

**AMENDED AND RESTATED BYLAWS OF
THE DALLAS PSYCHOANALYTIC CENTER, INC.**

Article I.

OFFICES AND REGISTERED AGENT

Section 1. Offices. The principal office of The Dallas Psychoanalytic Center, Inc. (hereinafter sometimes referred to as the “Center”) shall be located in Dallas County, Texas. The Center may also have other offices, either within or without the State of Texas, as the Board of Directors may designate from time to time.

Section 2. Registered Office and Agent. The Center shall have and continuously maintain in the State of Texas a registered office and a registered agent (whose business office is identical with such registered office), as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Texas, and the location of the registered office may be changed from time to time as directed by the Board of Directors.

Section 3. Purpose. Purpose and objectives of the Center are (1) to establish and maintain an institution of learning and education in the field of Psychoanalysis, (2) to conduct training of qualified persons in Psychoanalysis under the Standards and Regulations set forth by the American Psychoanalytic Association, (3) to educate psychotherapists and trainees in the mental health professions, (4) to foster the integration of Psychoanalysis with medicine and related disciplines, (5) to encourage research in Psychoanalysis, (6) to promote the professional development, adherence to professional standards, and collegiality of its members, and (7) to provide the means and facilities for accomplishing the above-stated purposes.

Section 4. Nonprofit Status. The Corporation is a nonprofit corporation and 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 amended.

Section 5. No Members. The Corporation shall have no “members” as that term is used in the Texas Non-Profit Corporation Act. The Corporation may, nevertheless, use the word “members” to describe persons having such status and privileges as may be prescribed in the Bylaws or as determined by the Board of Directors.

Article II. MEMBERS

Section 1. Classes of Members. The Center shall have various classes of members. All members of the Center shall at all times comply with these Bylaws of the Center, the Policies and Procedures of the Center, and the professional standards of the American Psychoanalytic Association. The initial designation of such classes shall be as set forth below, as defined by the Policies and Procedures of the Center (as may be amended from time to time):

- (1) Voting Member
 - a) Analyst
 - b) Candidate
 - c) Emeritus

- (2) Non Voting Member
 - a) Affiliate
 - b) Corresponding
 - c) Honorary
 - d) Inactive

Section 2. Qualifications for Voting Membership. To qualify for voting membership in the Center, an applicant must be a graduate or candidate of an institute affiliated with or accredited by the American Psychoanalytic Association or the International Psychoanalytic Association. Voting members may be designated as either Analyst members, Candidate members, or Emeritus members. Voting members must meet the requirements of the Center as to character, professional, and ethical standards. Upon application for membership, prospective members must satisfactorily respond to inquiries by the Membership Committee about ethics investigations, licensure, malpractice actions and health capacity to conduct patient care. Consideration for membership shall not be influenced by an applicant's race, religion, age, gender, marital status, disability, national or ethnic origin, or sexual orientation.

Section 3. Election of Members. Prospective members shall make application to the Membership Committee. After review of the applicant's qualifications, the Membership Committee shall report its recommendations at any Center meeting or by mail. Election to membership may take place at a meeting of members or by mail ballot. Election to membership shall require the affirmative vote of two-thirds of the voting members present at a meeting of the Center at which a quorum is present, or the affirmative vote of two-thirds of received ballots if the election is pursuant to a mail ballot, provided a quorum of all the ballots are received.

Section 4. Termination of Membership. The Center, by affirmative vote of two-thirds of all of the voting members, may suspend or expel a Center member for any cause and may terminate the membership of any Center 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 XI. of these Bylaws.

Section 5. Resignation. Any Center member may resign by filing a written resignation with the Secretary of the Center, 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, nor shall such resignation act to circumvent any ethics proceedings involving the resigning member.

Section 6. General Powers. The Center voting members shall be responsible for election of new Center members, election of the Board of Directors, and election of members of other committees as defined in Article VI. The Center voting members may override actions of the Board of Directors if a motion to do so is supported by a two-thirds majority of the voting members, and same may be conducted by meeting or mailed ballots.

Section 7. Initial Composition. The initial members of the Center shall be comprised of the current members of the Dallas Psychoanalytic Institute and the Dallas Psychoanalytic Society, provided they meet the qualifications listed in this Article II and they shall be subject to the classifications enumerated in this Article II, Section 1.

Article III.

