

**CONSENT OF INCORPORATOR
OF
THE ACADEMY OF PSYCHOLOGICAL CLINICAL SCIENCE**

The undersigned, being the sole incorporator of The Academy of Psychological Clinical Science, a Delaware non-profit, membership corporation (the "Corporation"), hereby adopts the following resolutions pursuant to Section 108(c) of the Delaware General Corporation Law:

RESOLVED that the Bylaws attached hereto shall be the Bylaws of the Corporation.

RESOLVED that, in accordance with the Certificate of Incorporation of the Corporation, each of the following persons is hereby elected to serve as an officer and member of the Executive Committee of the Corporation, for the term indicated or until such person's successor is elected and qualified, and that such persons shall constitute the initial Executive Committee of the Corporation, said Executive Committee being the governing body of the Corporation:

The terms of office to expire at the first annual meeting of members:

Treasurer: Don C. Fowles

First Member at Large: Richard Bootzin

Terms of office to expire at the second annual meeting of members:

President: Richard McFall

Second Member at Large: Beth Meyerowitz

Terms of office to expire at the third annual meeting of members:

Secretary: Robert Levenson

Third Member at Large: Robert Simons

Dated: May 20, 1997



Don C. Fowles
Incorporator

CERTIFICATE OF INCORPORATION

OF

THE ACADEMY OF PSYCHOLOGICAL CLINICAL SCIENCE

FIRST: The name of the corporation is The Academy of Psychological Clinical Science (hereinafter referred to as the "Corporation" or the "Academy").

SECOND: The address of the Corporation's registered office in the State of Delaware is 1201 North Market Street, Post Office Box 1347, in the City of Wilmington, County of New Castle. The name of the registered agent at such address is Delaware Corporation Organizers, Inc.

THIRD: The Corporation is organized as a non-profit corporation.

FOURTH: The purpose of the Corporation, broadly stated, is to advance clinical science. "Clinical science" is defined as a psychological science directed at:

1. the promotion of adaptive functioning
2. the assessment, understanding, amelioration, and prevention of human problems in behavior, affect, cognition or health, and
3. the application of knowledge in ways consistent with scientific evidence.

The corporation's emphasis on the term "science" underscores its commitment to empirical approaches to evaluating the validity and utility of testable hypotheses and to advancing knowledge by this method.

In furtherance of this purpose, the Corporation shall pursue the following objectives:

- a. **Training**: To foster the training of students for careers in clinical science research, who skillfully will produce and apply scientific knowledge.
- b. **Research & Theory**: To advance the full range of clinical science research and theory and their integration with other relevant sciences.
- c. **Resources and opportunities**: To foster the development of, and access to, resources and opportunities for training, research, funding, and careers in clinical science.
- d. **Application**: To foster the broad application of clinical science to human problems in responsible and innovative ways.

- e. Dissemination: To foster the timely dissemination of clinical science to policy-making groups, psychologists and other scientists, practitioners, and consumers.

In furtherance of the foregoing purpose and objectives, the Corporation shall have full power and authority to engage in any lawful act or activity for which a non-profit corporation may be organized under the laws of Delaware; provided, however, that notwithstanding the foregoing provisions or any other provision of this Certificate of Incorporation, the Corporation shall not engage in any act or activity not permitted to be engaged in by a Corporation exempt from federal income taxation under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (and/or any corresponding provision of any future United States Internal Revenue law) (the "Code") or by an organization contributions to which are deductible under Section 170 of the Code; and provided further that no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

FIFTH: The Corporation is a membership corporation and shall not have authority to issue capital stock. As applicable, the Corporation:

- (i) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;
- (ii) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Code;
- (iv) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and
- (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

