

**BY-LAWS OF  
THE PACIFIC RIM COLLEGE OF PSYCHIATRISTS  
A NONPROFIT CORPORATION  
(Revised as of 27 October 2012)**

**ARTICLE I. NAME, OFFICES AND OBJECTIVES**

**Section 1.** Name. The name of this nonprofit Corporation shall be THE PACIFIC RIM COLLEGE OF PSYCHIATRISTS.

**Section 2.** Principal Office. The principal office of the Corporation (College) shall be located in the City of Tokyo, Japan.

**Section 3.** Other Offices. The College may have such other offices as the Board of Directors may determine or as the affairs of the College may require from time to time.

**Section 4.** Objectives. To promote research, training and the exchange of information between psychiatrists in the geographic area referred to as the Pacific Rim. Further, the College shall conduct seminars and sponsor collaborative research in the area of psychiatry.

**ARTICLE II. MEMBERS**

**Section 1.** Classes of Members. The College shall have five classes of members, namely, Members, Members in Training, Fellows, Fellows Emeriti/ae and Associate Members .

(a) Members shall be those psychiatrists whose personal and professional qualifications, growth, and dedication to the College following induction are expected to warrant eventual advancement to the status of Fellow within a period of ten years.

(b) Members in Training shall be those psychiatrists who are in training at accredited programs of their country.

Members and Members in Training shall be entitled to vote and may serve on committees, but shall not be eligible to hold elective office, to serve on the Board, or to serve as Chairpersons of committees.

(c) Fellows shall be psychiatrists of superior personal attributes and professional abilities. The conferring of Fellowship shall constitute an honor, duly awarded as a result of outstanding recommendations and careful selection. In selection, therefore, consideration shall be given to membership and offices held in other professional organizations, as well as proficiency and excellence in the practice of psychiatry as a therapist, clinician, teacher, author, researcher, or administrator. Appointment to Fellowship, furthermore, is to constitute recognition for years of experience in psychiatry, attainment, contributions, and leadership in the field.

Fellows are entitled to full privileges, including, but not limited to, the vote as members of the College, election to office, membership on the Board, and membership and chairpersonship of standing and ad hoc committees.

(d) Fellows Emeriti/ae. Any Fellow, on the basis of years of service, retirement, disability, hardship, or upon reaching the age of 70, may at his/her option request in writing to the

Secretary-General of the College, appointment to Emeritus Status. Upon favorable action by the Board, the Fellow shall be granted Emeritus Status, thereby becoming exempt from payment of dues and from other duties or requirements of the College.

Fellows Emeriti/ae shall, however, be entitled to vote as members of the College, be eligible to serve as additional members of committees, but shall not be eligible to hold elective office or serve as Chairpersons of committees.

(e) Associate Members are non psychiatrist mental health professionals who agree with and are willing to support the objectives of the Pacific Rim College of Psychiatrists.

**Section 2. Admission.** An applicant shall be admitted to membership in the College only on making application therefore and on being elected by the Board of Directors. Applications for membership shall be in such form as shall be prescribed by the Board of Directors. An affirmative vote of the majority of the Directors shall be required for election.

**Section 3. Voting Rights.** Each member shall be entitled to one vote on each matter submitted to a vote of the members.

**Section 4. Suspension or Expulsion of Members.** The Board of Directors, by a majority vote of those present at any regular constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article III of these By-Laws. In addition, the Board of Directors, by affirmative vote of the majority of all of the members of the Board, may suspend or expel a member for conduct that the Board deems detrimental to the objects or interests of the College or in violation of its constitution, By-Laws, code of ethics, or rules and regulations, provided the member is given notice of the proceedings against him and an opportunity to be heard in his own defense.

**Section 5. Resignation.** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

**Section 6. Reinstatement.** Upon written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of the majority of the members of the Board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

**Section 7. Transfer of Membership.** Membership in this College is not transferable or assignable.

**Section 8. Termination of Membership.** Membership shall terminate on the death or resignation of a member, or on his expulsion by the Board of Directors. On such termination any right, title, or interest of the member in or to the property and assets the corporation shall cease.

### **ARTICLE III. DUES**

**Section 1. Annual Dues.** The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

**Section 2. Payment of Dues.** Dues shall be payable in advance on the first day of June in

each fiscal year.

**Section 3.** Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of twelve (12) months from the beginning of the fiscal year or period in which such dues become payable, his membership may thereupon be terminated by the Board of Directors and after 24 months shall be terminated in the manner provided in Article II of these By-Laws.

#### **ARTICLE IV. MEETINGS OF MEMBERS**

**Section 1.** Biennial Meeting. Biennial meeting of the members shall be held at such time and place as the Board shall determine, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

**Section 2.** Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

**Section 3.** Place of Meeting. The Board of Directors may designate any place as the place of meeting for any biennial meeting or for any special meeting called by the Board of Directors.

**Section 4.** Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice.

**Section 5.** Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

**Section 6.** Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after thirty (30) from the date of its execution, unless otherwise provided in the proxy.

**Section 7.** Cumulative Voting. At any election for Directors of the College, each and every member entitled to vote may cumulate his vote and give one candidate a number of votes equal to the number of Directors to be elected, multiplied by the number of votes to which he is entitled, or each member may distribute his votes among as many candidates for Directors as the member thinks proper. The candidates for Directors receiving the highest number of votes up to the number of Directors to be elected, are elected.

