

# Wyoming Association For Play Therapy, Inc.

## By-Laws

Revised March 2010

These "By-Laws" govern the purpose and activities of the Wyoming Association For Play Therapy, Inc., a non-profit "Corporation" organized according to the laws of the State of Wyoming and the By-Laws and policies of the Association For Play Therapy, Inc.

### Article I – General

- A. **Name:** The name of this corporation shall be the Wyoming Association For Play Therapy, Inc. (WAPT).
- B. **Scope & Purpose:** The purpose of WAPT shall be to advance the psychological development and mental health of all people in all nations through play and play therapy by promoting:
  - 1. The understanding and valuing of play and play therapy.
  - 2. The effective practice of play therapy through training, research, and support.
  - 3. The recognition, incorporation, and preservation of diversity in play therapy.
  - 4. The development and maintenance of a strong professional organization to accomplish these objectives.
- C. **Status:** WAPT is a nonprofit and nonpartisan and independent Wyoming corporation that, as a chartered branch of the Association For Play Therapy, Inc., 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, the Wyoming Nonprofit Corporation Act and any related or successive statutes and regulations. WAPT shall use its funds and other assets only to satisfy the purpose of WAPT, and no part of such shall insure or be distributed to officers, directors, or other persons within or outside of WAPT.
- D. **Offices:** The principal offices of WAPT shall be located in Wyoming.

### Article II – Membership

- A. **Categories:** WAPT shall offer two (2) categories of membership to individuals interested in promoting the purpose of WAPT:
  - 1. **Professional Member:** An individual mental health professional who must be a member of both the Association For Play Therapy (APT) and WAPT.
  - 2. **Affiliate Member:** A student, parent, or other lay individual who must be a member of both APT and WAPT.
- B. **Dues and Powers:** A member in good standing shall pay the dues, fees, and other assessments in he amount, manner, and time period established for the membership category by the Board, is entitled to utilize and participate in the benefits, programs, and other activities approved by the Board, and 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 of 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 WAPT, engaged in conduct materially and seriously prejudicial to the purpose, interests, and image of the WAPT, 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 its annual conference. Additional meetings may be called by three (3) or more directors or by a petition signed by ten (10) percent or more of the Professional Members in good standing. If at least ten (10) percent of Professional Members in good standing are present, each Professional Member is entitled to cast one (1) vote.

### Article III – Directors

- A. Powers:** Subject to the provisions of Wyoming law, the Articles of Incorporation, and these Bylaws, the affairs of WAPT 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. Number:** The Board shall be comprised of not more than ten (10) directors who shall, except for the Executive Director if one is employed, be Professional Members of WAPT in good standing and serve as follows:
- 1. Three (3) Directors:** Three (3) directors shall be elected annually to serve three-year terms with voice and vote as follows:
    - a. The President appoints the Chair of a Nominations Committee who selects its members. The committee shall be comprised of a majority of non-director Professional Members.**
    - b. The Committee proposes a slate of seven (7) nominations or as needed. After the Board reviews the nominations then a ballot will be distributed to the general membership.**
    - c. Each Professional Member is entitled to cast one (1) vote for each of the three (3) offices.**
    - d. The Board verifies the ballot results and announces the election of those three (3) candidates who receives the most votes.**
  - 2. One Director:** The immediate Past President shall serve as a director with voice and vote for the one-year term immediately after serving as President even if a regular term of office as a director has expired.

- 3. One Director:** The Board may employ an Executive Director 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 Executive.
- 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 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, one of which is its annual meeting. The President may call special meetings in person or by telephone 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 WAPT and its Board shall be the President, President –Elect, Secretary, Treasurer, Membership Recruiter and Executive Director.
- B.** The officers shall be nominated from and elected by the Board every third year at its annual meeting for terms of office. Except for the offices of Secretary and Treasurer, no person may hold more than one office simultaneously.
- C. The President:** As Chief Policy Officer, the President shall be subject to the control of the Executive Committee, shall in general supervise all the business and affairs of the WAPT. She/he shall, when present, preside at all meetings of the Board and its officers, and of the Executive Committee.
- D. The President-Elect:** In the absence of the President or in the event of his/her death, inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall see that all notices are duly given in accordance with provisions of these Bylaws, perform such other duties as from time to time may be assigned to him by the President or by the Executive Committee. The President-Elect shall automatically succeed the President.
- E. The Secretary Shall:**
1. Keep the minutes of the proceedings of the Board and of the Executive Committee
  2. Be custodian of the WAPT records
  3. Keep a register of the post office address of each member which shall be furnished to the Secretary by the President by APT
  4. In general, perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him/her by the Chairperson or by the Executive Committee.
- F. The Treasurer Shall:**
1. Have charge and custody of and be responsible for all funds and assure that all financial affairs are appropriate and properly conducted
  2. Receive and give receipts for monies due and payable to the WAPT in such banks, trust companies, or other depositories.

