

By-Laws Of The Georgia Association For Play Therapy Inc.

Article I

Name

Section 1 Name. The Name Of This Corporation Is The Georgia Association For Play Therapy Inc. (Gapt, Inc.).

Section 2 Affiliation. Gapt, Inc. Is A State Branch Affiliated With The Association For Play Therapy, Inc. (Apt). Gapt, Inc. Is Deemed To Be A Separate Entity For The Purpose Of Making Contracts, Incurring Liability, Acquiring Rights, And Of Suing And Being Sued In Any State Or Federal Court.

Section 3 Gapt, Inc. Is A Non-Profit Corporation And Shall Conduct Its Affairs In Conformance With All Local, State, And Federal Laws That Apply To An Organization With Tax Exempt Status Granted By The Internal Revenue Service And Applicable Federal, State, Municipal And Other Applicable Laws And Regulations, Including All Civil Rights Laws And Regulations And Accessibility And Accommodation Requirements Which May Arise Pursuant To The Americans With Disabilities Act And Similar Statutes Or Ordinances. Gapt Will Develop And Observe Those Procedures Necessary To Provide Reasonable Accommodations When Requested And Required Under Applicable Law.

Gapt Inc. Shall Use Its Funds And Other Assets Only To Satisfy The Purpose Of Gapt, Inc. No Funds Or Assets May Be Distributed To Officers Or Directors Except For Reimbursement Of Expenses Incurred. The Board May Institute Reduced Rates For Gapt Events For Themselves And It Shall Be Considered A Normal And Acceptable Business Practice.

Article II

Purposes And Objectives

Section 1 Purpose. The Purpose Of Gapt, Inc. Is To Organize Educational Activities Regarding Play And Play Therapy For Mental Health Professionals And The General Public.

- Section 2 Objectives. The Objectives Of This Association Shall Be To:
- A Create Awareness And Understanding Of The Value Of Play And Play Therapy As A Therapeutic Process.
 - B Establish Positive Rapport Between The Public And The Professional Play Therapy Communities.
 - C Establish Contacts With Various Other Professional Mental Health Organizations For Collegial Support And Educational Pursuits.
 - D Encourage Professional And Ethical Standards In Play Therapy.

Article III
Membership

- Section 1 There Shall Be Four Types Of Members: Professional, Affiliate, Honorary, And Lifetime.
- Section 2 No One May Be Denied Membership In Gapt, Inc. On The Basis Of Race, Color, Creed, Religion, Ethnic Origin, Gender, Sexual Orientation, Lifestyle, Or Age.
- Section 3 There Is No Residency Requirement For Membership In Gapt, Inc.
- Section 4 Membership Eligibility
- A Any Person Who Is A Mental Health Professional As Defined By Apt Will Be Considered A Professional Member Of Gapt, Inc. Professional Members Shall Be Required To Pay Dues And Will Be Eligible To Vote And Hold An Officer/Board Position.
 - B A Full Time Student, Parent Or Other Non-Mental Health Person Interested In Play Therapy Shall Be Considered An Affiliate Member. Affiliate Members Shall Be Required To Pay Dues And Are Eligible To Vote And Hold An Officer/Board Position.
 - C The Board Of Directors May Appoint Honorary And Lifetime Members.

The Board Shall Grant Honorary Membership To Those It Deems Especially Worthy And Deserving As A Result Of Their Service To Play Therapy. Such A Member Shall Pay No Dues And Cannot Vote Or Hold An Officer/Board Position.

A Lifetime Member Is One Who, The Board Shall Decide Will Be A Member For Life Without The Usual Requirement Of Paying Dues, But Will Remain Eligible To Vote And Hold A Officer/Board Position. It Shall Be One Who Has Served Gapt Inc. Over An Extended Period Of Time And Is Especially Deserving.

Section 5

Membership Privileges.

A Person Who Has Met The Qualifications For Membership As Set Forth In Section 4 Above, Has Paid The Prescribed Dues, And Is A Member In Good Standing On February 15 Each Year, Shall Be Eligible To Attend The Annual March Membership Meeting And Vote On Issues That Are Presented To The Membership By The Board At That Meeting.