MEETINGS OF THE MEMBERS

Section 1. Annual Meeting. The annual meeting of the Members shall be held each year on a day to be selected by the Board of Directors for the purpose of electing Directors and for the transaction of other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at the adjournment thereof, the Board of Directors shall cause the election to be held as soon thereafter as possible.

Section 2. Special Meetings. Special meetings of the Members may be called by the Board of Directors, the President, or not less than one-half of the voting members of the Center.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting of the members or for any special meeting of the members 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 Texas; but if two-thirds of the Center voting members shall meet at any time and place, either within or without the State, and consent to the

holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

Section 4. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of the members shall be delivered, either personally, by mail or by electronic mail, to each Center member not less than five (5) nor more than fifty (50) days before the date of such meeting, by or at the direction of the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail with postage prepaid, addressed to the member at his or her address as it appears on the records of the Center.

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

Section 6. Quorum. A quorum at all meetings of the members of the Center shall consist of the presence, in person, of a majority in number of the members entitled to vote at such meeting. If a quorum is present, the affirmative vote of the members present at the meeting and entitled to vote on the particular matter being voted upon shall be considered the act of the members.

Section 7. Proxies. There shall be no provision for proxy voting.

Section 8. Indisposition. If the President or Secretary of the Center has been notified of the illness, indisposition or death of a voting member prior to a meeting of the members of the Center, the President or Secretary may declare that for the purposes of establishing a quorum and/or transacting the business at any meeting of the members, the ill, indisposed or deceased member shall not be counted in constituting the quorum.

Article IV. BOARD OF DIRECTORS

Section 1. General Powers. The day-to-day administrative and fiscal affairs of the Center shall be managed by its Board of Directors, having been given the responsibility and authority to do so by the voting membership of the Center. The Board of Directors shall also be charged with developing, recommending and implementing the administrative policies of the Center. All recommendations and actions of the various committees of the Dallas

Psychoanalytic Center, Inc., require the final approval of the Board of Directors. The Board of Directors members need not be residents of Texas, but shall be members of the Center.

Section 2. Number, Tenure and Qualifications. The Board of Directors shall consist of no less than seven (7) and no more than twelve (12) directors entitled to vote. The voting members of the Board of Directors shall include the Chair of the Education Committee, the Chair of the Professional Development Committee, and the Chair of the Education Outreach Committee as ex-officio members. The Chair of the Dallas Foundation for Psychoanalysis will be a non-voting ex-officio member. All other members of the Board of Directors will be elected by the voting membership of the Center for terms of three (3) years. The terms of the elected members of the Board of Directors will be staggered, with two (2) directors elected for initial terms of one (1) year each, two (2) directors elected for initial terms of two (2) years each, and the remaining directors elected for three (3) year initial terms. Thereafter, all director elections shall be for terms of (3) years each, and any director whose initial terms was for less than three (3) years, shall not have the initial term counted in any term limitations specified herein. Each member shall hold office for the term specified for such office in these Bylaws, unless earlier removed, by a majority vote of the Center members, or by reason of their death, resignation or failure to qualify for membership in the Center, in accordance with Article II, hereof.

Section 3. Officers and Duties of the Board of Directors. The Board of Directors shall select by a method of its choice, from among the elected directors, a President, Vice President, Secretary and Treasurer. Such officers and their duties are described in Article V.

Section 4. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, as soon as possible after the annual meeting of the members of the Center, provided five (5) days notice of the meeting date and location shall be given to the members of the Board of Directors if such meeting is not held on the same date as the annual meeting of the members of the Center. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board of Directors called by them.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by notice delivered personally, via telephone, electronic mail or sent by mail to each Director at his or her address as shown by the records of the Center. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid, so addressed. Any member of the Board of Directors may waive notice of any meeting. The attendance of a member of the Board of Directors at any

meeting shall constitute a waiver of notice of such meeting, except where a member of the Board of Directors 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 of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 7. Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a majority of the members of the Board of Directors are present at said meeting, a majority of the members of the Board of Directors present may adjourn the meeting to a later date without further notice.

Section 8. Manner of Acting. The act of a majority of the members of the Board of 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 9. Vacancies. Any vacancy occurring in the Board of Directors and any membership to be filled by reason of any increase in the number of members, shall be filled by the voting members of the Center. A member of the Board of Directors elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 10. Compensation. Members of the Board of Directors as such shall not receive any stated salaries for their services, but by resolution of the voting members of the Center a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors; but nothing herein contained shall be construed to preclude any director from serving the Center in any other capacity and receiving compensation therefor.

