

GROUP PSYCHOTHERAPY FOUNDATION

BYLAWS

ARTICLE I

Principal Office and Registered Agent

- A. **Principal Office.** The principal office of the Group Psychotherapy Foundation, a non-profit corporation incorporated under the laws of the State of New York (hereinafter the "Foundation"), shall be in the State of New York.
- B. **Other Offices.** The Foundation may have such other office or offices at such suitable place or place within or without the State of New York as may be designated from time to time by the Board of Directors of the Foundation.
- C. **Registered Agent.** The Foundation shall have and continuously maintain a registered office in the State of New York and the Board of Directors of the Foundation shall appoint and continuously maintain in service a registered agent in the State of New York, having a business office identical with the registered office, who shall be an individual resident of the State of New York or a corporation, whether for profit or not for profit.

ARTICLE II

Purposes

The purposes of the Foundation, subject to the limitations of Article VIII hereof, are as follows:

1. Stimulation and promotion of and participation in scientific research in group therapy;
2. Publication of literature relating to group psychotherapy, scientific research in group psychotherapy, panel discussions and forum debates on group psychotherapy; reprinting of lectures and other materials related to mental health;
3. Promotion and presentation of public discussion groups, forums, panels, lectures or; other similar programs; such programs may be on radio or television;
4. Promotion and advancement of mental health and mental hygiene through expansion of educational facilities in the field of group psychotherapy;
5. Promotion and development of new methods of group psychotherapy for the treatment and prevention of mental illness and mental and emotional disorders; and
6. Engagement in such other and further means as may be necessary and proper to accomplish the foregoing purposes.

ARTICLE III

Membership

SECTION A. *Membership.* The Board of Directors of the Foundation shall constitute the membership of the Foundation.

SECTION B. *Annual Meeting.* An annual meeting of the membership of the Foundation shall be held within or without the State of New York, for the purpose of transacting any and all business that may properly be brought before the meeting.

SECTION C. *Location of Meeting.* The Board of Directors of the Foundation shall designate the time, day and location of the annual meeting.

SECTION D. *Notice of the Meeting.* Written or printed notice, stating the time, day and location of the annual meeting, shall be delivered, personally or by mail, to all members of the Foundation at least twenty days prior to the date of the meeting. Attendance by a member at a meeting of the membership of the Foundation shall constitute waiver of notice by him or her of the time, day, location and purpose thereof.

SECTION E. *Special Meetings.* Special meetings of the membership may be called by the Chairperson or the number of members constituting a quorum as defined in these bylaws (Article III, Section F) who shall, in writing, addressed to the Secretary-Treasurer of the Foundation, direct that such a meeting be called. Notice of such meetings, stating the time, day and location of said meeting and the purpose or purposes for which the meeting is called, shall be delivered to the membership at least ten days prior to the meeting date. Attendance by a member at a meeting of the membership of the Foundation shall constitute waiver of notice by him or her of the time, day, location and purpose thereof.

SECTION F. *The Quorum.* When there are fifteen members or less, the quorum shall be at least one-third of the entire number of members. When the membership is comprised of more than fifteen members, the quorum shall be at least five members plus one additional member for every ten members (or fraction thereof) in excess of fifteen for the transaction of business of the Foundation at any annual or special meeting of the membership.

SECTION G. *Manner of Acting.* The act of a majority of the members of the Foundation at a meeting of the membership shall be the act of the membership. In the absence of a quorum, any action taken shall be recommendatory only, but may become valid if subsequently confirmed by a majority vote, in conformance with the quorum requirements, of the membership.

SECTION H. *Procedures in the Order of Business.* Parliamentary rules, as stated in the most recent edition of Robert's Rules of Order, will be utilized for all meetings of the Foundation, including meetings of the membership.

ARTICLE IV

Board of Directors

SECTION A. *General Authority.* There shall be a Board of Directors of the Foundation, which shall manage, supervise and control the business, property and affairs of the Foundation. The Board of Directors shall be vested with the powers possessed by the Foundation itself, including the powers to determine the policies of the Foundation and prosecute its purposes, to appoint and remunerate agents and employees, to manage and disburse the funds of the Foundation, and to adopt such rules for the conduct of its business, responsibility and authority as shall be deemed advisable, insofar as such delegation of authority is not inconsistent with or repugnant to the Articles of Incorporation or these Bylaws of the Foundation (in their present form or as they may be amended) or to any applicable law.

SECTION B. *Specific Authority.* Without limiting the generality of the foregoing, the Board of Directors of the Foundation shall be responsible for:

1. Developing and reviewing the programs and other programs and other activities, and the fiscal policies, of the Foundation,

2. Designating and appointing, by resolution adopted by a majority of Directors then in office, an Executive Committee comprised of such individuals as said resolution may direct, to have and to exercise the authority of the Board in the management of the affairs of the Foundation between meetings of the Board, and

3. Designating and appointing, by resolution adopted by a majority of Directors then in office, any other committee or committees for such purpose or purposes as the Board from time to time deem proper.