In Order To Be Eligible To Vote For Officer/Directors Of The Corporation, A Member Must Be A Member According To Apt Records On October 15 Of The Year Prior To The End Of The Board Term.

Non-Members Are Allowed To Attend Membership Meetings But May Not Vote, Make Motions, Or Express Opinions.

Membership Is Not Transferable To Another Person.

Section 6

Termination Of Membership.

A A Member Will Be Dropped From Membership For Non-Payment Of Apt/Gapt Inc. Dues. Apt Is Responsible For Keeping Membership Records And Such Records Will Be Used For This Purpose.

B A Member Will Be Dropped From Membership In Gapt Inc., If Their Membership In Apt Is Terminated.

Article IV
Officers

Section 1 Officers And Terms Of Office

A There Shall Be Four Officers Of Gapt, Inc.: The President, The Vice President, The Secretary, And The Treasurer. They Shall Be Elected From And By The Membership At Large.

B All Officers Will Be Members Of The Board Of Directors. Their Term Shall Commence On May First, After They Are Elected And Shall End On April 30 Four (4) Years Later.

C Upon The Death Or Resignation Of Any Officer/Board Member, A Successor May Be Appointed By The Board Of Directors To Fill The Remainder Of The Term.

D Officer/Directors Shall Be Professional, Lifetime, Or Affiliate Members. Honorary Members Are Not Eligible To Be Officer/Board Members. Likewise They Are Not Eligible To Vote.

Section 2 Duties Of The Officers

A President

- 1 Shall Preside At The General Meeting Of Gapt, Inc. And Shall Be Chairperson Of And Preside At The Meetings Of The Board Of Directors.
- 2 Shall, Subject To Confirmation By The Board Of Directors, Appoint The Chairpersons Of Any Committees That The Board Establishes.
- 3 May Appoint A Parliamentarian As Deemed Necessary.
- 4 Shall Be The Chief Executive Officer Of Gapt, Inc. And Its Policy Leader And Shall Delegate Duties To Other Board Or Committee Members As Deemed Necessary.
- 5 Shall Represent Gapt, Inc. As Spokesperson On Matters Of Policy Or May Assign Such Representation.
- 6 Shall Supervise All Plans For The Effective Work Of Gapt, Inc.
- 7 Shall Prepare The Agenda For The Board Of Director Meetings And For The Annual Membership Meetings.

- 8 Shall Review Gapt, Inc. Policies And Recommend Priorities To Be Considered By The Board Of Directors.
- 9 Shall Have The Power To Designate Awards To Members For Services To The Association.

B Vice President

- 1 Shall Assume All Duties Of The President In The Absence Of The President.
- 2 Shall Carry Out All Other Such Duties As Assigned By The President.
- 3 Shall Become President Of Gapt, Inc. Upon The Death Or Resignation Of The President. In Such Case, The Vice President Shall Serve The Remaining Term Of The President Who Died Or Resigned.

C Secretary

- 1 Shall Be Responsible For Preparing Records And Minutes Of All Official Gapt, Inc. Board Of Director And Membership Meetings And For Distributing The Minutes And Other Materials Of Such Meetings. The Book Of Minutes Shall Contain All Meeting Minutes, Proceedings And Actions Of The Board Of Directors. The Minutes Shall Include The Time, Place, Type Of Meeting, And Names Of Persons Attending.
- 2 Shall Be Responsible For Having A Copy Of The Minutes And Bylaws On Hand At Board Meetings.
- 3 Shall Carry Out All Such Other Duties As Assigned By The President.

D Treasurer

- 1 Shall Be The Custodian Of All The Funds Belonging To Gapt, Inc. And Shall Deposit Such Funds In The Name Of Gapt, Inc. In An Insured Financial Institutions Authorized To Do Business In Georgia.
- 2 Shall Maintain Essential And Correct Books And Records Of Gapt, Inc.
- 3 Shall Dispense Funds In A Timely Fashion And With Appropriate Documentation.
- 4 Shall Prepare Financial Reports As Required By The Board Of Directors, And Complete All Federal And State Tax Forms As Required By Law.