#### **ARTICLE V. BOARD OF DIRECTORS**

**Section 1.** General Powers. The affairs of the College shall be managed by its Board of Directors.

**Section 2.** Number, Tenure and Qualifications. The number of Directors other than those serving as officers shall be between sixteen and twenty (16 and 20) ;one of these Directors shall be the Immediate

Past President. Directors shall be elected at each biennial meeting of members and each Director shall hold office until the next annual meeting of the members and until his successor shall have been elected and qualified. The maximum tenure is five terms or ten years. The years served as officer shall not be counted as the tenure of Director.

**Section 3. Regular Meetings.** A regular biennial meeting of the Board of Directors shall be held without other notice than this By-Laws. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution,

**Section 4. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may find any place, either within or without the state, as the place for holding any special meeting of the Board called by them.

**Section 5. Notice.** Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail or e-mail to each Director at his address as shown by the records of the College. Any Director may waive notice of any meeting. 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. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

**Section 6. Quorum.** A majority 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 majority of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 7. 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 By-Laws.

**Section 8. 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 predecessor in office.

**Section 9. Compensation.** Directors as such shall not receive any stated salaries for their services.

**Section 10. Duties.** Directors shall have the following duties: a) to interpret provisions of the By-Laws; b) to present reports on the financial and status of the College to the members at the biennial meeting; c) to appoint and compensate administrative personnel as necessary; d) to prepare and distribute such publications and reports as may be considered appropriate; e) to establish various categories of membership as they become necessary; f) to establish dues and assessments for the membership according to their category; and g) to exercise all powers of the College that are otherwise not assigned.

## **ARTICLE VI. OFFICERS**

**Section 1. Officers.** The officers of the College shall be a President, a President-Elect, a Secretary-General, a Treasurer and Vice Presidents.

**Section 2. Election and Term of Office.** The officers of the College shall be elected biennially by the Board of Directors at the regular meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified.

The maximum tenure as officer is four terms or eight years except for Secretary General at the end of four terms.

**Section 3. Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the College would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**Section 4. Vacancies.** A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. President.** The President shall be the principal executive officer of the College and shall in general supervise and control all of the business and affairs of the College. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary General or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the College; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6. President-Elect.** In the absence of the President or in the event of his inability or refusal to act, the President-Elect 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 the President. Any President-Elect shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 7. Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the College; receive and give receipts for monies due and payable to the College from any source whatsoever, and deposit all such monies in the name of the College in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 8. Secretary General.** The Secretary General shall keep the minutes of the meetings, of the members, and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the College and see that the seal of the College is affixed to all documents, the execution of which on behalf of the College under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary General by such member; and in

general perform all duties incident to the office of Secretary General and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

## **ARTICLE VII. COMMITTEES**

**Section 1. Executive Committee.** Internal management and conduct of the business of the College shall be vested in an Executive Committee composed of at least seven (7) persons, including President, President-Elect, Immediate Past President, Vice Presidents, Secretary-General and Treasurer. All members of the committee shall be Directors of the College. The Executive Committee is authorized to hire and discharge employees, to make all contracts and authorize all transactions in the ordinary course of business of the College, and to do all things necessary or incident thereto.

The Executive Committee may act by unanimous written agreement of its members, or by a majority vote of its members at any regularly called meeting of which all members have had reasonable notice. The committee shall, at each regular meeting of the Board of Directors, and from time to time when requested by the Board, make a full report of all business transacted by the committee.

**Section 2. Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the College 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, members of each such committee shall be members of the College, and the President of the College shall appoint the members thereof. 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 College shall be served by such removal.

**Section 3. Term of Office.** Each member of a committee shall continue as such until the next biannual meeting of the members of the College and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**Section 4. Chairman.** One member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof.

**Section 5. 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 6. 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. Rules.** Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors,

**Section 8. Nomination Committee.** A Nomination Committee, chaired by the Immediate Past President, will also include the President and the President-Elect. The Committee will be responsible for soliciting and recommending nominations for the Board of Directors and the officer positions.

## **ARTICLE VIII. USE OF COLLEGE'S FACILITIES**

No person except a member of the College, a family of such member, and guests of the member, when in the company of the member, shall use the facilities owned or leased by the College. As used in these By-Laws the term "family" shall include only persons within the third degree of relationship either to the member or to his spouse.

## **ARTICLE IX. CERTIFICATES OF MEMBERSHIP**

**Section 1.** Books and Records. The College shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the College may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

**Section 2.** Fiscal Year. The fiscal year of the College shall begin on the first day of January and end on the last day of December in each year.

**Section 3.** Corporate Seal. The Board of Directors shall provide a corporate seal, which shall be in the form of "circle".

## **ARTICLE X. AMENDMENTS**

**Section 1.** Proposed Amendments. Any amendment to the By-Laws may be proposed to the general membership by either resolution by the Board of Directors or by a written petition signed by fifty (50) or more members. All such proposed amendments shall be voted upon at the next general meeting or ratified by written consent in accord with Section Two of this Article.

**Section 2.** Power of Members to Amend By-Laws. The By-Laws of this College may be amended, repealed, or added to, or new By-Laws may be adopted by the vote or written consent of a two-thirds majority of the members entitled to vote.

## **ARTICLE XI. ASSETS**

**Section 1.** Distribution of Assets. Upon dissolution of this College, the members shall select by a two-thirds (2/3) majority vote an International Health Organization that qualifies under Section 501 (c) (3) of the United States Internal Revenue Code.

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