vacancy shall occur in the position of Alternate Councilor for any reason, it shall be filled for the remainder of the Alternate's term by a majority vote of the members of the Board of Directors who are active members of the Association.

Section 6.6 Indemnification. To the extent permitted by law, the Center shall indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that such person, or such person's testator or intestate, is or was a director, officer, employee, or agent of the Center or serves or served any other enterprise at the request of the Center, against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding.

Section 6.7 Officer Transition Matters. Notwithstanding anything herein to the contrary, following the effective time of the merger of Baltimore Washington Center for Psychotherapy and Psychoanalysis, Inc. with and into the Corporation pursuant to that certain Agreement and Plan of Merger dated June 28, 2017, the Corporation may, for such period of time the Board of Directors deems necessary or appropriate (the “Transition Period”), designate (a) two individuals to jointly hold the office of Immediate Past President (the “Co-Immediate Past Presidents”), who shall collectively have the powers, duties, authority and responsibilities of the Immediate Past President, and (b) two individuals to jointly hold the office of Treasurer (the “Co-Treasurers”), who shall collectively have the powers, duties, authority and responsibilities of the Treasurer .

ARTICLE VII **Board of Directors**

Section 7.1 Responsibilities and Powers. The Board of Directors shall oversee and be accountable for the affairs of the Center. Without limiting the foregoing, the responsibilities of the Board of Directors shall include: setting dues and assessments for members, establishing committees and other organizational entities, hiring the Chief Staff Officer, controlling the Center’s funds and designating its depositories, authorizing expenditures of the Center’s funds to implement its goals and purposes and taking such other actions not inconsistent with the District of Columbia Nonprofit Corporation Act of 2010, the Articles of Incorporation, and these Bylaws. The Board of Directors shall not have the authority to adopt an agreement of merger or consolidation without member approval.

Section 7.2 Number and Qualifications of Directors. The Board of Directors shall consist of no fewer than fifteen (15) directors, which exact number of Directors shall be fixed by the Board of Directors from time to time. At all times a majority of directors shall be licensed mental health clinicians, and a majority of such clinicians shall be psychoanalysts. There shall be three classes of directors: *ex officio*, elected, and appointed.

(a) Ex Officio Directors. The following shall serve as directors in an *ex officio* capacity: the President, the Immediate Past President, the Vice President of Education, the Vice President of Board Affairs, the Treasurer, the Secretary, and the Councilor and the Alternate Councilor of the Executive Council of the Association. During the Transition Period, each Co-Immediate Past President and Co-Treasurer shall serve as an Ex-Officio Director.

(b) Elected Directors. At least five (5) directors shall be elected by the Voting Members of the Center (the “Elected Directors”).

(c) Appointed Directors. There shall be two (2) appointed directors; one appointed by the Director of the Institute Council; and one appointed by the Chair of the George Washington University Department of Psychiatry and Behavioral Sciences.

Section 7.3 Classification, Election and Term of Office of Elected Directors.

(a) Term of Office. No Elected Director shall hold office as an Elected Director for more than three consecutive three-year terms, provided that any person who has not been an Elected Director for a period of one year may be reelected as a director. As described

below, in filling new director positions following an increase in the size of the Board of Directors, nominations for an initial term shall be for approximately one, two, or three years, in order to achieve staggering of terms of elected directors and so that terms of no more than approximately one-third of Elected Directors will expire in a given year. Regardless of when the election occurs, all terms of Elected Directors whose terms are expiring in a given year shall expire after the Annual Business Meeting. Initial terms of less than three years, which may be necessary at the time of the initial appointment to a new director position in order to accomplish staggering of terms, shall not count as one of the three permitted consecutive three-year terms. In the absence of a replacement, each Director shall serve until his or her successor is elected.

(b) Beginning and Expiration of Term. Unless elected by mail ballot between Annual Business Meetings, the terms of Elected Directors shall begin immediately after the conclusion of the Annual Business Meeting at which they were elected. Terms of Elected Directors elected by mail ballot or at a meeting between Annual Business Meetings shall begin at the next Board of Directors' meeting following the election; however, in their initial term, their term shall expire either one, two, or three years from the end of the next Annual Business Meeting after their election.