- 5 Shall Be Bonded If Required By The Board Of Directors.
- 6 Shall Carry Out All Such Duties As Assigned By The President.

Article V

Membership Meetings

- Section 1 There Shall Be An Annual Meeting Of The Membership Of Gapt, Inc. Held On A Date To Be Determined By The Board Of Directors But Generally To Be In March Of Each Year At The Annual Conference.
- Section 2 Written Notice Of The Annual Meeting Shall Be Given To The Members At Least Ten (10) Days Before The Date Of The Meeting.
- Section 3 Special Meetings Of Gapt, Inc. May Be Called At Any Time By The Board Of Directors. Written Notice Of All Special Meetings Shall Be Given To The Members At Least Ten (10) Days Before The Meeting.
- Section 4 The Quorum At All Membership Meetings Shall Be Ten (10).

Article VI

Governance

- Section 1 Gapt Inc. Shall Be Governed By A Board Of Directors Subject To The Provisions Of Georgia Law. The Board May Delegate The Management Of Its Business Affairs And Other Activities Provided That The Board Retains Its Ultimate Powers And Responsibilities.
- Section 2 Composition
- A The Board Of Directors Shall Number Four And Shall Consist Of The Four Officers.
 - B All Officer/Directors Shall Serve Four (4) Year Terms.
 - C The Term Of Office Of Each Officer/Board Member Shall Begin On May First Following Election.

D Upon The Death Or Resignation Of An Officer/Board Member, The Board Of Directors Shall Have The Authority To Appoint A Member To Complete The Remaining Term.

E All Officer/Directors Shall Be Professional, Affiliate, Or Lifetime Members Of Gapt Inc.

F The Board Of Directors May Remove An Officer/Director For Cause. Such Removal Will Require The Unanimous Vote Of The Remaining Board.

G The Quorum For All Board Meetings Shall Be Three (3). A Board Member May Give A Proxy In Advance If It Is Known That The Board Member Will Be Absent From A Given Meeting.

Section 3 The Powers And Duties Of The Board Of Directors Shall Be:

A To Formulate Gapt, Inc. Policies And Recommend Such Policies To The Membership When It Is Deemed That Membership Involvement Is Warranted; And

B To Conduct The Business Of Gapt, Inc. And Make Recommendations To The Membership.

Section 4 The Board Of Directors Shall Meet As Deemed Necessary. Only Officer/Board Members Are Eligible To Attend Board Meetings, However The Board May Invite Others, As They Deem Appropriate.

Section 5 Each Officer/Director Shall Have The Right At Any Reasonable Time To Inspect, Whether In Person Or Represented By An Agent, All Book, Records, Documents, And Facilities Of Gapt, Inc.

Article VII

Committees

Section 1 Appointment Of Committees. The President, Subject To Confirmation By The Board, Shall Name Such Committees As May Be Needed From Time To Time To Conduct Activities Of Gapt, Inc. The President Shall Appoint The Chair Person, (Who Shall Be A Gapt Member In Good Standing) Subject To Board Approval.

Section 2

The Board Shall Appoint Four (4) Members To Serve On An Elections Committee Which Shall Be Formed Every Four Years No Later Than October 1, 2017 And Each Succeeding October 1 Every Four Years Thereafter. Committee Members Must Agree Not To Be Nominees For Election And Must Have A History Of Being Involved In Gapt Inc. Activities.

Three Of The Members Shall Be Non Officer/Board Members. The Fourth Member Shall Be An Officer/Board Member Provided The Officer/Board Member Agrees Not To Be A Nominee For Election.

If All Four Officer/Board Members Wish To Be A Nominee The Board Will Then Nominate Four (4) Members Who Are Non Board Members.

While The Committee Is Intended To Be Independent From The Board, The Committee May Ask Questions Or Otherwise Consult With The Board As It Deems Necessary.

