



BYLAWS

FOUNDATION FOR PLAY THERAPY

Article I - General

- A. Name:** The name of this corporation shall be the Foundation for Play Therapy (Foundation).
- B. Mission:** The mission of Foundation is to advance the psychosocial development and mental health of people, particularly children, through play and play therapy by sponsoring or promoting those APT programs that:
1. Foster] new and original] play therapy research, especially that research that generates evidence-based play therapy treatments.
 2. Increase understanding and awareness of the value of play, play therapy, and credentialed play therapists by the general public, including parents and medical, legal, mental health, Foundation, and other professionals.
 3. Directly or indirectly intervene to utilize play therapy to assist individuals in need.
- C. Status:** The Foundation is an independent, autonomous, nonprofit, and nonpartisan charitable California public benefit Foundation 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)(3) of the Internal Revenue Service Code, Section 23701(e) of the California Revenue & Taxation Code, and any related or successive statutes and regulations. The Foundation shall use its funds and other assets only to satisfy the mission of the Foundation, and no part of such shall inure to the benefit of any director, officer, or member thereof or to the benefit of any private person within or outside of the Foundation. Further, no substantial part of the activities of this Foundation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- D. Offices:** The principal offices of the Foundation shall be co-located with the Association for Play Therapy (APT)].

Article II – Membership

- A. Members:** The members of the Foundation shall be the members of its Board of Directors.
- B. Dues & Powers:** Members shall not pay dues to the Foundation. Each member, except its CEO, shall be an APT Professional member in good standing and is entitled to cast one vote. Membership is non-transferable.
- C. Termination & Expulsion:** 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 occurrence of any event that renders the member ineligible for continued membership or failure to satisfy membership requirements.
 - b. 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 the Foundation, engaged in conduct materially and seriously prejudicial to the purpose, interests, and image of the Foundation or 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 conference sponsored by the Foundation or Association for Play Therapy (APT). Additional meetings may be called by three (3) or more members. The presence of a majority of members with vote shall constitute a quorum at such meetings.

Article III – Directors

- A.** Powers. Subject to the provisions of the California Public Benefit Foundation law, the Articles of Incorporation, and these bylaws, the affairs of the Foundation shall be conducted 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.** Members. The Board shall comprise six (6) directors:
 - 1. Four (4) voting directors who are appointed by the APT Chair of the Board (Chair) for two-year terms, who are APT Professional members in good standing, and who shall not serve more than 10 years.
 - 2. One (1) voting APT director who shall be the APT Chair [[President]] or an APT Board member designated by the APT Chair.
 - 3. One (1) non-voting director who shall be the APT CEO.
- C.** Other. Directors with vote shall not be compensated for their service as directors and may not serve while any immediate family member (i.e. spouse/partner, parent or in-law, or children) is serving as an officer, director, employee, or service contractor. The Board may remove any incumbent director for cause. All terms commence in October.
- D.** Meetings: The Board shall regularly convene at least once each year during the annual APT Conference which shall also be the annual meeting of the Foundation. Special meetings in person or by telephone may be called by the Chair with adequate advance notice to directors. The presence of a majority of directors with vote shall constitute a quorum of the Board. Decisions by the Board shall require a majority vote unless noted otherwise in these Bylaws.

Article IV - Officers

- A.** The officers of the Foundation and its Board shall be the same and shall be Chair of the Board (Chair), Vice Chair, Secretary, Treasurer, and President & CEO. All officers, except the CEO, shall be elected by the directors for one-year terms effective October but shall not serve in the same office for more than four (4) consecutive terms.
- B.** The Chair [[President]], as Chief Governance Officer, shall preside at all meetings of the Board and the Foundation and enjoy those general powers normally vested in such office or as prescribed by the Board.
- C.** The Vice Chair 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.
- D.** The Secretary shall monitor and assure the Board that all appropriate proceedings of the Foundation are accurately recorded and maintained by its principal offices.
- E.** The Treasurer shall monitor and assure the Board that its financial affairs are properly conducted and all required or requested reports produced, filed, and maintained by its principle offices.
- F.** The President & CEO, as Chief Executive Officer, shall manage the programs and policies approved by the Board, supervise its offices, employees, and contractors, ensure that meeting proceedings are recorded and maintained, and generally manage its business affairs.
- G.** 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 officer for cause.

Article V – Committees

- A.** Committees & Limitations: The Chair may appoint those committees (or task forces) deemed necessary to accomplish those specific assignments that satisfy the purposes of the Foundation or those programs approved by the Board. Committees shall neither make public policy pronouncements nor exceed prescribed powers and responsibilities. Committee members shall not be compensated for their service as committee members.

- B. **Members, Terms & Voting:** Committees shall be composed of members in good standing of APT who are appointed by the committee chair, serve concurrent with the Chair or until their assigned tasks are accomplished, whichever occurs first, and are each entitled to cast one (1) vote in committee deliberations. The Chair and CEO shall be ex-officio members with voice but without vote of all committees.
- C. **Meetings:** Those members in good standing present at a committee meeting shall constitute a quorum if adequate advance notice of such meeting was distributed to all committee members.

Article VI - Miscellaneous

- A. A two-thirds majority vote of the Board and a two-thirds majority vote of the APT Board shall be required to amend or repeal these bylaws provided that the proposed amendment(s) are submitted to directors for advance review and consideration. Amendments may be proposed by any director in good standing.
- B. The program year and fiscal year of the Foundation shall coincide with the Association for Play Therapy and be concurrent from April 1 through March 31.
- C. The Secretary/Treasurer shall ensure that corporate financial records are 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 Secretary/Treasurer shall present the final report to the Board within 120 days of the conclusion of that fiscal year.
- D. All officers, employees, and other persons who are authorized to sign checks or otherwise handle funds shall be bonded. The Board may 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 the Foundation, except for matters in which such persons shall be adjudged to have been responsible for misconduct resulting in harm or damages.
- E. Unless stipulated elsewhere in these Bylaws, all meetings of and within the Foundation shall generally be conducted in accordance with the latest edition of Robert's Rules of Order.
- F. Each director and member shall have the absolute right at any reasonable time to inspect, whether in person or represented by an agent, all books, records, documents, and facilities of the Foundation.
- G. A two-thirds majority vote shall be required by the Board and by the APT Board to dissolve the Foundation. Upon dissolution, the Board, with the concurrence of the APT Board, shall distribute any remaining funds and assets to one or more legally organized nonprofit Foundations qualified in accordance with Section 501(c)(3) of the Internal Revenue Service Code. No corporate assets shall inure to the benefit of any director, employee or contractor, or member.