

COLORADO ASSOCIATION OF PSYCHOTHERAPISTS

BYLAWS

As amended through board action through January 12, 2006

ARTICLE I

Name

The name of the organization is Colorado Association of Psychotherapists, a Colorado nonprofit corporation, hereinafter referred to as "Organization."

ARTICLE II

Principal Place of Business

The organization shall have and continuously maintain in the State of Colorado a registered office and a registered agent whose office is identical with such registered office, and may have such other offices at the Board of Directors may from time to time determine.

ARTICLE III

Purposes

The purposes of the organization shall be those purposes identified in the Articles of incorporation of the organization and, in addition, the following:

1. To protect the rights of psychotherapists practicing in the State of Colorado.
2. To protect the rights of individuals to choose and utilize the services of the psychotherapists and psychotherapy techniques of their choice.
3. To encourage and promote competent and ethical conduct among members and in the practice of psychotherapy in general, licensed or unlicensed.
4. To promote welfare and interests of the members of the organization in a reasonable and legal manner.
5. To carry on such other lawful activities as may, from time to time be ordered by the Board of Directors of the organization.
6. To coordinate regional revenue raising events and fund activities.
7. To establish dialogue and cooperate with other organizations with the objective of promoting the purposes of this organization.
8. To insure the viability of competing or alternative therapeutic methods and theories and not promote the interests of any particular therapeutic method over another.

ARTICLE IV Membership

SECTION 1. Membership Criteria. The organization shall be comprised of individual members whose purposes incorporate those set out in ARTICLE III, and whatever other criteria set out by the Board of Directors.

SECTION 2. Admission to Membership. Application for membership shall be made in writing on such form as be approved by the Board of Directors and accompanied by the applicable enrollment or criteria as established by the Board of Directors of the organization.

SECTION 3. Suspension and expulsion. Any member may be suspended or expelled by a majority vote of the Board of Directors upon due cause. The Board of Directors shall provide notice to a member prior to suspension or expulsion for due cause, and a hearing shall be provided if requested by member.

SECTION 4. Annual Meeting. The annual meeting of the members shall be called by the Board of Directors for the transaction of any business that may come before it. The Board of Directors shall prepare an agenda for the Annual Meeting. The President shall report to the members of the status of the Corporation.

SECTION 5. Special Meetings. The members may call a Special Meeting of the members. Such meeting shall be called in writing by members having one-twentieth of the votes entitled to be cast at such meetings. The Board of Directors may call a Special Meeting Of the members.

SECTION 6. Members Meetings. A quorum at a meeting of the members shall be one-tenth of the number of members entitled to vote at a meeting of the members. A majority of these present shall be required to pass any item.

SECTION 7. Proxies. At all meeting of members, a member may vote in person or by proxy executed in writing by the member or by his or her duly authorized attorney in fact. Such proxy shall be presented before a ballot may be issued to the proxy-holder. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE V Board of Directors

SECTION 1. Management. The administration and management of the affairs of the organization shall be vested in a Board of Directors, herein referred to as the Board.

SECTION 2. Authority and Duties. The Board shall have the authority to:

* Adopt, revise, amend and repeal the Bylaws.

- * Conduct the business and affairs of the organization.
- * Maintain the continuity and identify of the organization.
- * Obtain finances, determine the financial budget, and annually authorize and receive and audit.
- * Prepare long term plans of the organization.
- * Call regular, annual, and special meetings of the Board and keep complete records of such meetings.
- * Appoint standing and special committees as deemed necessary to carry out the purposes of the organization.
- * Exercise all authority given under the laws of the State of Colorado.

SECTION 2.1. Further Authority.

Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Directors.

Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 3. Composition. There shall be twelve members of the Board of Directors. In 1994, six Directors shall be elected for one-year terms and six Directors shall be elected to two-year terms. In 1995, six Directors shall be elected to two-year terms. In subsequent years directors shall serve until their qualified successors are elected or appointed by the Board.

Section 3.1. Qualifications. The President and the Vice President of the Board of Directors shall be unlicensed psychotherapists as defined in Colorado Revised Statutes..

Section 3.2. Directors Qualifications. All Board members shall be members of the Association and shall have submitted a written application, which format shall be determined by the Board,

and shall have attended three previous and consecutive meetings of the Board prior to the election or their appointment.