The Committee's Task...

- 1 To Issue A Call For Nominations To All Gapt Members To Determine Those Interested In Running For An Officer/ Board Position.

If There Is Only One Nominee For A Given Position, The Person Will Be Considered Elected.

If There Are Two Nominees For A Given Position, Both Shall Be Placed On The Ballot And The Winner Of The Election Will Be Considered Elected.

The Committee Will Obtain An Adequate Bio That Will Be Circulated To Voters Before The Election. The Bio Must Include The Nominee's Email Address And Phone Number So That Voters Will Have The Opportunity To Contact The Nominee With Any Questions.

If There Are Three Or More Nominees For A Given Position, The Committee Shall Observe The Following Guidelines.

2 If There Are Three Or More Nominees For A Given Position, The Committee Must Review Each Nominee's Background In Order To Determine Their Suitability To Serve. The Committee Shall Obtain A Bio And Such Other Information From The Nominee As They Deem Necessary. The Committee Is Not Required To Meet With Or Have Any Other Conversation With Any Of The Nominees Unless They So Choose.

The Committee May Consult With Any Other Gapt Inc. Member To Obtain Any And All Information As Is Deemed Necessary.

The Committee May Solicit And Obtain Any Information Outside Of Gapt Inc. As Is Deemed Necessary.

The Committee Must Consider The Past History Of Service And/Or Involvement With Gapt Activities Of Each Nominee.

Since Gapt Is A Business, The Committee Must Also Consider The Business Background Of Each Nominee And/Or Experience With Non-Profit Organizations.

3 The Committee Shall Then Select No More Than Two Nominees To Be Candidates On The Ballot.

4 The Committee Shall Then Engage The Services Of A Proctor To Monitor The Election. The Proctor May Not Be A Member Of Apt Inc., Or Any Of Its Branches. In Addition The Proctor May Not Be A Mental Health Professional.

5 The Proctor Shall Take Direction From The Committee.

Article VIII

Election Of Officer/Board Members

Section 1

The Procedure And Timetable For Nomination And Election Of Officer/Board Members Of Gapt Inc., Is As Follows...

A Elections Shall Be Held Every Four Years. The Next Election Shall Be To Elect Officer/Directors For The Four-Year Term Beginning May 1, 2018.

B As Of October 15, 2017 (And Each October 15 Before Subsequent Elections) The Board Shall Cause To Be Prepared, A List Of All Members In Good Standing. This List Shall Be Compiled From The Website Of Apt Or If Such List Is Not Available, From Other Acceptable Records Of Apt.

Provided These Members Maintain Continuous Membership Through November 30 Of The Election Period, They Shall Be Deemed To Be Eligible To Vote And/Or Run For An Officer/Board Member Position.

C On Or Before October 20, The Elections Committee Shall Cause All Members On The List To Be Notified That The Period To Nominate Candidates For Election Is Open. Members Are To Be Notified That The Nomination Period Will End On October 31.

Members May Nominate Only Them Self. Any And All Other Nominations Are To Be Discarded.

The Nomination Process May Be Handled Via Email, Postal Service, Or Other Appropriate Delivery Method. The Committee Will Provide The Proctor With Appropriate Instructions.

D After October 31 When The Nomination Period Is Closed, The Committee Will Review The List Of Those Nominated. If More Than Two (2) Members Are Nominated For Any Position, The Committee Shall Then Determine Which Two Nominees Shall Run.

The Deadline For The Committee To Select The Candidates Is November 10 At Which Time Those Who Will Be On The Ballot Shall Be So Notified. Those Not Chosen Shall Also Be So Notified. All Candidates Nominated Must Agree To Ethically And Responsibly Serve If Elected.

After All Nominees Have Been Notified, The General Membership Shall Be Notified As Soon As Practical.

E On Or Before November 13 The Committee Shall See That Ballots Are Delivered By The Proctor Via Email, Postal Service, Or Other Appropriate Delivery Method, To All Members Eligible To Vote.