SECTION C. *Membership and Election.*

1. The Board of Directors of the Foundation shall be composed of at least eight persons as follows:

- a. the President of the American Group Psychotherapy Association ("AGPA");
- b. the President-Elect of the AGPA;
- c. at least three AGPA members who have made contributions to the Foundation; and
- d. three or more additional individuals, one of whom shall be the Retiring Chairperson of the Foundation for a minimum two-year period.

2. Notwithstanding the foregoing, a majority, including the President and President-Elect of AGPA, of the members of the Board of Directors of the Foundation shall, at all times, be members of the AGPA.

3. The number of directorships shall be determined and elected by a majority of those described in the foregoing subsections (a) - (c).

SECTION D. *Term of Office.* Each member of the Board of Directors described in Section C; subsection 1 (b), (c) and (d) hereof, shall serve for a term of two years with no limitation as to reelection.

SECTION E. *Vacancies.* Any vacancy on the Board of Directors, as occurs by reason of conclusion of a term, resignation, death, incapacity, or the like of a member thereof, shall be filled by appointment by the Chairperson of the Board of the Foundation, and any such person shall serve until the immediately subsequent time of election with respect to such vacancy.

SECTION F. *Resignation and Removal.*

1. Any director may resign at any time by giving written notice to the Chairperson of the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chairperson of the Board of Directors.

2. Any director may be removed from office for cause by a two-thirds vote of the Board of Directors present and voting at a regular or special meeting of the Foundation. Cause is defined to be neglect of duty or conduct deleterious to the Foundation.

SECTION G. *Meetings.* At least one meeting of the Board of Directors of the Foundation shall be held each calendar year. That meeting or another designated meeting shall be its annual meeting, to be held at such time, day and place as shall be designated by the Chairperson of the Board of Directors in the notice of the meeting, for the purpose of transacting such business as may come before the meeting.

SECTION H. *Special Meetings.* Special meetings of the Board of Directors may be called at the direction of the Chairperson of the Board of Directors or by five of the directors, to be held at such time, day and place as shall be designated in the notice of the meeting.

SECTION I. *Notice.* Notice of the time, day and place of any meeting of the Board of Directors shall be given at least ten days previous thereto by notice sent by mail or telegram to each director at his or her address as shown by the records of the Foundation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The purpose or purposes for which a meeting is called shall be stated in the notice thereof. Any director may waive notice of a meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION J. *Quorum*. So long as the Board consists of fifteen members or less, the presence of at least one-third of the members shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. In the event the Board consists of more than fifteen members, the presence of at least five members plus one additional member for every ten members (or fraction thereof) in excess of fifteen shall constitute a quorum for the transaction of business. If less than such number of directors is present at such meeting, a majority of directors present may adjourn the meeting from time to time without further notice.

SECTION K. *Manner of acting*. The act of a majority of Directors in person at a meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, any action taken shall be recommendatory only but may become valid if subsequently confirmed by a majority of vote, in conformance with the quorum requirements hereunder, of the Board of Directors. Notwithstanding the foregoing, an expenditure of funds must be approved by a two-thirds affirmative vote. Each director shall have one vote and voting by the directors may not be done by proxy.

SECTION L. *Administration and Personnel*. The Board of Directors or as it may designate, the Executive Committee, shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary to the conduct of the business of the Foundation.

SECTION M. *Execution of Instruments*. The name of the Foundation may be used to designate the directors collectively and all instruments may be effected by them, whether in respect to the payment of money or otherwise, in such name upon the signature of any such person or persons that the directors may designate.

SECTION N. *Annual Audit*. The directors shall cause an annual audit of the financial affairs of the Foundation to be undertaken by the certified public accountant then auditing the financial affairs of the AGPA and shall promptly furnish copies of that audit to the Board of Directors of the AGPA.

ARTICLE V

Officers

SECTION A. *Officers*. The officers of the Foundation shall be a Chairperson of the Board, a Vice Chairperson, and a Secretary-Treasurer. Officers must be members of the Board of Directors of the Foundation. The Board of Directors may create such additional offices as they see fit, and unless otherwise provided, the incumbents thereof must be members of the Board of Directors.

SECTION B. *Election of Officers*.

