BYLAWS OF THE AMERICAN ASSOCIATION OF PORTUGUESE-SPEAKING PSYCHOANALYSTS

A Massachusetts Non-Profit Corporation

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ARTICLE ONE - OFFICES

Section 1.01. Principal Office. The principal office of the Corporation in the State of Massachusetts shall be located in the City of ?????, County of??????. The Corporation may have such other offices, either within or without the State of Massachusetts, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 1.02. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Massachusetts a registered office, and a registered agent whose office is identical with such registered office may be, but need not be, identical with the principal office of the Corporation in the State of Massachusetts, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE TWO - PURPOSES

Section 2.01. Organizational Purposes. The Corporation is organized exclusively for charitable and educational purposes including educating and promoting public awareness and interest in the study and practice of psychoanalysis and psychoanalytically-oriented practices. The corporation is established as a permanent organization in Massachusetts seeking to enrich the local community through activities promoting the understanding of psychoanalysis, psychoanalytic thought and psychoanalytically oriented practices and to provide opportunities for the public to engage in educational and scientific activities related to the study and practice of psychoanalysis, psychoanalytic thought and psychoanalytically oriented therapies. The Corporation may engage in any activities which further its purposes.

No part of the net earnings of the Corporation shall inure to the benefit of any Director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The president shall receive a monthly compensation for executing all duties pertaining the operations and administration of the corporation. The amount shall be voted and approved by the Board of Directors. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, 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 Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations, as they now exist or as they may hereafter be amended.

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE THREE – MEMBERS

Section 3.01. The Corporation shall have four categories of voting members, active members and student members

Section 3.02. Membership Qualifications. All members shall satisfy requirements of good character, and, where relevant, exhibit ethical practice and professional fitness. Upon recommendation of the Membership Committee, active membership may be extended to anyone who has an active interest in psychoanalysis, psychoanalytic thought and/or psychoanalytically oriented practice.

Membership may also be extended to student members upon the recommendation of the Membership Committee. Student members shall be matriculated students and/or in full-time training programs. The categories for membership are as follows:

(P) Psychoanalyst. For those who have already completed their training and have documentation to prove. A minimum 3-year length training is required for this category.

(PP) Psychoanalytic Psychotherapist. For those who are psychodynamic psychotherapists and are not psychoanalysts.

(APP) Applied Psychoanalysis Professional. For those in other areas such as counseling and psychology but who use psychoanalysis as a clinical approach.

(S) Student. Training Analysts in 3-year length programs.

Section 3.03. Voting Privileges. All active and student members of the Association shall have the right to vote on all matters that come before the membership. Active and student members may hold office, serve on committees, participate in all Association activities and enjoy all other privileges of membership as set forth by the Board of Directors.

Section 3.04. Dues. The annual dues of the members shall be decided by the Assocation. If dues are unpaid after 120 days from the date due, member shall be notified and membership will cease 60 days after notification if the dues in arrears remain unpaid.

Section 3.05. Membership Process. Individuals meeting qualifications as defined in the categories of membership, may apply for membership to the Chair of the Membership Committee. Membership shall not be denied, unless the qualifications.

Section 3.06. Expulsion Process. Membership shall be revoked if a member is convicted of a felony or, for mental health professionals, if a member's license to practice has been revoked by the relevant licensing board.

Section 3.07. Friends of the Association. Friends' status may be extended to any individuals interested in the field of psychoanalytically-oriented thinking or practice. This shall be a contributing non-member category including non-mental health professionals. Friends of the Assocation may not vote or hold office. They are eligible to serve on committees but not chair standing committees. Friends shall be held to the same ethical standards as voting members.

ARTICLE FOUR - MEETING OF MEMBERS.

Section 4.01. Business and Annual Meetings. Business meetings of the members shall be held in the winter and spring each year for the purpose of reading the minutes, reports of the officers, reports of the committees, adoption of the budget (optional), any new and unfinished business and the election of officers (winter business meeting) and installation of officers, and election of the nominating committee (spring annual meeting) and for transaction of other business as may come before the meeting.

Section 4.02. Regular Meetings. Regular meetings may be held at such time and place as determined by the Executive Committee or voted by the active members.

Section 4.03. Special Meetings. Special meetings of the members may be called by the President or the Board of Directors, or upon petition of two (2) or more members, upon 24 hours notice to the membership.

Section 4.04. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Massachusetts, as the place of meeting for any biannual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Massachusetts; but if all of the members shall meet at any time and place, either within or without the State of Massachusetts, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any Corporation action may be taken.