Section 11. Informal action by Board of Directors. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, 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 of the Board of Directors.

Section 12. Proxies. There shall be no provision for proxy voting by Board of Directors members.

Section 13. Indisposition. If a Board of Directors member is ill, indisposed, or deceased, the President may declare that for the purposes of establishing a quorum and/or

transacting the business at any meeting of the Board of Directors, the ill, indisposed or deceased member shall not be counted in constituting the quorum.

Article V.

OFFICERS OF THE BOARD OF DIRECTORS

Section 1. Officers. The Officers of the Board of Directors shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected from time to time, in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. No more than one office may be held by the same person. No officer of the Board of Directors may serve more than three (3) consecutive terms in the same position.

Section 2. Election and Term of Office. The officers of the Board of Directors shall be selected annually by the Board of Directors from its membership, at the regular annual meeting of the Board of Directors.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the affirmative vote of two-thirds of the membership of the Board of Directors whenever, in its judgment, the best interests of the Center would be served thereby.

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

Section 5. Officers and Duties. The Officers of the Board of Directors of the Center will assume duties as described below:

- A. Duties of the President. The President is the chief presiding officer of the Center and has, subject to review of the Board of Directors, general supervision, direction, and control of the business of the Board of Directors. The President may also have or direct other powers as may be prescribed by the Board of Directors and applicable policies and procedures.
- B. Duties of the Vice President. In the event of the absence or incapacity of the President, the Vice President may act on the President's behalf. The Vice President may also have or direct other powers and duties as may be prescribed by the Board of Directors and applicable policies and procedures.

- C. Duties of the Secretary. The Secretary of the Board of Directors shall keep or cause to be kept a book of minutes of all meetings of the Center, minutes of meetings of the Board of Directors, and committee reports. The Secretary shall keep or cause to be kept a membership register containing the name, address, and telephone number of each member, membership class, and changes in membership status. Upon termination of membership, the date shall be recorded in the register. The Secretary shall give notice, or direct that notice be given, of all meetings of the Center membership and of the Board of Directors. The Secretary may also have or direct other powers and duties as may be prescribed by the Board of Directors and applicable policies and procedures.
- D. Duties of the Treasurer. The Treasurer shall maintain or direct adequate and correct amounts of the monies, properties, and business transactions of the Center, including such financial statements and reports required by the law or the Board of Directors. The Treasurer shall or shall direct the deposit of all monies and other assets in the name of and to the credit of the Center as directed by the Board of Directors, and shall render to the Board, at regular intervals, reports as to the financial condition of the Center. The Treasurer may also have or direct other powers and duties as may be prescribed by the Board of Directors and applicable policies and procedures.

Article VI

COMMITTEES

Section 1. General. There shall be seven Standing Committees of the Board of Directors: the Education; Professional Development; Education Outreach; Ethics; Patient & Colleague Assistance; Membership; and Nominating Committees. All other committees shall be constituted, disbanded, or their functions reassigned at the discretion of the Board of Directors.

With the exception of the Education Committee, the Professional Development Committee, the Education Outreach Committee, and the Nominating Committee, the committee chairs shall be appointed by the Board of Directors, and all committees shall be responsible for organizing, overseeing and reporting to the Board the activities of their committee.

Section 2. Education Committee. The Education Committee shall conduct all functions related to the training of psychoanalytic candidates, in accord with the bylaws of the American Psychoanalytic Association and its Board on Professional Standards.

- A. Composition: The Education Committee shall be comprised of a majority of Training and Supervising Analysts as defined by the American Psychoanalytic Association and the remaining members shall be elected to three year terms by the Center voting members. The Chair of the Education Committee shall be a Training and Supervising Analyst and will serve as an ex-officio voting member of the Board of Directors.

- B. Election and Term: All Training Analysts are required to serve with the following exceptions: For senior Training Analysts (those who have served on the Education Committee for more than a total of ten (10) years), membership on the Education Committee is optional. Other Training Analysts may opt to take two years off for each three years served.

A Training Analyst may request in writing that he or she wishes to be excused for the exception outlined above, or for health or personal reasons.