To Be Valid, Ballots Must Be Signed By The Member And Must Be Completed And Received By The Proctor By November 21. The Voter May Deliver Ballots Via Postal Or Other Appropriate

Delivery Method To The Address Specified. Ballots Can Be Delivered To The Proctor Via Email Provided The Voter's Email Can Be Determined To Belong To A Member Qualified To Vote. If The Proctor Is Unsure If The Voter Is A Member, He/She Shall Endeavor To Communicate With The Voter To Become Satisfied That The Voter Is On The List Of Members Eligible To Vote.

F As Soon As Practical After The November 21 Deadline, The Ballots Shall Be Opened And Counted By The Proctor With At Least One Committee Member Present.

G The Candidate Receiving The Higher Number Of Votes For Each Office Shall Be Elected. If An Elected Individual Dies Or Resigns Before Taking Office On May 1, The Position Shall Remain Vacant Until May 1 At Which Time The Newly Elected Board May Appoint A Replacement.

H The Candidates Shall All Be Informed Of The Results Of The Election. Vote Counts Are Only To Be Shared By The Committee With The Board. Candidates Are Only To Be Told If They Won Or Lost.

Then The Names Of Successful Candidates Shall Be Given To The Entire Membership No Later Than November 30.

Section 2

The Proctor And Committee Member(S) Present Shall Seal All Ballots, Envelopes, And Other Paperwork Related To The Election In An Envelop. They Shall Sign And Date Over The Sealed Flap And File With The Secretary. The Secretary Shall Hold The Envelop For Five Years From The Date The Ballots Are Counted And The Results Determined.

The Election Being Completed, The Election Committee Is Disbanded.

Article IX

Finances

Section 1

Dues. Member Dues Shall Be Determined By The Apt Board And Shall Be Collected For Gapt Inc. By Apt. Apt Will Then Forward The Funds On A Quarterly Or Other Appropriate Basis.

- Section 2 Financial Reports For The Membership. The Treasurer Shall Prepare An Annual Financial Statement For The Annual Membership Meeting. It Shall Show Assets And Liabilities As Of December 31 Along With Cash Receipts And Disbursements For The Year Then Ended. Those Members Not In Attendance May Also Request A Copy.
- Section 3 Bonding. The Treasurer Shall Be Bonded As The Board Of Directors Deem Necessary.
- Section 4 Fiscal Year. The Fiscal Year Of Gapt Inc. Shall End On December 31 Each Year.

Article X

Parliamentary Authority

- Section 1 Robert’s Rules Of Order, Revised (By Henry Martin Robert) Shall Govern Proceedings Of Gapt, Inc. Not Otherwise Specified In The By-Laws.

Article XI

Amendments

- Section 1 These By-Laws May Only Be Amended Or Repealed By A Three-Quarter Vote Of The Board.
- Proposed Amendments May Be Submitted To The Directors For Review And Consideration. Any Member In Good Standing May Propose Amendments.

Article XII

Effective Date

- Section 1 These By-Laws Shall Supersede All Prior By-Laws Of Gapt, Inc. Including Amendments Thereto.

Article XIII**Indemnification**

- Section 1 The Board Shall Indemnify Any Or All Officers And Directors Against Expenses Incurred By Them In Connection With The Defense Of Any Action, Suit, Or Proceeding In Which They Are Made A Party In Which Such Persons Shall Be Adjudged To Have Been Responsible For Misconduct Resulting In Harm Of Damages.
- Section 2 Gapt Inc, Shall Also Indemnify And Hold Harmless The Association For Play Therapy (Apt) And Its Officers, Directors, Members, Employees, And Other Agents From And Against All Claims, Demands, And Liabilities (Including Reasonable Attorneys' Fees And Costs) Asserted By Third Parties Arising From The Indemnifying Party's Performance Within And Outside Of Its Branch Charter Agreement. This Obligation To Indemnify And Hold Harmless Shall Survive The Expiration Or Termination Of Said Agreement.

Adopted 2005. Amended 2011, 2015