Section 4.05. Notice of Meeting. Except as provided in Section 4.03, written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, fax or e-mail to each member, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers calling the meeting. In case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which a meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at this address as it appears on the records of the Corporation with postage thereon prepaid. If sent electronically, the notice shall be deemed delivered when transmitted.

Section 4.06. Quorum. Twenty-five percent of active members, or ten (10) Active members, whichever is less, shall constitute a quorum for the transaction of business at any meeting of members; but if less than quorum of members is present at said meeting, a majority of members present may adjourn the meeting from time to time without further notice. Members eligible to vote are allowed to attend meetings, and be present as voting members, by video or teleconference. If a quorum is not present and a matter requiring approval is needed, the Board president may determine to request approval through electronic communications. If an electronic vote is requested, each member must respond individually through electronic communication for validation. There shall be no proxies at any meeting.

Section 4.07. Parliamentary Usage. Parliamentary usage as set forth in Roberts Rules of Order shall apply at all meetings of the Assocation.

ARTICLE FIVE - BOARD OF DIRECTORS

Section 5.01. General Powers. The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of the Officers of the Association and chairs of the standing committees. Directors need not be residents of Massachusetts.

Section 5.02. Number, Tenure and Qualifications. The number of Directors shall be not less than three (3) or more than twenty-five (25).

Section 5.03. Regular Meetings. The Board of Directors shall provide for by resolution the time and place, either within or without the State of Massachusetts, for the holding of the regular annual meeting(s) of the Board, and may provide by resolution the time and place for the holding of additional regular meetings of the Board, without other notice than such resolution. However, there shall never be less than one annual meeting of the Board of Directors.

Section 5.04. Business Meetings. An annual meeting of the Board of Directors shall be held at the date, time and place determined by the Board of Directors.

Section 5.05. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, or any two Directors upon 24 hours notice, written or by fax or phone, to the members of the Board. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Massachusetts, as the place for holding any special meetings of the Board called by them.

Section 5.06. Meetings Utilizing Electronic Media. Members of the Board of Directors or members of any committee designated by the Board of Directors may participate in and hold a meeting of that Board or committee, respectively, by means of conference telephone or similar communication equipment, provided that all persons participating in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully created.

Section 5.07. Notice. Notice of any special meeting of the Board of Directors shall be given at least one (1) day previously thereto by oral or written notice delivered personally or sent by mail, fax, or e-mail, to each Director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice by fax or e-mail, notice shall be deemed delivered when transmitted electronically. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver or notice of such meeting, except when 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 5.08. Quorum. No less than four (4) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 5.09. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 5.10. Vacancies. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. However, vacancies need not be filled unless such a vacancy would result in fewer than three directors remaining on the Board.

Section 5.11. Compensation. Directors as such shall not receive any stated salaries for their services; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore. The President shall receive a monthly compensation to manage all operations and administration duties of the Association.

Section 5.12. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors.

Section 5.13. Resignation. Any Director may resign by giving written notice to the President. The resignation shall be effective at the next called meeting of the Board of Directors.

Section 5.14. Removal. Any Director may be removed with or without cause by a two-thirds majority of the remaining Directors.

Section 5.15. Indemnification. The Corporation may indemnify and advance reasonable expenses to directors, officers, employees and agents of the Corporation to the fullest extent required or permitted by Article 2.22A of the Massachusetts Non-Profit Corporation Act, subject to the restrictions, if any, contained in the Corporation's Articles of Incorporation. The Corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by the Massachusetts Non-Profit Corporation laws.

ARTICLE SIX - OFFICERS

Section 6.01. Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, a Councilor, and an Alternate Councilor who, collectively, shall be known as the Executive Committee and who shall be elected as hereinafter provided. The Executive Committee may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Executive Committee. Officers shall be active members of the Association, except that the Councilor and Alternate Councilor must also be active members in good standing of Association.

Section 6.02. Election and Term of Office. The officers of the Corporation shall be elected by the active members entitled to vote at the winter business meeting of members, and the officers so elected shall serve for one (2) years from August 1 (to begin on August 1, 2022.) If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. In the event of multiple candidates for any office, election of officers shall be by written secret ballot, and a separate ballot taken for each office. Every member entitled to vote shall have one vote for each office to be filled, and a majority of votes cast for any office shall be necessary, except as hereinafter provided in this section, to elect a nominee to such office. If after three ballots have been taken for any office, no candidate has received a majority of the vote cast, the person receiving the highest number of votes cast on said third ballot shall be deemed to be elected to said office. No President or Vice-President shall have successive terms of office. Each officer shall hold office until their successor shall have been duly elected and shall have qualified.

