



# Association for Play Therapy

## Organizational Bylaws

### Article I - General

- A. Name: The name of this corporation shall be the Association for Play Therapy, Inc. (APT).
- B. Mission & Scope: The mission of APT, a national professional society in the United States, shall be to promote the value of play, play therapy, and credentialed play therapists. To satisfy this mission, APT will advance the psycho-social development and mental health of all people through play and play therapy by promoting and supporting those programs, services, and related activities that promote the:
1. Understanding and valuing of play and play therapy.
  2. Effective practice of play therapy through training, research, and support.
  3. Recognition, incorporation, and preservation of diversity in play therapy.
  4. Development and maintenance of a strong professional organization to accomplish these objectives.
- C. Status: APT is a nonprofit and nonpartisan California mutual benefit corporation that shall conduct its affairs in conformance with all local, state, and federal laws that apply to an organization in accordance with Section 501(c)(6) of the Internal Revenue Service Code, Section 23701(e) of the California Revenue & Taxation Code, and any related or successive statutes and regulations. APT shall use its funds and other assets only to satisfy the purpose of APT, and no part of such shall inure or be distributed to officers, directors, or other persons within or outside of APT, except that APT shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth herein.
- D. Offices: The principal offices of APT shall be located in Fresno County, California. The Board may relocate its offices or establish additional offices.

### Article II – Vocabulary

- A. Because APT observes the Policy Governance© Model, these terms and phrases are defined as follows:
1. Board of Directors, hereinafter referred to as Board, the moral trustee of the interests of the Members.
  2. Chair of the Board & Chief Governance Officer (CGO), hereinafter referred to as Chair.
  3. Chair-Elect of the Board, hereinafter referred to as Chair-Elect.
  4. President & Chief Executive Officer (CEO), hereinafter referred to as CEO.
  5. Members, the stakeholders.
  6. Staff, those paid staff who are accountable to and directed by the CEO.
  7. Volunteers, those unpaid individuals supporting APT who are directed by the CEO.

### Article III – Membership

- A. Categories: APT shall offer three (3) categories of membership to individuals interested in promoting the purpose of APT and able to satisfy the applicable membership requirements:
1. Professional: An individual mental health professional with at least a Master's mental health degree who resides within the United States and is a member of both APT and, if applicable, their respective chartered branch.
  2. International: An individual mental health professional residing outside of the United States who is a member of APT.
  3. Affiliate: A full-time student, or other individual non-mental health professional who is a member of both APT and, if applicable, their respective branch. A retired and inactive mental health professional residing in the United States may choose to either remain a Professional member or become an Affiliate member.

- B. Dues & Powers: A member shall be in good standing (i) upon payment of the dues, fees, and other assessments in the amount, manner, and time period established for that membership category, (ii) upon continued compliance with these Bylaws and any membership rules and regulations adopted by the Board, and (iii) if not otherwise terminated from membership as set forth in these Bylaws. A member in good standing is entitled to utilize and participate in benefits, programs, and other activities of APT. A Professional member in good standing may vote in the election of directors only and no other matter. International and Affiliate members have no right to vote on any matter. Membership is non-transferable.
- C. Termination: Membership shall be automatically terminated in any of these circumstances although such action shall not relieve the member from any financial and other obligations, unanswered charges, or responsibility for damages:
  - 1. Resignation or death of the member.
  - 2. At least fifteen (15) days after the member receives notice of termination:
    - a. For failure to pay the applicable dues after they become due and payable.
    - b. For occurrence of any event that renders the member ineligible for continued membership or failure to satisfy membership requirements.
    - c. If the Board or its designated agent determines that the member has failed in a material and serious degree to observe the policies and procedures of APT, engaged in conduct materially and seriously prejudicial to the purpose, interests, and image of APT, or committed a felony or other serious crime.
- D. Meetings, Voting & Quorum: An annual meeting of members shall be called by the Board with thirty (30) or more days advance notice and normally in conjunction with the annual APT conference. Additional meetings may be called by three (3) or more directors or by a petition signed by 10% or more of Professional members in good standing. A quorum of is established if at least ten percent (10%) of Professional members in good standing are present. Each Professional member is entitled to cast one (1) vote for each of not more than three (3) of the proposed candidates in the election of directors, in accordance with the election procedures established by the Board. Members have no right to vote on any matters, other than election of directors by Professional members.

#### **Article IV – Directors**

- A. Powers. Subject to the provisions of the California Public Benefits Corporation law, the Articles of Incorporation, and these Bylaws, the affairs of APT shall be governed and all corporate powers exercised by or under the direction of the Board. The Board may delegate the management of its business affairs and other activities provided that the Board retains its ultimate powers and responsibilities.
- B. Number and Election. The Board shall be comprised of no less than nine (9) and not more than eleven (11) directors who shall be Professional members of APT in good standing. The number of directors may be increased or decreased by a majority vote of the full Board at any annual or special meeting called for that purpose. If the number of directors is decreased by the Board, each director in office shall serve until his or her term expires or until his or her resignation or removal as herein provided. If the number of directors is increased by the Board, each new position on the Board shall be treated as a vacancy.
  - 1. Up to eleven (11) directors shall be elected to serve three-year terms with voice and vote as follows, with three (3) directors being elected annually to establish staggered terms:
    - a. The Immediate Past Chair of the Board serves as Chair of the Nominations Committee and selects its members. The committee shall be comprised of a majority of non-director Professional members.
    - b. The Committee facilitates the recruitment, verification, and nomination of a slate comprising not more than six (6) director candidates.
    - c. The CEO distributes a ballot displaying the slate to all Professional members in good standing.
    - d. The CEO fairly and impartially compiles, verifies the results with the Chair of the Nominations Committee, and announces the election of the candidate(s) who receive the most votes that will fill the vacant positions.
  - 2. The Immediate Past Chair shall serve as a director with voice and vote for the one-year term immediately after serving as Chair even if he/she has served as a director for the maximum number of years.
  - 3. The Board may employ a President & CEO (CEO) who, as the managing director, shall be an ex-officio, non-voting director. The CEO shall not be counted in the number of directors set by the Board and shall not be counted in establishing a quorum. The Board shall fix the salary, duties, and other considerations for employment of the CEO.

- C. Other: Directors with vote shall not be compensated for their service as directors, serve more than six (6) years as a director unless serving as Immediate Past Chair or unless as otherwise extended by the Board, or serve while any immediate family member (i.e. spouse/partner, parent or in-law, or children) is serving APT as an officer, director, employee, or service contractor. When a vacancy occurs, the Board may appoint a successor to complete the term of the departing director. The Board may remove any incumbent director (provided that the removal of the CEO is subject to the terms of any employment agreement) upon the vote of two-thirds of the then serving directors (except the director whose removal is being considered).
- D. Meetings:
1. The Board shall regularly convene at least twice each year, once in conjunction with the APT annual meeting. Special meetings in person or by telephone may be called by the Chair with adequate advance notice to directors.
  2. The presence of a majority of directors with vote then in office immediately preceding the meeting shall constitute a quorum of the Board. Decisions by the Board shall require a majority vote of the directors present at a meeting at which a quorum is present unless noted otherwise in these Bylaws. When there is an even number of directors serving and the vote on an action is tied, the Chair shall cast the deciding vote. No proxy shall be allowed.
  3. Any or all directors may participate in a regular or special meeting or in a committee meeting of the Board, or conduct the meeting through the use of, telephone or other means of communication by which all participating directors may simultaneously hear each other during the meeting. A director participating in a meeting by any means described herein is deemed to be present in person at the meeting.
  4. Any action required or permitted to be taken at a meeting of the Board or of any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all directors then in office or committee members, as the case may be, provided that such number constitutes a quorum. Such consent may be executed in counterparts and electronically and shall have the same effect as a unanimous vote of the directors or committee members of the Corporation at a duly convened meeting. The writing or writings evidencing such action taken without a meeting shall be filed with the Secretary and inserted in the permanent records relating to meetings of the directors.