Section 3.3. Officers and Directors Disqualified. No Association member shall be a director or officer who has been prohibited from the practice of psychotherapy within Colorado under the provisions of the Colorado Revised Statutes.

SECTION 4. Meetings. The President shall call regular meetings of the Board of Directors as the occasion warrants, provided that the Board must meet at least twice each year. The President must call a regular meeting of the Board of Directors within thirty (30) days if requested in writing by at least one-third (1/3) of the members of the Board. A minimum fifteen (15) days notice for meetings shall be provided. A Special Meeting of the Board to discuss and act on matters of special importance may be called by the President or by three members of the Board. Notice of a Special Meeting shall be given at least two days before said meeting by either a form of priority written communication or by telephone, providing that telephone notice must be by direct conversation with the Board member being notified. Meetings may take place by teleconferencing and also by email.

SECTION 5. Quorum and Voting. A majority of the members of the Board of Directors shall constitute a quorum. All decisions of the Board shall be my majority vote of those present, except bylaw changes which require two-thirds (2/3) vote of the members constituting a quorum present.

SECTION 6. Interim Action. The Board of Directors may take official action on any matter in the interim between meetings by mail or telephone ballot confirmed by mail, telephone, or electronic ballot.

SECTION 7. Vacancies. Vacancies of the Board occurring as a result of resignation, death, removal, incompetence, or inactivity of Directors shall be filled by appointment of the Board until that seats' next scheduled election.

Section 7.1. Missed Meetings. Any member of the board who misses three meetings within a 12 month period shall no longer be a member of the Board except that Board may vote to reinstate such person or it may make specific exception. A reinstatement must be done by a two thirds majority of the quorum present at the meeting where the vote takes place.

SECTION 8. Election of Directors. Election of directors to fill vacancies may be by ballot mailed to all qualified members by January 31 of each year. Nominations for membership on the Board may be made by any member before January 15; notwithstanding, members may vote for qualified write-in candidates on a space provided therefor on the ballot. In the event of a decision by the Board to hold such an election, the President shall appoint an Election Committee subject to approval by the Board of Directors prior to December 15 of the year preceding election to administer the election. Ballots must be received by the Election Committee by February 28 to be counted and said Committee must meet as soon thereafter as reasonable to count the ballots. The report of said Committee shall be made at the next Directors' meeting following March 10 of that year and upon the acceptance by the Board of said report, the new Directors shall be declared

elected to the Board and shall take their seats.

SECTION 9. Authorization. The Board of Directors authorizes the Secretary and Treasurer to apply for nonprofit status pursuant to Sec 501 (c) (6), IRC, and for said officers to execute a Power of Attorney for counsel to pursue and submit said forms.

ARTICLE VI Officers

SECTION 1. Number. The elected officers of the organization shall be a President, Vice President, Secretary and Treasurer. Officers shall serve without compensation, however the Board of Directors may provide for reimbursement of reasonable expenses incurred by the elected officers in the execution of their duties.

Section 1.1. Qualifications of President and Vice President: The President and the Vice President of the Board of Directors shall be unlicensed psychotherapists as defined in Colorado Revised Statutes

SECTION 2. Election and term. The Board of Directors shall elect the officers from the membership of the organization. All officers shall hold office for one (1) year or until their successors are duly elected and installed. Officers may be elected during the first two weeks of June, each year. Their term will become effective July 1, each year.

SECTION 3. Staff. The Board of Directors, at its discretion, may employ an Executive Director, legal counsel, and other staff assistants on a part or full-time basis and may assign for the proper and effective direction of the affairs of the organization. The Board, at its discretion, may hire such outside consultants or staff as it may consider appropriate.

SECTION 4. Vacancies. Vacancies in the offices of Vice President, Secretary, and Treasurer occurring as a result of resignation, death, removal, incompetence, or inactivity shall be filled by Presidential appointment. A vacancy in the office of President occurring as a result of resignation, death, removal, incompetence, or inactivity shall be fill by the Vice President, or, if unable to serve, by the Secretary, or if unable to serve, by the Treasurer.