Section 6.03. Removal. Any officer elected or appointed by the Executive Committee may be removed by a two-thirds majority vote of the Executive Committee whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 6.04. Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Executive Committee for the unexpired portion of the term.

Section 6.05. President. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. They shall preside at all meetings of the Association and shall act as chairperson of the Executive Committee. The President shall appoint all committees and shall be a member ex-officio of all committees (except the Executive Committee) but shall have no vote except in the case of tie (in all committees except Executive Committee). The President may sign, with the Secretary-Treasurer or any other proper officer of the Corporation authorized by the

Executive Committee, any deeds, mortgages, bonds, contracts, or other instruments which the Executive Committee has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Committee or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he/she shall perform all duties as may be prescribed by the Executive Committee from time to time, including participating in various committee meetings as a member or chairperson thereof. They shall also be responsible for informing the Executive Committee of possible programs, meetings, and functions of the Corporation.

Section 6.06. Vice-President. In the absence of the President or in the event of their inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon President. They shall receive all requests to read program communications and shall arrange the programs for the regular meetings. In the absence or disability of the Executive Committee, They shall have such other powers and duties assigned to they by that committee.

Section 6.07. Secretary. The Secretary shall keep the minutes of the proceedings of all meetings of the Association and the Executive Committee, give or cause to be given all notices of meetings of the members of the Executive Committee and of the regular meetings, and all other notices in accordance with the provisions of these Bylaws or as required by law. Any such notice may also be given by the President. The Secretary shall send a copy of the Bylaws to any member who requests it. The Secretary shall certify the Councilor and the Alternate Councilor, promptly upon their election. In the absence or disability of both the President and Vice-President, the Secretary shall perform their duties. The Secretary shall perform other duties assigned to him or her by the President or the Executive Committee, and he shall perform all other duties incident to the office of Secretary.

Section 6.08. Treasurer. The Treasurer shall chair the Finance Committee. They shall have custody of all funds, securities, evidence of indebtedness, and other valuable documents of the Association and shall deposit the same in the name and to the credit of the Association in such banks or depositories as may be designated by the Executive Committee. He or she shall keep or cause to be kept for that purpose, full and accurate accounts of all moneys received and paid out for the account of the Association, and render a semiannual report of the receipts and disbursements of the Association at each business meeting thereof. The Treasurer may disburse funds within the provision of the budget, but any disbursement beyond this may be made only by action of the Executive Committee. Unless otherwise determined by the Executive Committee, he or she shall not be required to give the Society a bond for the faithful discharge of his or her duties. The Treasurer shall perform such other duties assigned to him

or her by the President or the Executive Committee, and he shall perform all other duties incident to the office of Treasurer.

Section 6.09. Councilor. The Councilor shall be a member of the Executive Committee. In the event that the Councilor is unable to attend a meeting of the Executive Committee, the elected Alternate Councilor shall take their place. The Councilor shall perform all duties incumbent with such functions and any other properly assigned to them by the Executive Committee. they may not, however, serve more than four consecutive years as Councilor.

Section 6.10. Alternate Councilor. The Alternate Councilor shall be a member of the Executive Committee, and may function as the voting representative of the Association in the absence of the Councilor.

Section 6.11. Tenure and Qualifications. No person shall hold more than one of the aforementioned offices at a time. Officers are restricted to voting members of the Association.

ARTICLE SEVEN - COMMITTEES

Section 7.01. Appointment. Except where otherwise stated in these by-laws, the President shall appoint members and the chairperson of each committee established by the Board of Directors. These Committees shall perform such functions and make such reports as the President or Board of Directors shall determine. All active members, student members and Friends of the Association are eligible serve on committee, unless otherwise restricted.

Section 7.02. Executive Committee. The Executive Committee shall consist of the officers of the Corporation and the past president. The President, unless absent or otherwise unable to do so, shall preside as chairperson of the Executive Committee. The Committee shall meet at the call of the President or the Board of Directors, or any two (2) members of the Committee and shall have and may exercise when the Board of Directors is not in session the power to perform all duties, of every kind and character, not required by law or the by-laws of the Corporation to be performed solely by the Board of Directors. The Executive Committee shall have authority to make rules for the holding and conduct of its meetings, keep records thereof and regularly report its actions to the Board. Three (3) of the members of the Committee in office shall be sufficient to constitute a quorum at any meeting of the Committee, and all action taken at such a meeting shall be by a majority of those present all acts performed by the Executive Committee in the exercise of its aforesaid authority shall be deemed to be, and may be certified as, acts performed under authority of the Board of Directors. Vacancies in the Executive Committee shall be filled by appointment by the Board of Directors. All actions of the Executive Committee shall be recorded in writing in a minute book kept for that purpose and a report of

all action shall be made to the Board of Directors at its next meeting. The minutes of the Board of Directors shall reflect that such a report was made along with any action taken by the Board of Directors with respect thereto.