SIXTH: The conditions of membership in the Corporation shall be as set forth in this Article SIXTH. Membership is open to training programs in psychological clinical science established in connection with an accredited university, which programs apply for membership in accordance with the Bylaws, and whose membership is supported by both a majority of the Executive Committee and of members of the corporation attending the annual meeting and eligible to vote. Evaluation of eligibility for membership shall be based on the extent to which the program meets the standards of the Academy with respect to the purposes and objectives enumerated in Article Fourth of the Certificate of Incorporation. Any such program that meets the foregoing qualifications shall, upon proper payment of dues, be admitted to membership in the Corporation and shall be entitled to designate an official representative to the Corporation to vote on behalf of such member program. Each member program shall have only a single voting representative, and each such representative shall be entitled to one vote on all matters to be voted on by the membership. If a program has a member on the Executive Committee who is not the representative, then the current representative shall be entitled to cast the program's vote. The

member of the Executive Committee retains the right to vote on all matters before the Executive Committee. Multiple programs from a single University may apply for Academy membership separately or together. If they apply separately, each such program admitted to membership shall have its own vote. Membership status will be lost at such time that a program fails to meet the conditions and qualifications set forth above as determined by the Executive Committee; provided, however, that a member shall not lose membership status for delinquency in paying dues except in accordance with the Bylaws. Members may resign at any time upon written notice to the Executive Committee. Members may be expelled at any time or without cause by the vote of a majority of the members of the Executive Committee followed by the vote of a majority of the members of the Corporation entitled to vote.

SEVENTH: The governing body of the Corporation shall be the Executive Committee, which shall be elected by the entire voting membership. The Executive Committee shall be composed of six officers of the Corporation: the President, the Secretary, the Treasurer, and 3 Members-at-Large (designated First, Second and Third Member-at-Large, respectively). Officers must be faculty members of current member programs, but they need not be the representative of the program. Any vacancy on the Executive Committee shall be filled for the remainder of the term as it occurs by a majority vote of the remaining members of the Executive Committee.

The term for all officers and Members-at-Large is three years (except as set forth below), with elections staggered so that only one officer and one Member-at-Large are to be elected each year. In order to establish such staggered terms, the initial term of the Secretary and the First Member-at-Large shall be one year, the initial term of the Treasurer and the Second Member-at-Large shall be two years, and the initial term of the President and Third Member-at-Large shall be three years. No officer can succeed himself/herself in a given office unless that person has served less than a full term. No member program can have more than one member on the Executive Committee at any given time.

EIGHTH: The Executive Committee shall designate the following four permanent committees: (1) Education; (2) Membership; (3) Charter & Bylaws; and (4) Issues & Policies. These committees, and any others designated by the Executive Committee, shall have not less than two members from programs in good standing which must maintain such status during their representative member's service on such committee. Each committee shall be chaired by a Chair so designated by the Executive Committee. The duties of the four permanent committees and their Chairpersons, and any other committees created by the Executive Committee and their Chairpersons shall be as stated in the Bylaws or as specified by the Executive Committee in creating such a committee. There will be no restriction on the number of committee chairs or committee members that can be appointed from a member program.

NINTH: A member of the Executive Committee of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as such a member, except for liability (i) for any breach of the duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which such member derived an improper personal benefit. If the

Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors and/or such persons as the members of the Executive Committee, then the liability of such member shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of this provision shall not adversely affect any right or protection of a member of the Executive committee existing at the time of such repeal or modification.

TENTH: The Executive Committee shall have the authority to submit amendments to the Bylaws and/or this Certificate of Incorporation to the membership for a vote by mail ballot (electronic mail is acceptable). Passage of amendments to the Bylaws shall require the affirmative vote of the majority of the members voting, as long as 50% of those entitled to vote actually cast a vote. Passage of any amendment to this Certificate of Incorporation shall require the affirmative vote of a majority of the members entitled to vote. Alternatively, any amendment to the Bylaws or Certificate of Incorporation may be proposed in writing by any member of the Corporation at any meeting of the Corporation, provided that notice of the proposed amendment shall be sent to each member not less than ten (10) days prior to the meeting at which voting will take place. If approved by a majority of those voting, such amendment will then be submitted to the membership for a vote by mail ballot, and passage shall require the same affirmative vote specified above for amendments initiated by the Executive Committee.

ELEVENTH. Before any member of the Corporation publishes or otherwise issues publicly any statement upon a policy matter that purports to represent the opinion of the Corporation, he or she shall first obtain the written approval of the Executive Committee. Officers and Chairpersons of committees may, as appropriate, issue public statements that reflect established policies of the Corporation.