The non-training analyst committee members shall be elected by the members of the Center after nomination by the Nominating Committee, who shall propose a slate of one nominee for each position. Nominations may also be made from the floor at the meeting where the nominations are announced. They shall serve three year staggered terms and, to the extent practicable, one-third of the non-training analysts of the committee shall be elected in each year. They may serve for two consecutive terms. The staggered terms of all committee members and officers in this Article IV shall be initially formed, if practicable, by dividing the total number of nominees into three parts, one of which shall be elected to a one (1) year initial term, the second to a two (2) year initial term and the third to a three (3) year initial term. Any initial terms that are less than three (3) years, shall not count in the term limits specified in this Article IV and all the terms of the Committees subsequent to the initial terms shall be for the time specified in the corresponding Section of this Article IV..

- C. Officers: The Education Committee shall elect by a method of its choice, a Chair and a Vice Chair. The Chair of the Education Committee must be a Training and Supervising Analyst and shall be elected for a one-year term and may serve three consecutive terms. The Vice Chair of the Education Committee must be a Training and Supervising Analyst and shall be elected for a one-year term and may serve three consecutive terms.

In the absence of the Chair, the Vice Chair may serve in the Chair capacity if the Chair so chooses.

The Education Committee may by majority vote designate a Chair-elect or a Vice Chair-elect within a year before the term of that office begins.

- D. Vacancy: Any vacancy among non-training analyst committee members on the Education Committee shall be filled by special election of the voting members of the Center. Once elected that person will serve the unexpired term of the committee member replaced.

- E. Functions: The Education Committee has authority over (a) all educational affairs of the Center pertaining to psychoanalytic training, in accordance with the educational standards established by the Board on Professional Standards of the American Psychoanalytic Association, Inc.; (b) the determination and collection of candidate tuition and fees; (c) the Center's relationship with the said Board on Professional

Standards; and (d) any relationship or affiliations with other educational institutions pertaining to psychoanalytic training. The Education Committee shall have custody and control of the records maintained by it and shall take all measures necessary to ensure confidentiality essential to its functioning.

Psychoanalytic training is defined as the training of candidates to become psychoanalysts. All other educational functions shall be the responsibility of the Professional Development Committee and Education Outreach Committee.

- F. Meetings of the Education Committee: Regularly scheduled meetings of the Education Committee shall be held at such a time and place as the Committee shall determine. The Chair, the Vice Chair, or any three members of the Committee may call special meetings of the Education Committee at any time. A special meeting shall be held at such time and place as the person or persons calling the meeting shall designate.
- G. Reports: With due respect for the confidentiality required in the performance of its duties, which responsibility is left to the discretion of the Committee, the Education Committee shall report on its activities and procedures to the members of the Center at the annual meeting and shall report to the Board of Directors on all matters which are requested by the Board of Directors.
- H. Procedures: The Education Committee may adopt such procedures and select such officers as it deems necessary and advisable to properly fulfill its duties, including the proper maintenance of records of candidates in training and of the applicants for psychoanalytic training in the Center.
- I. Subcommittees: The Education Committee shall determine the procedure for appointments to and composition of its subcommittees, if any.

Section 3. Professional Development Committee. The Professional Development Committee shall be responsible for programs that contribute to the professional development of members of the Center and others when appropriate.

- A. Composition: The Professional Development Committee shall be comprised of no less than three committee members. The Chair shall be elected by the voting membership of the Center, initially serving a year as Chair-Elect. Additional members of the committee will be appointed by the Chair with the approval of the Board of Directors. The Chair of the Professional Development Committee shall serve as an ex-officio voting member of the Board of Directors.
- B. Election and Terms: The Nominating Committee shall propose a nominee for Chair-Elect of the Professional Development Committee every two(2) years, and this nominee shall be voted on at the annual meeting of the members of the Center or by ballot of the Center voting members. The Chair-Elect shall be elected for a three(3) year term, serving as the Chair-Elect for the first year and as the Chair for the

remaining two(2) years. The appointed members of the Professional Development Committee shall serve three(3) year terms, staggered in accordance with Section 2.B., hereof. Vacancies shall be filled by the same process used to select committee members and those selected will serve out the unexpired term of the committee member they replaced.

- C. Functions: The Professional Development Committee shall take responsibility for the continuing education of graduate psychoanalysts as well as the promotion of collegiality among the membership of the Center. Other members of the Center, and non-members may be included as deemed appropriate. The Professional Development Committee shall also be responsible for representing the Center at the Executive Council meetings of the American Psychoanalytic Association.
- D. Subcommittees: Subcommittees may be appointed as deemed necessary by the committee membership. The Professional Development Committee shall determine the procedure for appointment to and composition of its various subcommittees.

