

ARTICLES OF INCORPORATION

OF

The Lacanian School of Psychoanalysis

A CALIFORNIA PUBLIC BENEFIT CORPORATION

ONE: The name of this corporation is The Lacanian School of Psychoanalysis

TWO: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purposes for which this corporation is organized are (1) to provide post-graduate training for licensed and prelicensed psychotherapists in Freudian and Lacanian theory, psychoanalytic training, and clinical supervision of psychoanalysis from a Lacanian perspective and (2) to create a school within the historical context of the psychoanalytic movement to conduct education, research and treatment for the benefit of the local community.

THREE: The name and address in the State of California of this corporation's initial agent for service of process is André Patsalides, 1505 Solano Ave, Berkeley, CA.

FOUR:(a) This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from

federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

FIVE: The names and addresses of the persons appointed to act as the initial Directors of this corporation are:

Name	Address
Andre Patsalides	1505 Solano Ave, Berkeley, CA
Martine Aniel	2540 California St, San Francisco, CA
Mardy Ireland	2820 Adeline St, Berkeley, CA
Jurgen Braungardt	271 Vernon Street #303, Oakland, CA
Marcelo Estrada	1505 Solano Ave, Berkeley, CA

SIX: The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

SIGNATURE PAGE (*SEE PDF*)

BYLAWS
OF
The Lacanian School of Psychoanalysis
A CALIFORNIA PUBLIC BENEFIT CORPORATION

**ARTICLE 1
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Alameda County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws.

_____ Dated: _____, _____

_____ Dated: _____, _____

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

**ARTICLE 2
PURPOSES**

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be: (1) to provide post-graduate formation for licensed and prelicensed psychotherapists, as well as research analysts, in Freudian and Lacanian theory, psychoanalytic formation, and clinical supervision of psychoanalysis from a Lacanian perspective—also known as control analysis, and (2) to create a school within the historical context of the psychoanalytic movement to conduct education, research and treatment for the benefit of the local community. The School is specifically charged with the purpose of transmitting psychoanalytic theory. The School will welcome any analyst or

scholar who wishes to make a contribution to teaching or training Lacanian psychoanalysis regardless of his/her affiliation with other schools of Lacanian psychoanalysis.

ARTICLE 3 DIRECTORS

The authority for training and education of the School will be wielded by the school's analysts, teaching faculty, and students through the establishment of a Board of Directors.

SECTION 1. NUMBER

The corporation shall have not less than five (5) but no more than seven (7) directors and collectively they shall be known as the Board of Directors. The Board shall be composed of members of the School elected from among its Candidates and Analysts. The positions of President and Vice President will be filled by Analysts and elected by the Board itself. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

The elections of Directors will be organized by the Board of Directors in place. The membership will be informed of upcoming elections and offered to send applications for candidacy to the Board of Directors (via its President or its Secretary) for review and selection. The applicants shall provide a motivation letter consisting clearly stating their motivation, their interests and what they can bring to the Board and the School.

The Board of Directors will publish the list of candidates with their motivation letters. The Board will communicate the timeline and means of vote (in person, by mail or electronic) to the membership, and the results of the elections within one (1) week of the end of the voting period. The applicants whose application for candidacy has been rejected by the Board will be contacted by a Board member personally to explain the reasons for such rejection. If there are seven or fewer candidates running who satisfy the other requirements of the Board, no election will take place and those individuals will serve as the next Board of Directors.

The Board composition shall comprise of no less than three (3) analysts of the School.

In case of extreme crisis or circumstances, such as Board resignation for instance, and depending on the membership numbers a Crisis Board may consist of a smaller number of Directors. Those Directors may then be elected or nominated by existing Board members, or by the School founders, or by members as circumstances may require. Such Crisis Board shall consist of no less than 3 Directors, including no less than 2 Analysts of the School, and it shall be in place for up to 2 years.

In case of a vacant position at the Board, the President of the School shall have the right to appoint a replacement Director.

In addition, the Board of Directors may appoint Directors-at-Large depending on the need of the School at such time. A Director-at-Large is appointed for 1 year only and holds voting right. A Director-at-Large prospect shall submit an application to the Board to be considered for nomination. The Board may choose to renew the appointment of a Director-at-Large annually.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation. This specifically includes hiring an Administrative Director and other administrative personnel as needed to facilitate the functioning of the school and clinic.

(c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their addresses with the Secretary of the corporation and notices of meetings e-mailed, mailed or faxed to them at such addresses shall be valid notices thereof.

(f) The duty of the first directors will be to implement the purpose of The Lacanian School, namely to set up a teaching institution and clinic with appropriate control of candidate analysts.

SECTION 4. TERMS OF OFFICE

Each director shall hold office for two (2) years until December 31st following the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until their successor is elected or appointed and qualified, unless the membership shall have decided otherwise. There is no limit regarding the number of renewals through vote of the membership or other means of Directorship as per Section 1 above.

SECTION 5. COMPENSATION

Directors shall serve without compensation except that they shall be allowed and paid reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may serve in other capacities and shall be compensated as the Board deems reasonable and allowable under the provisions of Sections 6 and 10 of this Article.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

(a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held online, or at the principal office of the corporation unless otherwise provided by the board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held online, at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Secretary of the corporation or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board. Any meeting, regular or special, may be held by conference telephone, video, or similar communications equipment, so as long as all directors participating in such meeting can hear one another.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular quarterly meetings of the Board of Directors shall be held, with the time and place of such meetings to be set at the discretion of the Board. The annual meetings shall be open to the general membership, including the right to speak on the agenda.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President or any three directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 10. NOTICE OF MEETINGS

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or telegraph or fax or e-mail. If sent by mail or telegraph, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the telegraph company. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 11. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of 50% of current Board of Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be

approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

SECTION 14. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 15. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chair or Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act. and such statement shall be prima facie evidence of such authority.

SECTION 17. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Any director may resign by giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors. Such resignation shall be accepted upon a majority vote of the Board and shall become effective upon a date determined by the Board. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the board may be filled by nomination by the President in consultation with Directors of the Board.

A person elected or selected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors.

SECTION 18. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

The Lacanian School of Psychoanalysis shall respond to any lawsuit engaged against a Director or and Officer in accordance with the School's liability insurance.

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 20. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law

relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 21. REMOVAL OF DIRECTORS

Any Board member may be removed from the Board for cause. For purposes of this section, cause shall include: (1) failure to adequately perform the duties of the position, (2) unexplained failure to attend any (3) consecutive meetings of the Board, provided that the director was notified in writing by the Secretary that s/he failed to attend two (2) consecutive meetings and in time to correct the situation by the third meeting, or (3) for cause as specified in Article 4, Section 4.

(1) Hearing procedures for Termination of a Director for Cause:

(1) Procedures for termination of directorship for cause may be initiated by a resolution of the Board of Directors. Such resolution or request shall state the reason for expulsion.

(2) Upon such a resolution or request, a committee consisting of 4 members appointed by the Board of Directors shall immediately:

(a) call a special meeting to consider expulsion and

(b) take whatever steps are necessary to safeguard the assets of the corporation

(c) at least 20 days before such special meeting give the director whose expulsion is at issue, written notice of the charges against him/her and the time and place of the special meeting at which termination shall be considered.

(d) At such special meetings, the director shall be given an opportunity to acknowledge the termination of his/her directorship or to defend him/herself. The director may choose to be represented and to call appropriate witnesses on his/her behalf. A vote of the majority of the designated Committee shall be necessary for that director to be expelled. The director shall be given the Committee's decision and its reasons thereof. The decision becomes effective immediately unless appealed within 5 days. The director whose expulsion is at issue may request a special general membership meeting be called at any time during the hearing procedures for termination of directorship.

SECTION 22. APPEAL PROCEDURES FOR TERMINATION OF A DIRECTOR

A director suspended or expelled pursuant to Article 3, Section 20 may file a notice of appeal with the Board of Directors within five days after notice of the designated committee's decision. Upon filing of an appeal with the President of the Board, the Board shall:

(1) call a special meeting of the Board of Directors to consider the appeal.

(2) at least 20 days prior to the special meeting give the director of the school whose expulsion is at issue and other interested persons notice of the charges against the named director, the reasons for the appeal, the Committee's decision, and the time and place of the special meeting at which the appeal is to be considered. A quorum shall be required at this meeting. At this special meeting, the director whose expulsion is at issue shall be given the opportunity to defend him/herself with his/her representative and/or witnesses. Upon the vote of the majority of the Board present, such director may be expelled, or returned to good standing.

(3) Confidentiality in the expulsion proceedings shall be maintained. No persons other than those mentioned in the above sections may be present during the expulsion or suspension proceedings. Director's privilege of confidentiality shall always be kept inviolate. All information relating to expulsion proceedings shall be kept confidential.

ARTICLE 4

OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a President, a Vice-president, a Secretary, and a Treasurer. The corporation may also have, as determined by the Board of Directors, a Chairperson of the Board, additional Vice Presidents, Assistant Secretaries, Assistant Treasurers. or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board. In case of the death, resignation or removal of the President, the Vice President will become the President of the School until the next annual elections are held.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any Analyst of the School who is in good standing and is elected as a Director may serve as officer of this corporation. Each officer shall hold office for four (4) years as per Article 3, Section 4, or until s/he resigns or is removed or is otherwise disqualified to serve. or until his or her successor shall be elected and qualified, whichever occurs first. The potential conflict of interest as a result of analysts-and-analyst relationship between elected officers is to be avoided. The officers shall be elected by the general membership of the school at the time of the Board of Directors' election.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed from their function, either with or without cause, by the Board of Directors, at any time. Any officer may resign from their officer function without affecting their Director position at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation. If an officer wishes a hearing, the procedures specified in Article 3, Sections 21 and 22 shall apply.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be an Analyst of the School. She/he is the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Note: the President of the School is the President of the Board of Directors and the President of the Corporation.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors. Additionally, the Vice-president shall have responsibility for knowing the by-laws of the organization and Robert's Rules of Order and shall act as reference on them during the meetings of the Board. The Vice-President shall be an Analyst of the School. Only during the 5 year provisional period of the organization's incorporation shall it not be required that the Vice president be a Lacanian analyst. The Vice-President shall function as an ombudsman for the general membership of the school.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall be an Analyst of the school, She/he shall:

Certify and keep at the principal office of the corporation , or electronically, the original, or a copy of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, or electronically, a record of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.

Keep at the principal office of the corporation, or electronically, a membership record containing the name and contact information of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership records together with the date on which such membership ceased.

Keep records of applicants, pre-candidates and candidates documentation as it relates to their training. Candidates and pre-candidates are responsible for keeping their own detailed records until their passage, at which time they will provide the Secretary with a copy of such records. Up until passage, records under the Secretary's responsibility consist of the membership list.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership records, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested and at her/his discretion, a statement of bank accounts reflecting the financial condition of the corporation, or an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in reports as required by law.

Borrow monies if necessary and only as passed by a resolution of the Board of Directors.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. OMITTED

SECTION 11. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if

permitted under the provisions of Article 3, Section 6 of these Bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation. When they are not receiving any salary, directors, officers or agents may receive compensation (other than salary) as a result of extra work in addition to their regular Board duty as expected in accordance with these bylaws.

ARTICLE 5 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The basic care of the Executive Committee shall be composed of the officers and the chairs of committees. The Executive Committee shall have the power to transact all regular business of the school during the period of meetings of the Board of Directors except with respect to:

- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the board or on any committee which has the authority of the board.
- (c) The fixing of compensation of the directors for serving on the board or on any committee.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the board or the members thereof.
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (h) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.
- (i) Alter fundamental policies of the Board or exercise powers which are expressly reserved to the Board by these By-laws or by specific reservation by the Board.

All actions taken by the Executive Committee shall be reported to the Board of Directors at its next meeting. A majority of this group shall be the quorum necessary to do business. There will be no proxies since this is a working group.

All other directors of the Board or membership may attend.

The agenda shall be circulated one week before each meeting, no new items may be placed on the agenda unless there is an emergency.

The committee shall meet regularly as agreed upon by the majority members of the committee.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 2. COMMITTEES AND THEIR DUTIES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the board. The Chair of a Committee is appointed by the Board. These additional committees shall act in an advisory capacity only to the Board.

(a) Each designated committee shall keep minutes of each meeting which shall promptly be forwarded to the Board and shall be available to any student body or faculty member on the request of the Chairperson, except in instances where confidentiality of an individual is protected by these by-laws of Board policy.

(b) Unless otherwise provided, at the time the committee is created, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at the meeting shall be the act of the committee.

(c) Each committee may adopt rules for its governance consistent with these By-laws.

(d) The authority of the Committees is limited such that no Committee may take any action that is a power reserved for the Board of Directors including:

- (1) approval of an action for which California law requires approval of a majority of Directors acting as statutory members.
- (2) the filling of vacancies on the Board of Directors or any committee which has the authority of the Board.
- (3) the amendment or repeal of the By-laws or the adoption of new By-laws.
- (4) the amendment or repeal of any resolution of the Board of Directors.
- (5) the approval of any self-dealing transaction as defined in Section 5233(a) of California Non-profit Public Benefit Corporation Law.
- (6) the appointment of committees of the Board or members thereof.

(g) The following committees, if established by the Board, shall be designated as standing committees:

The functions of a Faculty Committee/Curriculum Committee as described below, shall be divided between the Board of Directors and the Analyst Meeting:

- (1) Develop school regulations and criteria for accepting analyst's credentials.
- (2) Evaluate equivalent clinical and teaching experience of applicants which would qualify them for teaching under certain exceptions.
- (3) Review extenuating circumstances related to cessation of faculty, as specific in Article 12, Section 9.
- (4) Conduct proceedings for termination of faculty for cause, as specified in Article 12, Section 9.
- (5) Develop a master plan for core faculty
- (6) Orient training analysts and clinical supervisors.
- (7) Develop methods for implementing evaluations of supervising analysts and clinical supervisors and make recommendations regarding supervision fees.
- (8) Prepare an annual budget to include faculty compensation and teaching materials.
- (9) Develop, approve, implement, and evaluate curriculum for the educational programs offered to the public and local mental health community that are not part of the regular curriculum thereafter to be known as the extension division.
- (10) Carry out its duties consistent with Board policy and procedures. The committee shall make recommendations to the Board for establishment and/or revision of written policies and procedures regarding its duties.

Public Information Committee:

Such committee may be appointed by the Board. It shall (1) be responsible for informing the membership of the workings of the school by overseeing the publishing of a newsletter, and by distributing any other information deemed necessary for the on-going functions of the school, and (2) publicize the school and its programs to the community. The Board may extend the scope of such Committee as it sees fit.

Research and Scientific Publication Committee :

Such committee may be appointed by the Analyst Meeting with support from the Board. Its main purpose will be to stimulate theoretical and clinical research in psychoanalysis by faculty and students and oversee the publication of any journals of the school as they develop and supervise "cartel" study groups.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

SECTION 4. VACANCIES OR RESIGNATION OF COMMITTEE MEMBERS

Any committee member may resign by giving such notice to the Board of Directors, except for the Chair.

If the membership of a committee falls below three (3), the chairperson shall call for volunteers from the general membership.

SECTION 5. DISSOLUTION OF THE COMMITTEES

Any existing committee may be dissolved by a vote of the general membership by amendment of these By-laws.

SECTION 6. NEW COMMITTEES

(a) By a two-thirds majority of the entire Board, the Board may establish other standing committees from time to time at its discretion. Such standing committees shall be chaired by members already serving on the Board. Any member of the school may also propose a new standing committee to the general membership.

(b) The Board may also establish special or ad hoc committees of the school by majority vote at any meeting. Such committees will be subject to the general rules of Section 2 of this Article and will automatically cease to exist at the end of the then current Board term.

(c) Notwithstanding the provisions of Section 2 of this Article, the Board may appoint committee members to closed standing or special committees when issues of confidentiality make this necessary.

SECTION 7. NOTE ON THE ANALYST MEETING, OR MEETING OF ANALYSTS

The Analyst Meeting, or Meeting of Analysts, will occur as decided by its members. Analysts of the School are de-facto invited to the meetings. The Analyst Meeting group is responsible for the formation of analysts at an individual level. The group might provide ideas to the Board, but does not report to the Board because of the clinical and confidential nature of the

discussions and topics addressed. The Analyst Meeting is also responsible for the policies guiding the formation of analysts.

ARTICLE 6

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer or Executive Director if less than \$500 and countersigned by the President, or other designated officer of the corporation if over \$500.00.

SECTION 3. 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 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE 7

CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

(a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

SECTION 4. MEMBERS' INSPECTION RIGHTS

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect and copy the record of all members' names, and addresses, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Secretary of the corporation, upon written demand and payment of a reasonable charge, a list of the names, addresses as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 6. ANNUAL REPORT

Should the School receive \$25,000 or more in income per year, the corporation will procure the services of a tax accountant to prepare tax return and yearly financial report of the school at the time. The Board shall cause an annual report to be furnished not later than ninety (90) days after the close of the corporation's fiscal year to all directors of the corporation and, if this corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

(e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

If this corporation has members, then, if this corporation receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This corporation shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

(a) Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

(1) Any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or

(2) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

ARTICLE 8 FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the July 1 and end on the June 30 in each year.

ARTICLE 9

AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

(a) Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or

(b) By approval of the members, if any, of this corporation.

ARTICLE 10 AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by 2/3rds approval of the Board of Directors and upon 30 days written notice of intent to amend, repeal, alter or adopt By-laws at such meeting. Only one proxy vote is to be allowed.

Absentee voting may be done by mailed ballot with in the same period of 30 days prior to the meeting. All such ballots shall be forwarded to and be tallied under the supervision of the Secretary. Ballots may be sealed to preserve secrecy, but be mailed or transmitted to the Board in an envelope bearing the voter's name to preclude double voting.

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members, if any, have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by 2/3 approval of the Board of Directors and upon 30 days notice of intent to amend, repeal, alter or adopt Bylaws at such meeting. Only one proxy vote is to be allowed.

Absentee voting may be done by mailed ballot with in the same period of 30 days prior to the meeting. All such ballots shall be forwarded to and be tallied under the supervision of the Secretary. Ballots may be sealed to preserve secrecy, but be mailed or transmitted to the Board in an envelope bearing the voter's name to preclude double voting.

SECTION 3. CERTAIN AMENDMENTS

Notwithstanding the above Sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 11 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

MEMBERSHIP PROVISIONS
OF
The Lacanian School of Psychoanalysis
A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE 12
MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

SECTION 2. MEMBERSHIP

The qualifications for membership in this corporation are as follows:

- (a) All previous members of the Foundation Group who are qualified
- (b) All analysts or scholars of the school
- (d) All admitted in the School as a candidate or pre-candidate in the clinical or non-clinical tracks
- (e) All above who have paid their fees are voting members

SECTION 3. ADMISSION OF MEMBERS

Applicants shall be admitted to membership upon review by the Analyst Meeting primarily. The Board of Directors reserves the right to veto such admission.

SECTION 4. FEES, DUES AND ASSESSMENTS

(a) The fee, if any, charged for making application for membership in the corporation shall be determined by the Board of Directors.

(b) The annual dues, if any, payable to the corporation by members shall be determined by the Board.

(c) Memberships shall be non-assessable and non-transferable.

SECTION 5. NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit.

SECTION 6. MEMBERSHIP BOOK

The corporation shall keep a membership book or electronic documentation containing the name and contact information of each member. Termination of the membership of any member shall be recorded, together with the date of termination of such membership. Such book may be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation during regular business hours.

The record of names and contact information of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

SECTION 7. NON-LIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 8. NON-TRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

SECTION 9. TERMINATION OF MEMBERSHIP

(a) Grounds for Termination or Suspension. The membership of a member shall terminate or be suspended upon the occurrence of any of the following events:

(1) Upon his or her notice of such termination delivered to the Board personally or by mail/email, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(2) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.

(3) If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed/mailed to such member by the Treasurer of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30)-day period following the member's receipt of the written notification of delinquency.

(4) If a candidate has failed to pay tuition for a period of one year will be presumed to have allowed their student status to lapse. Students may request that the Board of Directors or the Analyst Meeting review extenuating circumstances.

(5) Core faculty members or Analysts of the School may withdraw from the school by written notice to the Board of Directors.

(6) Members of the Foundation Group may withdraw from the school by written notice to the Board of Directors.

(b) Termination of Membership for Cause: A member may be suspended or expelled only for cause including:

(1) Willful violation of the Articles of Incorporation and By-laws of the school; willful violation of the standards of clinical practice.

(2) Other conduct prejudicial to the best interests and functions of the school; e.g. conduct contrary to the law or to the ethics of psychoanalysis.

(3) Willful misrepresentation of the school and the member's role in it for personal gains or ends contrary to the goals and purposes of the school.

(4) All committee meetings having to do with the expulsion of a member shall be recorded via minutes that will be kept confidential and not available to be accessed publicly even upon request.

(c) Hearing procedures for Termination or Suspension of Membership for Cause:

(1) Procedures for beginning the termination or suspension of membership for cause may be initiated upon receipt of a complaint or complaints from any individual or body of the School (Such as the Analyst Meeting, Program Committee, or Board of Directors) that triggers the need for an Ethics Cartel investigation. Complaints that allege the member has engaged in conduct contrary to law or to the ethics of psychoanalysis will be brought to the Ethics Cartel. If it is a clear violation of law, the EC will inform the executive committee of the Board, who will follow up with legal advice. If it is a matter of ethics, the complaint(s) will be opened to speech through confidential meetings with the Ethics Cartel, including the member who is alleged to have violated ethics.

(2) Upon the receipt of such a complaint(s), the Board of Directors will inform the current Ethics Cartel for it to begin an inquiry into the matter, with possibilities to extend the work if necessary and approved by the Board.

(a) The Ethics Cartel will be reconstituted on a yearly basis. If an ethical complaint is received in the middle of its term, the same Cartel will work together for a maximum duration of one year beginning from the time of the complaint. The complaint(s) will be opened to speech through confidential meetings with the Ethics Cartel, including the member who is alleged to have violated ethics. Their work will be to investigate the claims, listen to all parties involved who are willing to speak, and come up with recommendations to the Board for an ethical resolution. At the end of such a process, the Cartel will write a confidential report and make recommendations to the Board of Directors. These recommendations may include but are not limited to: changes to School structures and functions;

specific recommendations concerning constraints on a member or members; a period of suspension with constraints; or expulsion of a member of the School.

- (b) Upon completion of a report of recommendations, the EC will deliver the report to the Board of Directors, which will then discuss it in confidence and vote regarding the recommendations of the Ethics Cartel.
- (c) If the Board resolves to expel or suspend a member based on the EC recommendations, the member whose expulsion or suspension is at issue will be given written notice of the Board's decision, including the constraints that will be placed on the member's practice within the School in the case of suspension.

SECTION 10. APPEAL PROCEDURES FOR TERMINATION OF MEMBERSHIP

A member suspended or expelled pursuant to Article 12, Section 9 may file a notice of acceptance or appeal with the Board of Directors within 20 days of receiving written notification of their suspension or expulsion. If the member files an acceptance, the recommendations go into effect upon delivery of the notification of the acceptance to the Board. Upon filing of an appeal with the Board of Directors, the Board shall:

(1) call a special meeting of the Board of Directors within 20 days of being notified to consider the appeal to recommendations.

(2) A quorum of Board Directors is required at this special meeting. At this special meeting, the member whose expulsion or suspension is at issue shall be given the opportunity to defend themselves or offer other ethical alternatives to suspension or termination for the Board to consider. At the end of this special meeting, the Board will vote to suspend, expel, or return to good standing the member in question.

(3) Confidentiality in the expulsion proceedings shall be maintained. No persons other than those mentioned in the above sections may be present during the expulsion or suspension proceedings. No persons other than those involved in the work of the EC or the Board may be involved in discussions. Members' privilege of confidentiality shall always be kept inviolate after proceedings have finished. All information relating to expulsion proceedings shall be kept confidential, with the exception of the outcome in case of expulsion or suspension. If a member is expelled or suspended, the Board is required to inform membership of the suspension or termination, which may or may not include the cause, including portions of the Ethics Cartel report if necessary and appropriate.

SECTION 11. REINSTATEMENT OF MEMBERSHIP

Upon written request signed by the member who has been suspended or expelled, the member will meet with the Analysts' Meeting asking to be reinstated. Following a discussion

and confidential votes by the Meeting of Analysts, the member will receive a decision regarding reinstatement.

SECTION 12. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the corporation shall cease on termination of membership as herein provided.

SECTION 13. RESIGNATION OF MEMBERSHIP

Joining LSP at any point is marked through speech, and one's decision to leave the School should similarly follow the ethics of speaking about one's desire, rather than leaving everything in the imaginary. While it cannot be guaranteed that someone who decides to leave the School will follow the process outlined below, the following are the suggested steps to exit the School in a manner that is in keeping with the ethics of psychoanalysis, as well as an explanation of how the School will respond to a member's decision to leave.

- (1) Write to the Board stating your decision to leave.
- (2) You are invited to meet with the Ethics Cartel to speak about your decision to leave. This meeting is confidential, allowing for the possibility of speaking freely - but allows the Cartel to incorporate a *savoir* from their experience of listening into the confidential report they share with the Board at the conclusion of their year of work together.
- (3) Depending on your responsibilities and functions in the School, clarify how you will transition or conclude those responsibilities and functions in a statement addressed to the Meeting of Analysts either at the next meeting or by email. This includes but is not limited to control cases in progress, teaching, supervision, advising, and committee or cartel participation.
- (4) You are encouraged to directly communicate your decision to leave to School membership and to say something about your desire to leave the School. Members' movements throughout LSP are marked through speech - interviews, palimpsests, and the passage - a member's departure should similarly follow the ethics of speaking about one's desire.
- (5) The Board will send a short statement to membership regarding the member's decision to leave, expressing gratitude and good wishes for the member's

contributions. The Board will notify membership if you have opted not to follow the above guidelines in your decision to leave.

- (6) Your listing will be removed from the LSP website.
- (7) You may ask to return to the School should that desire emerge at another point in time - this demand should be addressed to the Board and the Meeting of Analysts.

SECTION 14. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 13 MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the corporation or at such other place or places within or without the State of California, or online, as may be designated from time to time by resolution of the Board of Directors.

SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS

The members shall meet annually at a date to be decided upon by the Board of Directors, for the purpose of electing directors and transacting other business as may come before the meeting. The annual meeting of members shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers to this annual meeting. Members in good standing shall have voting rights.

Other regular meetings of the members shall be held as deemed necessary or appropriate by the Board of Directors with notice as described in Section 4 below.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Persons Who May Call Special Meetings of Members. Special meetings of the members shall be called by the Board of Directors, or the President of the corporation. In addition, special

meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members through request for the Board of Directors.

SECTION 4. NOTICE OF MEETINGS

(a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.

(b) Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally or by mail or other means of written communication, addressed to the member at the contact information of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice; or if no address appears or is given, a phone call or a text message will be deemed acceptable. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication. If a member could not be notified, it will be documented in the minutes of the meeting.

(c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(d) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by telegraph to the Chairperson of the Board, President, Vice President or Secretary of the corporation. The officer receiving the request shall promptly cause notice to be given to the Board of Director. The manner of giving notice to the membership and time of notice shall be the same as for any membership meeting.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of The Lacanian School for Psychoanalysis, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 28 pages, as the Bylaws of this corporation.

Dated: April 28, 1996 (*see PDF*)

Andre Patsalides, Director

Martine Aniel, Director

Mardy Ireland, Director

Jurgen Braungardt, Director

Marcelo Estara, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated April 28, 1996

Mardy Ireland, Secretary

We, the above-mentioned initial directors of this corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

(See PDF)

Andre Patsalides, Director

Martine Aniel, Director

Mardy Ireland, Director

Jurgen Braungardt, Director

Marcelo Estara, Director

FIRST AMENDMENT TO
THE BYLAWS OF THE LACANIAN SCHOOL OF PSYCHOANALYSIS
ADOPTED BY THE BOARD OF DIRECTORS
ON SEPTEMBER 22, 2020

On September 22, 2020, the Board of Directors of the Lacanian School of Psychoanalysis, a California Public Benefit Corporation, unanimously voted to amend the Bylaws of the Lacanian School of Psychoanalysis adopted on April 28, 1996. The unanimous vote resulted in this new amended Bylaws.

These Bylaws are amended and the amendment is signed by the Executive Committee of the Board of Directors of the Lacanian School of Psychoanalysis as per Article 5, Section 1 (d) of the Bylaws:

President _____

Marcelo Estrada

Vice President _____

Annie Rogers

Treasurer _____

Bret Fimiani

Secretary _____

Courtney Douds