Section 7.03. Leadership Development Committee. The Leadership Development Committee shall consist of the immediate past president as chairperson and of two members elected at the Spring Business Meeting and nominated for election by the same process by which officers of the Association are nominated. Members of the Leadership Development Committee are also subject to removal as provided in section 6.03. It shall be responsible for the nominating of officers and the development of leadership within the Association.

Section 7.04. Membership Committee. The Membership Committee shall be composed of three or more members. The chairperson and the members shall be appointed by the President. It shall have the duty of evaluating such applications for membership and by such means as it deems proper and making recommendations to the general membership concerning such applications.

Section 7.05. Program Committee. The Program Committee shall consist of the President-Elect as chairperson and two or more additional members appointed by the President. It shall be responsible for continuing education efforts and for all programs of the Association and shall determine who may attend such regular meetings.

Section 7.06. Finance Committee. The Finance Committee shall consist of the Treasurer as chairperson and two or more additional members appointed by the president. This committee will prepare the annual budget for approval and shall be responsible for managing and investing corporate funds.

Section 7.07. Student Member Committee. The Student Member Committee shall be composed of the student members of the Society and shall annually elect a chair from its membership to assume office at the annual meeting. This committee will bring matters of particular concern to student members to the Association and through its chair shall act as liaison between the Board of Directors and student members.

Section 7.08 Ethics Committee. The Ethics Committee shall consist of a Chair of the Committee, who may or may not be an officer of the Association, the Alternate Councilor, and a non-officer voting member of the Association. The Chair and the non-officer voting member are to be nominated and elected by the same process by which officers of the Association are nominated and installed. The purpose of the Committee is to serve as a referral source for anyone who makes an ethics-related complaint against a member. The Committee will refer the complainant to the appropriate licensing board, if the member against whom a complaint

has been filed is a mental health professional. The decision of the particular licensing board will then determine the Committee's course of action. Membership will be denied to anyone who has been convicted of a felony, or if a mental health professional has had his or her license revoked.

Section 7.09. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the President of the Corporation shall appoint the members of each such committee. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal. Members of such committee or committees may, but need not be, Directors.

Section 7.10. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 7.11. Chairperson. Except as otherwise provided in these Bylaws, one member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

Section 7.12. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7.13. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7.14. Rules. Each committee may adopt rules for its government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 7.15. Committee Dissolution. The Board of Directors may, in its sole discretion, dissolve any committee with or without cause. Except for the Executive Committee, such dissolution shall require approval by a majority of the quorum. The Executive Committee shall only be dissolved by approval of sixty-six percent (66%) or more of all members of the Board of Directors.

ARTICLE EIGHT - CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 8.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 8.02. Checks and Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

Section 8.03. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8.04. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE NINE - BOOKS AND RECORDS

Section 9.01. Books and Records. The Corporation shall keep correct and complete books and records of account of the activities and transactions of the Corporation including, a minute book which shall contain a copy of the Corporation's application for tax-exempt statue (IRS Form 1023), copies of the organization's IRS information return (Form 990), and a copy of the Articles of Incorporation, By-Laws, and Amendments. The Corporation shall also keep minutes of the proceedings of its Board of Directors and any committees having the authority of the Board of Directors. All books and records of the Corporation may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time. Representatives of the Internal Revenue Service may inspect these books and records as necessary to meet the requirements relating to federal tax form 990.

ARTICLE TEN - FISCAL YEAR

Section 10.01. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE ELEVEN - SEAL

Section 11.01. Seal. The Board of Directors may authorize a corporate seal.

ARTICLE TWELVE - WAIVER OF NOTICE

Section 12.01. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Massachusetts Non-Profit laws or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time therein, shall be deemed equivalent to the giving of such notice.

ARTICLE THIRTEEN - AMENDMENTS TO BYLAWS

Section 13.01. Amendments to Bylaws. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds percent (66%) of the members present at any regular meeting or at any special meeting called for that purpose. Any proposed amendment must be circulated to the voting membership at least ten days prior to the telling of the votes.

CERTIFICATE

I HEREBY CERTIFY that the foregoing is a true, complete and correct copy of the Bylaws of American Association of Portuguese-speaking Psychoanalysts a Massachusetts non-profit corporation, in effect on the date hereof.

IN WITNESS WHEREOF, I hereunto set may hand and affix the seal of the Corporation, this 16 day of July, 2022.

Secretary

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