Section 4. Education Outreach Committee: The Education Outreach Committee shall have the responsibility for providing and coordinating education to non-analysts.

- A. Composition: The Education Outreach Committee shall be comprised of no less than three committee members. The Chair shall be elected by the voting membership of the Center, and he/she will then appoint additional members of the committee with the approval of the Board of Directors. The Chair of the Education Outreach Committee shall serve as an ex-officio voting member of the Board of Directors.
- B. Election and Terms: The Nominating Committee shall propose a nominee for Chair of the Education Outreach Committee, and this nominee shall be voted on at the annual meeting of the members of the Center or by ballot of the Center voting members. The Chair shall be elected for a three (3) year term. Other members of the Education Outreach Committee shall serve three (3) year terms, staggered in accordance with Section 2.B., hereof. Vacancies shall be filled by the same process used to select committee members and those selected will serve out the unexpired term of the person they replaced.
- C. Functions: The Education Outreach Committee shall function to provide educational opportunities for a variety of non-analysts. The Education Outreach Committee will work with other committees of the Center involved in educational endeavors to coordinate and integrate efforts.
- D. Subcommittees: Subcommittees may be appointed as deemed necessary by the committee membership. The Education Outreach Committee shall determine the procedure for appointment to and composition of its various subcommittees.

Section 5. Ethics Committee. The Ethics Committee shall be responsible for the education of Center members about the ethics of psychoanalysis as defined by the American

Psychoanalytic Association. The Ethics Committee will also be responsible for evaluations and investigations of possible ethical violations by Center members.

A. Composition: The Ethics Committee will consist of a Chair and at least four voting members of the Center who shall be appointed by the Board of Directors. Members of the Ethics Committee shall serve terms of three years and until the appointment and qualification of their successors; provided, however, that once the Ethics Committee has been convened to consider a particular case, the membership on the Ethics Committee for purposes of that case shall remain as originally constituted until the disposition of the case. Thus, while the membership of the Ethics Committee may change every three years, the composition of the Ethics Committee with respect to any particular case will be determined by the date on which the matter is initially brought before the Ethics Committee. In the event that any members of the Ethics Committee cannot serve, or decline to serve, in a particular case, the Chair of the Ethics Committee in consultation with the members of the Ethics Committee, and with the approval of the Board of Directors, shall appoint eligible members of the Center to fill the vacated position(s).

B. Duties: The responsibilities of the Ethics Committee shall be as follows.

1. To consider and respond to communications regarding the Principles of Ethics and the Procedures for Implementation thereof and to make recommendations for appropriate additions or modifications as indicated by experience.
2. To issue advisory opinions regarding questions about ethical conduct submitted to it.
3. To consider complaints concerning any alleged breach of the Principles of Ethics by a member of the Center referred to the Ethics Committee in accordance with its Procedures, and to take appropriate action to dispose of such matters.
4. The Ethics Committee will be responsible for ethics education of members, including providing an annual Ethics Workshop which meets the requirements for CME and CEU ethics credit.
5. The Ethics Committee will disseminate, and cause to be communicated to all members of the Center, Principles of Ethics for Psychoanalysis and Procedures for Implementation in accordance with the guidelines published by the American Psychoanalytic Association and modified by the Dallas Psychoanalytic Center's Procedures for Handling Complaints of Unethical Conduct.

Section 6. Patient & Colleague Assistance Committee. The Patient and Colleague Assistance Committee is a consultative, investigative, deliberative, and mediating committee that addresses concerns about the functioning of any member of the Center.

- A. Composition: The Board of Directors shall appoint a Chair and, in consultation with this individual, shall appoint at least four voting members to this Committee to serve three year staggered terms in accordance with Section 2.B., hereof. Members may serve one additional consecutive three year term but then must stand down for at least one term. Vacancies shall be filled by an eligible member nominated by the Chair of the Committee, in consultation with the other Committee members. The nominee shall be approved by the Board of Directors and shall serve out the unexpired term of the committee member he/she replaced.
- B. Procedures: Anyone, including concerned members, non-members and self-referring members may contact any member of the Patient and Colleague Assistance Committee. The Committee is charged with exploring the situation, facilitating suitable assessments and /or interventions, and monitoring ameliorative measures when appropriate. If the Committee deems it appropriate, a matter may be referred to the Ethics Committee in accord with the Principles and Standards of Ethics of the American Psychoanalytic Association and of the Dallas Psychoanalytic Center.