TWELFTH. If at any time the Corporation shall be dissolved, the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to one or more organizations organized exclusively for charitable, educational, scientific or other exempt purposes and qualified as exempt under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose.

THIRTEEN. The incorporator is Don C. Fowles, whose address is Department of Psychology, University of Iowa, E11 Seashore Hall, Iowa City, Iowa 52242-1407.

I, the undersigned, being the incorporator, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate of Incorporation, and have, accordingly, hereto set my hand this _____ day of _____, 1997.

Don C. Fowles

ACADEMY OF PSYCHOLOGICAL CLINICAL SCIENCE

BYLAWS

ARTICLE I - MEMBERS

Section 1. Regular Meetings.

Meetings of the membership shall be held at least once per year at such a place, on such a date, and at such time as the Executive Committee shall fix.

Section 2. Special Meetings.

Special meetings of the membership, for any purpose or purposes prescribed in the notice of the meeting, may be called by the Executive Committee to be held at such place, on such date, and at such time as fixed by the Executive Committee.

Section 3. Notice of Meetings.

Written notice of the place, date, and time of all meetings of the membership shall be given, not less than thirty (30) days before the date on which the meeting is to be held, to each member entitled to vote at such meeting, except as otherwise provided herein or required by the Certificate of Incorporation or by law. Electronic mail will suffice for this purpose.

When a meeting is adjourned to another place, date or time, written notice need not be given of the adjourned meeting if the place, date and time thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, or if a new record date for determining the membership is fixed for the adjourned meeting, written notice of place, date, and time of the adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting without regard to the presence of a quorum at such adjournment.

Section 4. Quorum.

At any meeting of the membership, the presence of at least two (2) members of the Executive Committee and a total of five (5) voting members of the corporation (including the members of the Executive Committee), in person or by proxy, shall constitute a quorum for all purposes, unless or except to the extent that the presence of a larger number may be required by the Certificate of Incorporation or by law.

A quorum is required to conduct the business of the corporation, including voting and election of officers. If a quorum shall fail to attend any meeting, the chairperson of the meeting may adjourn the meeting to another place, date, or time.

Section 5. Organization.

The President of the corporation or, in his or her absence, such person as may be designated by the President or chosen by a vote of a majority of the members present, in person or by proxy, shall call to order any meeting of the members and act as chairperson of the meeting. In the absence of the Secretary of the corporation, the secretary of the meeting shall be such person as the chairperson appoints.

Section 6. Conduct of business.

The chairperson of any meeting of the membership shall determine the order of the business and the procedure at the meeting, including such regulation of the conduct of discussion as is determined to be proper by him or her.

Section 7. Proxies and Voting.

At any meeting of the membership, every member entitled to vote may vote in person or by proxy authorized by an instrument in writing or by a transmission permitted by law filed in accordance with the procedure established for the meeting. Any copy, facsimile telecommunication, electronic mail or other reliable reproduction of the writing or transmission created pursuant to this paragraph may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire original writing or transmission.

Each voting member shall be entitled to one vote on any matter on which members are entitled to cast votes.

All voting at meetings of the membership, excepting where otherwise required by law, may be by voice vote; provided, however, that upon demand therefore by a member entitled to vote or by his or her proxy, a ballot vote shall be taken.

The election of officers, when and as required by the Certificate of Incorporation, shall be determined by a majority of the votes cast. In the event that there are more than two candidates for an office, the Hare system will be used. Except as otherwise required by the Certificate of Incorporation or by law, all other matters subject to a vote shall be determined by a majority of the votes cast.

Section 8. Application for Membership.

Application for membership shall be made to the Executive Committee or to the Chair of the Membership Committee, according to such procedures as may be established by the Executive Committee.

Section 9. Dues.

Membership dues shall be determined by the Executive Committee after review of the recommendations of the Treasurer, and shall be paid by the members annually upon notice provided by the Secretary. A member whose dues have not been paid for sixty (60) days following the final date set by the Executive Committee for payment shall be reviewed by the Executive Committee, which is empowered to submit to a vote of the membership a recommendation that the program's membership be terminated.