1. The Chairperson and Vice-Chairperson of the Foundation shall be elected by the members of the Board of Directors of the Foundation. The Secretary-Treasurer shall be designated as the AGPA's Chief Executive Officer and, therefore not elected. The Chairperson and Vice-Chairperson elections shall take place biennially, at Board of Directors annual meetings, commencing with the year 1982. In all cases where more than one person shall be nominated for the same office, votes shall be cast by secret ballot. In case of a tie ballot, the then-Chairperson of the Board shall declare the election for that position void and additional nominations shall be called for before another vote is taken. If more than two candidates are nominated and there is a tie between two of these candidates having the most votes, then the candidates(s) with the least number of votes shall withdraw and the election shall be conducted again.

2. Nominations of candidates for each office of the Foundation shall be made by members of the Board of Directors in an annual meeting assembled or, if a majority of the voting directors so determine, by a Nominating Committee. If such a Committee is formed, once the consent of each

candidate is obtained, the Nominating Committee shall report the names of the nominees to the Board of Directors at that meeting. The then-Chairperson of the Board shall give opportunity for nominations to be made from the floor, following which all nominations shall be closed and the election shall proceed.

SECTION C. *Term of Office.* The officers of the Foundation shall be installed at the annual meeting at which they are elected and shall hold office for two years, or until their respective successor shall become qualified and duly elected. There shall be no limitation as to reelection.

SECTION D. *Vacancies.* In case of resignation of an officer of the Foundation or, if for any other reason including ineligibility or removal, an officer is unable to complete his or her term, the Board of Directors shall appoint a successor to complete the unexpired term.

SECTION E. *Resignation and Removal.*

1. Any officer may resign at any time by giving written notice to the Chairperson of the Board. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance thereof as determined by the Chairperson of the Board.

2. Any officer may be removed from office for cause by a two-thirds vote of the Board of Directors present and voting at any regular or special meeting of the Foundation. Cause is defined to be neglect of duty or conduct deleterious to the Foundation.

SECTION F. *Chairperson of the Board.* The Chairperson of the Board of the Foundation shall have all powers and shall perform all duties commonly incident to and vested in the office of the president of a corporation, including but not limited to having general knowledge of and responsibility for supervision of the affairs of the Foundation. Notwithstanding the foregoing, the Chairperson of the Board of the Foundation shall have the following specific powers and duties:

1. Shall prepare the agenda for, and give notice of, the meetings of the Board of Directors.
2. Shall appoint with majority Board of Directors approval chairpersons of committees.
3. Shall be ex-officio member without vote of all committees of the Foundation.
4. Shall perform such other duties as the Board of Directors may from time to time designate.
5. Shall be an ex-officio member of the AGPA Executive Committee and Board of Directors with voice and vote.
6. Shall serve as Retiring Chairperson for a minimum two-year period on the Executive Committee and Board of Directors after term of office.

SECTION G. *Vice Chairperson.* The Vice Chairperson shall perform the duties of the Chairperson in the case of death, absence or inability of the Chairperson to act for any cause. The Secretary-Treasurer shall perform the duties of the Chairperson in the case of death, absence or inability to act of the Chairperson and the Vice Chairperson for any cause.

SECTION H. *Secretary-Treasurer.* The Secretary-Treasurer of the Foundation shall be designated as the AGPA's Chief Executive Officer with voice and vote on the Board of Directors and Executive Committee. All powers and all the duties commonly incident to and vested in the office of secretary-treasurer of a corporation shall be performed by this person, including the following duties and responsibilities:

1. Shall assure that all notices are given in accordance with these Bylaws and attend all meetings of the Board of Directors and be responsible for keeping, preserving the books of the Foundation and distributing true minutes of the proceedings of all such meetings.
2. Shall have charge of and maintain such books, documents and papers as the Board of Directors may determine and shall have custody of all funds, securities and other property of the Foundation, subject to such rules as may be imposed by the Board of Directors.
3. Shall be responsible for, subject to the direction of the Board of Directors, developing and reviewing the fiscal policies of the Foundation; shall see that annual financial statements are prepared and render a report of the finances of the Foundation at the annual meeting of the Board of Directors of

the Foundation or whenever requested by the Board of Directors, showing all receipts and expenditures for the current year.

4. Shall supervise and/or may sign all receipts and vouchers and endorse, on behalf of the Foundation, for collection checks, notes and other obligations, and shall deposit the same to credit of the Foundation at such bank or banks or depository or depositories and assure that authorized disbursements are made therefrom as the Board of Directors may designate.

5. Shall also perform such other duties as the Board of Directors may from time to time designate.

ARTICLE VI

Executive Committee

SECTION A. The Executive Committee shall consist of the Chairperson of the Board, who shall be Chairperson of the Executive Committee, the Vice-Chairperson, the Secretary-Treasurer, the Retiring Chairperson of the Board, the President-Elect of AGPA and the chairpersons of the following committees: Development Committee, Educational Events Committee, Scholarships and Awards Committee and Study Grants Committee.