Section 7. Membership Committee. The Membership Committee consisting of at least two members, inclusive of its Chair, shall be appointed by the Board of Directors. The Committee selects its own Chair. The Committee shall review the qualifications of proposed members and report its recommendations at any meeting of the members of the Center, or by mail.

The Membership Committee shall also review the termination of members and oversee the termination process at the direction of the Board of Directors.

Section 8. Nominating Committee. Only voting members of the Center may serve on the Nominating Committee. The Chair of the Nominating Committee shall be elected by majority vote of the voting members at the annual meeting at which a quorum is present or by mail ballot. Once elected, the Chair of the Nominating Committee will then appoint additional members of the committee with the approval of the Board of Directors. The Committee shall consist of at least three members elected for three year staggered terms in accordance with Section 2.B., hereof. Vacancies on the Nominating Committee shall be filled by the same process used to select members and those selected to fill vacancies will serve out the term of the vacated position.

The Nominating Committee shall prepare a slate of nominees for the Board of Directors to be submitted to the membership not less than three (3) weeks before the next annual or special meeting.

The Nominating Committee shall prepare a slate of nominees for non-Training Analyst members of the Education Committee in accordance with Section 2.B.

The Nominating Committee shall also prepare a slate of nominees for the Chairs of the Professional Development, Education Outreach, and Nominating Committees in accordance with

Sections 3.B, 4.B. and 7.

Article VII

NON-DISCRIMINATORY ADMISSIONS POLICY

The Dallas Psychoanalytic Center shall operate on the basis of non-discrimination both in terms of admission to membership (regardless of the class thereof), Board of Directors membership and to candidacy at the Center. The Center will not deny admission to any qualified individual on the basis of race, gender, creed, color, religious background, ethnic origin or sexual orientation.

Article VIII.

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. 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 Center. Such authority may be general or confined to specific instances.

Section 2. Checks and Drafts. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Center 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 and countersigned by the President or the Vice President of the Board of Directors of the Center.

Section 3. Deposits. All funds of the Center 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 4. Gifts. The Board of Directors may accept on behalf of the Center any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Center.

Section 5. Earnings. No part of the net earnings of the Center shall inure to the benefit of any individual. The Center is however, authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its stated corporate purpose.

Article IX.

BOOKS AND RECORDS

The Center shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its 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 Center may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time. Information presented to committees in the form of reports and letters, to provide material for deliberation, is not considered part of the official record of that Committee. No confidential information concerning an applicant or candidate or Center member may be released without the written consent of the individual concerned, and without such person being informed as to its contents, except as required by law. All such records are the property of the Center and in the custody of the President or the Chair of the Education Committee, as applicable. No information therein shall be released without such party's authorization.

Article X.

FISCAL YEAR

The fiscal year of the Center shall begin on the first day of September and end on the last day of August of the next calendar year.

Article XI.

DUES

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

Section 2. Payment of Dues. Dues shall be payable in advance on the first day of the first month in each fiscal year. Dues of a new Center member shall be prorated from the first day of the month in which such new member is elected to the Center, for the remainder of the fiscal year of the Center.

Section 3. Default and Termination of Membership. When any Center member of any

class shall be in default in the payment of dues for a period of three (3) months from the beginning of the fiscal year or period for which such dues become payable, his or her membership may thereupon be terminated by the Board of Directors in the manner provided in Article II of these Bylaws.

Article XII.

SEAL

A corporate seal is not necessary nor required for this Center.

Article XIII.

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act of Texas or under the provisions of the Articles of Incorporation or these Bylaws of the Center, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XIV.

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by the affirmative vote of two-thirds of the Center voting membership present at any regular meeting or at any special meeting, if at least thirty (30) days written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new bylaws at such meeting.

Article XV.

INDEMNIFICATION

The Center shall indemnify any and all of its members, directors or officers, or former members, directors or officers, against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which they, or any of them, were made parties, or a party, by reason of being or having been Center members, directors or officers, except in relation to matters as to which any such Center member, director or officer shall have

been adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of any duty owed to the Center.

CERTIFICATE

I do hereby certify that I was Secretary of the meetings of Board of Directors of The Dallas Psychoanalytic Center, Inc., duly called and held on the 4th day of February, 2006, and I do hereby certify that the above and foregoing Bylaws were duly adopted as the Amended and Restated Bylaws of the Center at such meetings.

William L. Thornton, M.D., Secretary