Section 7.4 Meetings. Meetings of the Board of Directors may be called by, or at the request of, the President or any three Directors. Any or all directors may participate in a meeting of the Board of Directors or a committee of the Board of Directors by means of a conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 7.5 Notice. Notice of any meeting of the Board of Directors shall be given at least 10 days previously thereto by written notice to each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail. If notice is given by facsimile or electronic mail, such notice shall be deemed to be delivered at the time of the transmission of the facsimile or electronic mail. Any Director may waive notice of any meeting. A written waiver of notice of a meeting signed by a director, whether before, at or after the time stated, therein, shall be equivalent to the giving of notice. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7.6 Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, and the act of a quorum shall be an act of the Board of Directors.

Section 7.7 Action by Unanimous Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, without prior notice and without a vote, if a written consent, setting forth the action taken, shall be signed by every Director.

Section 7.8 Report to Membership. Actions of the Board of Directors shall be reported to the membership at the next meeting of the members, except as otherwise provided in

these Bylaws. Any action taken shall be binding on the Center, except that no action shall be construed as limiting the power of the majority of members at a subsequent Center meeting to disapprove of and to countermand any such action to the extent that such action has not already been executed.

Section 7.9 Vacancies and Removal. Any vacancy occurring on the Board of Directors for any reason, except a vacancy occurring because of an increase in directors by amendment of the Bylaws by the Board of Directors, may be filled by the affirmative vote of a majority of the remaining directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. A Director may be removed for any reason by the affirmative vote of a two-thirds majority of the Full Members.

Section 7.10 Nomination and Election. Nominees for Elected Director shall be nominated by a Nominating Committee appointed by the President; elections may take place at the Annual Business Meeting or, if the Board of Directors so determines, by mail ballot. For purposes of this section the term "mail" shall include electronic communications.

(a) Nominating Committee. In making nominations to the position of Elected Director, the Nominating Committee shall consider the requirement of Section 7.2 of these Bylaws that the majority of the clinicians shall be psychoanalysts. In nominating members to fill new director positions created by amendment of these Bylaws, the Nominating Committee shall also consider the requirement that Elected Directors shall be classified with respect to the requirement that the terms of no more than approximately one-third of Elected Directors shall expire in any one year. At the time of making such nominations for directors to fill new positions the Nominating Committee shall specify for each nominee whether, if elected, his or her term will expire one, two or three years from the end of the next Annual Business Meeting.

(b) Election. At least 60 days before a meeting of members at which directors are to be elected or before the ballot is to be mailed if election is to be by mail ballot, the President, with the consent of the Board of Directors, shall appoint a Nominating Committee. The names of candidates nominated by the Committee shall be submitted by mail to the membership at least 30 days prior to the meeting of members or mailing of the ballot. Within 10 days after this notification to the membership, any 5 members may constitute themselves an independent nominating committee and submit further nominations to the Secretary, who shall, as soon as feasible, transmit them to the membership, indicating in which class the nominee(s) would be elected, *i.e.*, if the director's initial term would expire one, two or three years from the conclusion of the Annual Business Meeting. Election shall be by majority and by closed, confidential ballot if there is more than one nominee for any position. The term of each director elected at a meeting shall begin immediately at the conclusion of the meeting. The term of each director elected by mail ballot shall begin at the next meeting of the Board of Directors.

ARTICLE VIII

Executive and Program Management Committees

Other Committees and Center Components

Section 8.1 Designation of Executive Committee. There shall be an Executive Committee, which shall consist of seven voting members and one non-voting member, who shall

be the Center's Executive Director. The voting members shall be the President, the Immediate Past President, the Vice President of Education, the Vice President of Board Affairs, the Treasurer, the Secretary and the director appointed to serve on the Board of Directors by the Director of the Institute Council. The President shall chair the Executive Committee; in the absence of the President, the Vice President of Board Affairs shall act as chair. The Executive Committee shall appoint a secretary who shall keep its records. The secretary shall keep regular minutes of the proceedings of the Executive Committee and shall submit them to the Board of Directors at its next meeting for appropriate action.