SECTION 5. Removal. Any officer, director, or agent may be removed by the Board when in its judgement the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 6. Limitation of Expenditures. No officer or agent shall expend from Corporate funds more than one thousand dollars (\$1,000.00) without prior approval of the board.

ARTICLE VII Duties of Officers

SECTION 1. President. The president shall preside at all meetings of the Board; he/she shall appoint all committees subject to the approval of a majority of the Board and perform such other duties and functions as customs and parliamentary usage require.

SECTION 2. Vice President. The Vice President shall assume the duties of the President at the latter's request or in his absence and shall succeed to the presidency if that office shall become vacant.

SECTION 3. Secretary. The Secretary of the organization shall attend meetings of the Board of Directors and keep an accurate record of the proceedings thereof, and shall give notice of the meetings of the members prescribed by these bylaws, and shall perform such other duties as may be required by law, by vote of the Board, or by these bylaws.

SECTION 4. Treasurer. The Treasurer shall receive and properly account for all funds of the organization, keep proper records of all receipts and expenditures, and render a complete financial report at the end of the fiscal year and such additional financial reports as may be requested by the Board. The Treasurer may delegate responsibility for the duties in a reasonable manner.

SECTION 5. Executive Director. The Director shall be responsible to the Board in the performance of such administrative and executive duties as may be delegated to him/her by the President and/or other officers.

ARTICLE VIII Indemnification of Directors and Officers

SECTION 1. Indemnification of Directors and Officers. Every person who was or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he /she or a person for whom he/she is the legal representative is or was a Director or Officer of the Institute or is or was serving at the request of the Institute for its benefit as a Director or Officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise shall be indemnified and held harmless to the fullest extent legally permissible under all applicable statutes from time to time against all expenses, liability and loss (including attorney' fees judgments, fines, and amounts paid or to be paid in settlement) reasonably incurred or suffered by him/her in connection therewith. Such right or indemnification shall be exclusive of any other right which director, officer, or representative may have or hereafter acquire, and without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, provision of law or otherwise, as well as their rights under this article.

SECTION 2. Insurance. The Board may request the organization to purchase and maintain insurance on behalf of any person who is or was a director or officer of the organization as a

Director or Officer of another corporation, or as the representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the organization or the other corporation would have the power to indemnify such person.

SECTION 3. Amendment. The Board may from time to time adopt further bylaws with respect to indemnification and may not withstanding any provisions herein, amend these and such bylaws to provide at all time the fullest indemnification permitted y applicable statutes.

ARTICLE IX General Provisions

SECTION 1. Dues. The organization shall assess dues from individual members, the amount determined by two-thirds (2/3) approval of the Board of Directors.

SECTION 2. Procedure. In the absence of any special rules of procedure, Robert's Rules of Order shall be the guide of this organization in all matters of parliamentary practice. Debate or discussion on any motion amendment or item before the Board shall be terminated and brought to a vote or otherwise disposed of. When, after reasonable debate or discussion, the chairperson declares debate or discussion closed, a motion top call the question shall not be required, however, any Director may make such motion at any appropriate time.

SECTION 3. Fiscal Year. The fiscal year of the organization shall be established by the Board of Directors.

ARTICLE X

SECTION 1. Reserve Fund. The Board may establish and maintain a reasonable reserve fund to insure the continuity of the organization.

SECTION 2. Dissolution. The organization may dissolve by a majority vote of the Board. Upon dissolution of the organization, all remaining assets shall be applied and distributed as follows:

- a. All liabilities and obligations of the organization shall be paid and discharged, or adequate provisions shall be made therefore.
- b. Assets held by the organization on condition requiring return, transfer or conveyance, which condition occurs by reason of dissolution shall be returned, transferred or conveyed in accordance with such requirement.
- c. Any remaining assets shall be distributed exclusively for the purposes of the corporation in such manner, or to such nonprofit organizations organized and operated exclusively for the same or similar purposes as the corporation as shall at the time qualify as an exempt organization or organizations under section 501(c) (6) or other section 501 (c) organization or organizations with the same or similar purposes, of the Internal Revenue Coed (or its successor section), as the Board of Directors shall determine. Any such assets not so deposed shall be disposed of by the Court of the county in which the principal office of the corporation is then

located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose