



BYLAWS ASSOCIATION FOR PLAY THERAPY

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.
- D. Offices: The principal offices of APT shall be located in Fresno, California. Its Governance, hereinafter referred to as the Board of Directors (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 or Governance, the moral trustee of the interests of the owners.
 - 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 or Management.
 - 5. Members, the stakeholders,
 - 6. Staff, those paid and volunteer staff who are accountable to and directed by Management.

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, parent, 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 in good standing shall pay the dues, fees, and other assessments in the amount, manner, and time period established for that membership category, is entitled to utilize and participate in APT benefits, programs, and other activities, and, if a Professional member, may vote as described elsewhere in these Bylaws. 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 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. If at least ten percent (10%) of Professional members in good standing are present, each Professional member is entitled to cast one (1) vote as appropriate.

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. The Board shall be comprised of not more than eleven (11) directors who shall, except for the President & CEO (CEO), be Professional members of APT in good standing and serve as follows:
 1. Nine directors. Three (3) directors shall be annually elected to serve staggered three-year terms with voice and vote as follows:
 - 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.
 - c. Each Professional member in good standing is entitled to cast one (1) vote for each of not more than three (3) of the proposed candidates.
 - d. The CEO fairly and impartially compiles, verifies the results with the Chair of the Nominations Committee, and announces the election of those three (3) candidates who receive the most votes.

2. One director. 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 a regular term of office as a director has expired.
 3. One director. The Board may employ a President & CEO (CEO) who, as the managing director, shall serve with voice but without vote. 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 president, or 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. 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 for cause.
- D. Meetings: 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. 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 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 Chair and CEO, shall be nominated from and elected by the Board each year at its annual meeting for one-year terms of office. 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 APT, 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 officer for cause.

Article VI – Committees

- A. 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.
- B. 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. Purpose: 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. Other: 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 Board 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.
- 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 officers, employees, and other persons who are authorized to sign checks or otherwise handle funds shall be bonded. The CEO shall ensure the indemnification of 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.
- 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 and, as applicable, 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 APT.
- G. A two-thirds majority vote shall be required by the Board 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, employee or contractor, or member.