Section 8.2 Authority of Executive Committee. Except as otherwise set forth in this section, the Executive Committee, to the extent provided by resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Center. Designation of such Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member of the Board of Directors, of any responsibility imposed upon the Board of Directors or any director by law. The Executive Committee shall not have the power or authority to adopt an agreement of merger or consolidation, recommend to the members the sale, lease or exchange of all or substantially all of the Center's property and assets, recommend to the members a dissolution of the Center or a revocation of a dissolution, amend these Bylaws or propose to members an amendment to these Bylaws or the Articles of Incorporation.

Section 8.3 Regular and Special Meetings. Regular meetings of the Executive Committee may be held without notice and shall be held at such times and places (or by telephone as provided below) as the Executive Committee may from time to time determine in advance. Special meetings of the Executive Committee may be held without notice and shall be held at such time and places (or by telephone as provided below) as the President may determine. At any meeting of the Executive Committee a majority of Committee members shall constitute a quorum and the act of the majority of the Executive Committee members present at a meeting at which there is a quorum shall be the act of the Committee.

Section 8.4 Telephone Meetings, Action Without Meeting. Members of the Executive Committee may participate in a committee meeting by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence at the meeting. Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting if all members of the Committee consent to the action in writing and the writing or writings are filed with the proceedings of the Executive Committee.

Section 8.5 Program Management Committee and Center Programs. The Program Management Committee shall act upon matters and implement activities involving two or more programs of the Center.

(a) Programs. The Washington Baltimore Psychoanalytic Institute shall be a Program of the Center; the Board of Directors may from time to time establish other Programs, which may be known by other designations, as may be appropriate to implement the objectives of the Center. Each Program shall have the authority to create and eliminate work groups and to act, subject to the consent of the Board of Directors, within its program area to implement the

objectives of the Center. Each Program will select representatives to the Program Management Committee.

(b) Program Management Committee. The Program Management Committee shall consist of a representative of each Program.

Section 8.6 Other Committees of the Board and Center; Other Components. The Board of Directors may establish or eliminate such other committees or other organizational entities as may be necessary to implement the Center's objectives. Except as otherwise provided in these Bylaws, the President with the consent of the Board of Directors shall designate the chairperson and members of each such committee or other organizational entity from among eligible members, provided that any entity exercising the authority of the Board of Directors in the management of the Center shall consist only of directors and its members shall be appointed by the Board of Directors, upon recommendation of the President.

Section 8.7 Other than the Executive Committee, no committee or other organizational entity of the Center shall exercise the authority of the Board of Directors in the management of the Center unless such authority is specifically granted by a formal action of a majority of the directors in office and the members of the committee or other entity consist of two or more directors. Except as provided otherwise in these bylaws, the Board of Directors, upon recommendation of the President, shall designate the chair and members of each such committee. Standing Committees of the Center shall be the Membership Committee, the Finance Committee, the Nominating Committee and the Bylaws Committee.

ARTICLE IX **The Washington Baltimore Psychoanalytic Institute**

Section 9.1 Purpose. All training in psychoanalysis shall be carried out by the program called the "Washington Baltimore Psychoanalytic Institute" (the "Institute") and shall meet the standards established by the Association.

Section 9.2 Institute Council. The Institute Council shall have the following members; a director, a secretary, the chairs of each of the committees of the Institute Council, three at-large Supervising and Training Analysts and three at-large faculty members who are not Supervising and Training Analysts.

(a) Authority and Responsibility. The Council shall determine the educational policies of the Institute; organize and supervise the educational program, including the admission of members, students and guests to courses and training activities; set minimum standards for, and elect, Supervising and Training Analysts; elect Fellows (representatives) and Alternates to serve on the Board of the Association; and implement this Article of the bylaws.

(b) Organization and Operations.

(i) Director. The Director of the Institute shall be recommended for approval by the Center Board upon nomination by the Council and election by majority vote of the voting members of the Institute Council. The Director shall serve as Director and Chair of the Council for one term of three years. The

Director shall appoint one member of the Board of Directors of the Center (the “appointed director.”).