ARTICLE II - EXECUTIVE COMMITTEE

Section 1. Election of Officers.

Those officers of the corporation who, according to the Certificate of Incorporation, are to be elected by the members, shall be elected by a mail ballot (e-mail is acceptable) following the regularly scheduled annual meeting. At each regularly scheduled annual meeting, the two Members-at-Large of the Executive Committee who have at least a year left to serve will constitute the Nominating Committee. The Nominating Committee shall solicit nominations at the regularly scheduled annual meeting and may add names of their own to ensure that there be at least two nominees for each elected position who have agreed in advance to serve if elected. The results of each election shall be reported to the members of the corporation no later than December 30, by the Secretary, and the elected officers, together with other officers who shall serve for the year following the election, shall assume office at the time the results of the election are announced.

Section 2. Regular Meetings.

Regular meetings of the Executive Committee shall be held at such place or places, on such date or dates, and at such time or times as shall have been established by the Executive Committee and publicized among all members thereof. A notice of each regular meeting shall not be required.

Section 3. Special Meetings.

Special meetings of the Executive Committee may be called by one-third (1/3) of the members thereof then in office or by the President and shall be held at such place, on such date, and at such time as they or he or she shall fix. Notice of the place, date, and time of each such special meeting shall be given to each member of the Executive Committee (by whom it is not waived) by mailing written notice of not less than seven (7) days before the meeting or by telegraphing or telexing or by facsimile transmission or electronic mail of the same not less than five (5) days before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

Section 4. Quorum.

At any meeting of the Executive Committee, three members thereof shall constitute a quorum for all purposes. If a quorum shall fail to attend any meeting, a majority of those present may adjourn the meeting to another place, date, or time, without further notice or waiver thereof.

Section 5. Participation in Meetings by Conference Telephone.

Members of the Executive Committee may participate in a meeting by means of conference telephone or similar communications equipment by means of which all person participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting.

Section 6. Conduct of Business.

At any meeting of the Executive Committee, business shall be transacted in such order and manner as the Executive Committee may from time to time determine, and all matters shall be determined by the vote of a majority of the members of the Executive Committee present, except as otherwise provided herein or required by the Certificate of Incorporation or by law. Action may be taken by the Executive Committee without a meeting if all members thereof consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Executive Committee.

Section 7. Powers.

The Executive Committee may, except as otherwise required by law, exercise all such powers and do all such acts and things as may be exercised or done by the corporation.

ARTICLE III - DUTIES OF OFFICERS AND COMMITTEES

The duties of the officers shall be as follows:

(1) The President shall preside over meetings of the Executive Committee and the membership and shall represent the corporation in dealings with other individuals, organizations, and/or institutions on issues consistent with the purpose and goals of the corporation. In the event the President cannot preside over meetings, the President shall appoint a substitute from the Executive Committee or the membership.

(2) The Secretary shall be responsible for documenting membership meetings, maintaining and updating the corporation's records including the membership rolls, and documenting activities sponsored by the corporation. The Secretary shall record the minutes of all meetings and shall read these minutes prior to each meeting. Any corrections or deletions of the minutes requires approval of the Executive Committee. The Secretary will receive and issue all correspondence for the corporation.

(3) The Treasurer shall be responsible for maintaining the corporation's financial records and dealing with government officials as necessary to maintain the corporation's nonprofit status. The

Treasurer shall be custodian of all monies of the corporation. The signature of the Treasurer is required for disbursement of funds. The disbursement of all funds in excess of \$1,000.00 requires approval of the Executive Committee. The Treasurer shall not disburse greater than 50% of the corporation's funds as existed on January 1 during that same year without approval of the Executive Committee. The Treasurer shall report the status of all funds at each membership meeting.

(4) The four permanent committees designated in the Certificate of Incorporation, and any other committees established by the Executive Committee and the Chairpersons of such other committees, shall have such duties and authority as are determined by the Executive Committee.

ARTICLE IV - AMENDMENTS

These Bylaws may be amended or repealed by a vote of the membership, subject to the conditions and requirements set forth in the Certificate of Incorporation.