#### Article V - Officers

- A. The officers of APT and its Board shall be the Chair of the Board & Chief Governance Officer (Chair), Chair-Elect, Secretary, and President & CEO (CEO).
- B. The officers, except the CEO, shall be nominated from and elected by the Board each year at its annual meeting for one-year terms of office. The CEO shall serve so long as the CEO is employed by APT. No person may hold more than one office simultaneously.
- C. The Chair, as Chief Governance Officer, shall preside at all meetings of the Board, and enjoy those general powers normally vested in such office or as prescribed by the Board.
- D. The Chair-Elect shall execute the powers and responsibilities of the Chair in the absence or incapacity of the Chair, and perform those duties assigned by the Chair. The Chair-Elect shall automatically succeed the Chair.
- E. The Secretary shall monitor and assure the Board that all appropriate proceedings of APT are accurately recorded and maintained by the CEO.
- F. The Immediate Past Chair shall render that advice necessary to ensure stability and continuity.
- G. The CEO shall execute policies approved by the Board and manage the programs, personnel, and general business affairs of APT.
- I. Other: Officers with vote shall not be compensated for their service as officers. When a vacancy occurs among officers, the Board may elect a successor to complete the term of the departing officer. The Board may remove any incumbent director (provided that the removal of the CEO is subject to the terms of any employment agreement) upon the vote of two-thirds of the then serving directors.

## **Article VI – Committees**

- A. There shall be an executive committee of the Board that is comprised of the CEO (in a non-voting capacity), the immediate Past Chair, the Chair, the Secretary and any other directors elected by the Board to serve (but no more than three). The Executive Committee shall act on behalf of the Board in those instances necessary to prudently conduct the affairs of APT which require action between regular or special meetings of the Board or when it may not be practical to convene the entire Board. Any matter which requires approval of the Board, or which could be decided by the Board, may be authorized by the Executive Committee, except those matters that may not be exercised by a committee pursuant to the applicable California Corporations Code.
- B. Other Committees & Task Forces:
1. The Chair may appoint those governance advisory committees and task forces deemed necessary by the Board to render advice and information to the Board.
  2. The CEO may appoint those management advisory committees or task forces deemed necessary to render advice, information, or other assistance to management.
- C. The Chair and CEO shall be ex-officio members of all committees and task forces. Committee and task force members shall not be compensated for their service as committee and task force members.

## **Article VII – Chartered Branches**

- A. The Board may authorize the charter of, affiliation with, or disaffiliation from chartered branches in order to promote and better satisfy the purpose of APT.
- B. The Board may authorize the establishment of those dues, fees, assessments, standards of performance, and operating policies and procedures as it deems necessary to collaborate with and assist such chartered branches to satisfy the purpose of APT.

## **Article VIII - Miscellaneous**

- A. A two-thirds vote of the directors then in office shall be required to amend or repeal these bylaws provided that the proposed amendment(s) is submitted to directors for advance review and consideration. Amendments may be proposed by any director in good standing. Any action taken or authorized by the Board, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.
- B. The program year and fiscal years of APT shall be concurrent from April 1 through March 31.
- C. The Board shall ensure that corporate financial records are periodically reviewed or audited by a qualified outside professional accountant or that a financial report is prepared and reviewed by either an outside professional accountant or a finance committee composed of a majority of non-director Professional members in good standing. The Chair shall present the final report to the Board within 120 days of the conclusion of that fiscal year.
- D. All directors, officers, employees, and other persons who are authorized to sign checks or otherwise handle funds shall be bonded. To the fullest extent permitted by law, APT shall indemnify any or all officers, directors, and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they are made a party by reason of having been officers, directors, or employees of APT, except for matters in which such persons shall be adjudged to have been responsible for misconduct resulting in harm or damages. APT may maintain insurance, at its expense, to protect itself and any director, officer, employee or other agent of APT against any expense, liability or loss, whether or not APT would have the power to indemnify such person against such expenses, liability or loss under the California Corporations Code.
- E. Unless stipulated elsewhere in these Bylaws, all meetings of and within APT shall generally be conducted in accordance with the Policy Governance Manual approved by the Board.

- F. Each director and Professional member shall have the right, as set forth in applicable law, at any reasonable time to inspect, whether in person or represented by an agent, all books, records, documents, and facilities of APT.
- G. A two-thirds vote of the directors then in office shall be required to dissolve APT. Upon dissolution, the Board shall distribute any remaining funds and assets to one or more legally organized nonprofit corporations qualified in accordance with Section 501(c)(3) or (6) of the Internal Revenue Service Code. No corporate assets shall inure to the benefit of any director, officer, employee, agent, or member of APT.