(ii) Secretary. The Secretary shall be recommended for approval by the Center Board upon nomination by the Institute Council and election by majority vote of the voting members of the Institute Council. The Secretary shall serve for one three-year term.

(iii) Meetings. Attendance at meetings of the Institute Council shall be open to all members of the Center. By determination of the Chair of the Institute Council the Institute Council may go into executive session, during which time attendance shall be restricted to voting members of the Institute Council, the president of the Center and relevant members of the Staff.

ARTICLE X

Miscellaneous Provisions

Section 10.1 Fiscal Year. The fiscal year of the Center shall be as determined by the Board of Directors.

Section 10.2 Effect of Adoption of Bylaws. The adoption these Bylaws, and any amendments thereto, shall not be construed to affect any action taken before the adoption of these Bylaws and any such action shall be determined in accordance with the provisions of such Bylaws in the same manner and to the same extent as if they had, not been superseded.

Section 10.3 Dissolution. If for any reason the Center dissolves and winds up its affairs, then the assets shall be applied and distributed as follows:

(a) All liabilities and obligations of the Center shall be paid, satisfied and discharged, or adequate provisions made therefore.

(b) Assets held by the Center upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.

(c) Any remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Section 10.4 Robert’s Rules of Order. Except where inconsistent with these Bylaws, meetings of members and all components shall be conducted in accordance with *Robert’s Rules of Order*.

Section 10.5 “Mail”. In these Bylaws, “mail” shall include electronic mail.

Section 10.6 Facsimiles. Any copy, facsimile telecommunication or other reliable reproduction of a writing, transmission or signature may be substituted or used in lieu of the

original writing, transmission or signature for any and all purposes for which the original writing, transmission or signature could be used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the original writing, transmission or signature, as the case may be.

ARTICLE XI **Amendments**

Section 11.1 General Provisions. These Bylaws may be amended, repealed or otherwise modified, other than any amendment, repeal or modification that would substantively alter Sections 1.2, 7.1, and 11.2, by:

(a) The Board of Directors; provided, that no less than two-thirds (2/3) of the directors on the Board of Directors approve any such General Amendment; or

(b) The Voting Members; provided, that no less than two-thirds (2/3) of the Voting Members (1) present at a duly held regular or special meeting of the members at which a quorum is present, or (2) voting by written ballot (if applicable) in a vote for which the number of votes cast by ballot equals the quorum required to be present at a meeting of the members for transacting business, approve any such General Amendment.

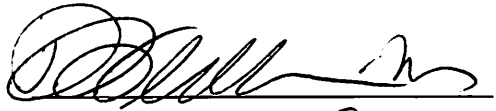
Section 11.2 Special Provisions. Any amendment, repeal or modification of these Bylaws that would substantively alter Section 1.2, 7.1, or 11.2, must be approved by no less than three-quarters (3/4) of the Voting Members present at a duly held regular or special meeting of the members at which a quorum is present.

Section 11.3 Proposals for Amendments by Members. Any five (5) directors on the Board of Directors or ten (10) Voting Members may petition the Center by written request to amend, repeal or modify these Bylaws. If any such request is received by the Center, the amendment, repeal or modification contained therein shall be voted on by the members, at the option of the Board of Directors, (a) at a duly held regular or special meeting of the members or (b) by a duly conducted written ballot. The Secretary shall promptly inform all Voting Members of the such proposed amendment, repeal or modification in writing no less than thirty (30) days prior to the meeting of members at which it will be presented for adoption or prior to the mailing of the ballot. A vote thereon shall be conducted no more than sixty (60) days after the Secretary informs the Voting Members of such proposed amendment, repeal or modification.

Section 11.4 Notice of Amendments. The entire membership of the Center shall be notified of any amendment, repeal or modification of these Bylaws as soon as practical after the amendment, repeal or modification is approved.

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The foregoing Amended and Restated By-Laws of The Washington Baltimore Center for Psychoanalysis, Inc. were adopted by the Board of Directors effective as of July 1, 2017.

By: 
Name: Deborah Feldheim M.D.
Title: President

[Signature Page to Amended and Restated By-Laws of The Washington Baltimore Center for Psychoanalysis, Inc.]