3. Ensure that all required or requested financial reports are produced, filed, and maintained by its principle offices for state and federal purposes.
  4. In general, perform all of the duties as from time to time may be assigned to him/her by the President or by the Executive Committee.
- G. The Immediate Past President shall render that advice necessary to ensure stability and continuity.
  - H. The Executive Director, as Chief Executive Officer, shall manage the programs and policies approved by the Board, supervise its offices, employees, and contractors, ensure that meeting proceeding are recorded and maintained, and generally manage its business affairs.
  - I. The Executive Committee of the Board shall be composed of the President, President-Elect, Secretary, Treasurer, Immediate Past President, and Executive Director. Its meetings may be called by the President or any two members to render advice, conduct inquiries, entertain grievances, or transact business between meetings of the Board. Its actions, however, shall be reported to the Board within 72 hours and, if any of such are deemed objectionable by four (4) or more directors, shall then be submitted for review and approval by the Board at its next meeting.
  - J. Other: Officers will 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.

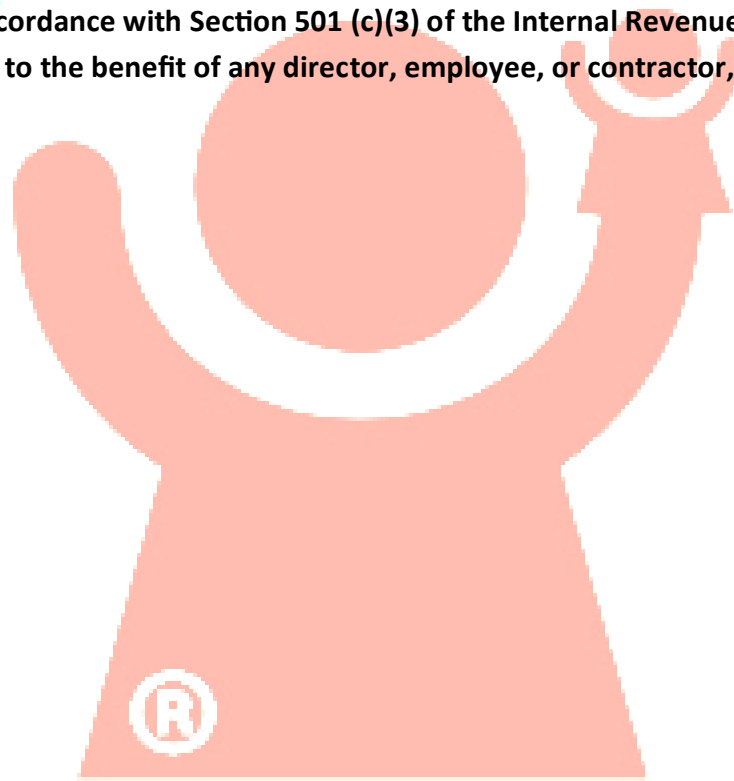
#### Article V – Committees

- A. **Committees & Limitations:** The President may appoint those committees (or task force ) deemed necessary to accomplish those specific assignments that satisfy the purposes of WAPT 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 who are appointed by the committee chair, serve concurrent with the President or until their assigned tasks are accomplished, whichever occurs first, and are each entitled to cast one (1) vote in committee deliberations. The President and Executive Director 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 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 WAPT shall be concurrent from April 1<sup>st</sup> through March 31<sup>st</sup>.
- C. The Treasurer shall ensure that corporate financial records are reviewed or audited by non-director Professional members in good standing. The Treasurer shall present the final report to the Board within 120 days of the conclusion of the fiscal year.

- D. Checks are to be dually signed by the Treasurer and one other Board member.
- E. When corporate assets exceed \$15,000, 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 WAPT, except for matters in which such persons shall be adjudged to have been responsible for misconduct resulting in harm or damages.
- F. Meetings shall be conducted in the format agreed upon by the Board.
- G. Each director and member shall have absolute right at any reasonable time to inspect, whether in person or represented by an agent, all books, records, documents, and facilities of WAPT.
- H. A two-thirds majority vote shall be required by the Board to dissolve WAPT. 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) of the Internal Revenue Service Code. No corporate assets shall inure to the benefit of any director, employee, or contractor, or member.



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Association for Play Therapy