SECTION B. The Executive Committee is charged with the following responsibilities: to plan for the advancement of the Foundation's activities and welfare, to review and assess the affairs of the Foundation, to guide, oversee and coordinate the activities of all Committees of the Foundation, to advise and assist the Secretary-Treasurer in preparing and recommending to the Board of Directors the annual budget and the management of the expenditure and income of the Foundation, and to exercise the powers of the Board of Directors in the intervals between its meetings.

SECTION C. All actions of the Executive Committee in order to remain in effect have to be approved by the Board at the next meeting of the Board, provided no rights of third parties are prejudiced.

SECTION D. The Executive Committee, without assembling, may take action by a majority vote through either a mail or telephone ballot with like effect as if such action were taken at a meeting of the Executive Committee duly convened and held with a quorum present and voting.

ARTICLE VII

Search Committee

SECTION A. There shall be a Search Committee of the Foundation, the purpose of which shall be to nominate candidates for positions on the Board of Directors of the Foundation as described in Article IV, Section C, and subsections 1(c) and 1(d), and to make recommendations as to the election of these individuals (once the consent of each candidate is obtained).

1. The Search Committee shall prepare two slates of candidates: AGPA members to constitute the majority of the Foundation Board; and additional individuals to constitute the remainder of the Foundation Board.

2. In November of alternate years (odd years), the Search Committee will submit the slate of AGPA members to the AGPA Board of Directors for ratification; the slate of candidates under consideration for the remaining Foundation Board seats will be provided to the AGPA Board as information.

3. In consultation with the Search Committee, the ratified majority of AGPA members serving on the Foundation Board will determine the priority of invitations to be extended to fill the remaining Foundation Board member seats. All invitations are subject to approval of the majority AGPA

members serving as incoming Foundation Board members. It will then be the responsibility of the Search Committee to make contact and confirm the selection of these remaining Board positions.

SECTION B. The Search Committee shall be composed of:

1. The President-Elect of AGPA;
2. Two elected members of the Board of Directors of the AGPA, elected by the Board of Directors of the AGPA; and
3. Two members of the Board of Directors of the Foundation, elected by the Board of Directors of the Foundation.

SECTION C. The Chairman of the Board of the Foundation shall appoint the Chairman of the Search Committee from among these five members.

ARTICLE VIII

Fiscal Year

The fiscal year of the Foundation shall commence on January 1 and terminate on December 31.

ARTICLE IX

Indemnification

SECTION A. The Foundation indemnifies each member of its Board of Directors, as described in Article IV hereof, and each of its officers, as described in Article V hereof, for the defense of civil and criminal actions or proceedings as hereinafter provided and, notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.

SECTION B. The Foundation indemnifies each of its directors and officers, as aforesaid, from and against any and all judgements, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of such action or proceeding, or any appeal therein imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Foundation and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. All determinations as to the foregoing by the Board of Directors shall be in reliance upon the advice of independent legal counsel on questions involved.

SECTION C. Every reference herein to a member of the Board of Directors or officer of the Foundation shall include every director and officer thereof or former director and officer thereof. This indemnification shall apply to all the judgements, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above stated. The right of indemnification herein provided shall be in addition to any and all rights to which any trustee or officer of the Foundation might otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE X

Limitation of Activities

The Foundation is organized and operated exclusively for charitable, educational and scientific purposes within the meaning of sections 170(c)(2)(B), 501(c)(3), 2055(a)(2) and 2522(a)(2) of the

Internal Revenue Code. No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall be empowered to make the election authorized under section 501(h) of the Internal Revenue Code. The Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, the Foundation shall not carry on any activities not permitted to be carried on by an organization:

a. Exempt from federal income taxation under section 501(a) of the Internal Revenue Code as an organization described in section, 501(c)(3) of such Code.

b. Described in section 501(a)(1), (2) or (3) of the Internal Revenue Code (as the case may be), and/or

c. Contributions to which are deductible under sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Internal Revenue Code.

The Foundation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of the net earnings of the Foundation shall inure to the benefit of or be distributed to its directors, officers, other private individuals, or organizations organized and operated for profit, except that the Foundation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

To carry out its purposes as stated in Article II hereof, the Foundation shall have the power to receive and convey real property and personal property, and to receive and distribute gifts of property at all times. The Foundation shall also have the power to lease, purchase and rent real estate of every description.

ARTICLE XI

Territory

The territory in which operations of the Corporation are principally to be conducted is the Americas.

ARTICLE XII

Dissolution

On dissolution or final liquidation of the Foundation, and subject to the approval of a Justice of the Supreme Court of the State of New York, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Foundation, distribute all the assets of the Foundation to one or more of the following categories of recipients as the Board of Directors of the Foundation shall determine:

1. A non-profit organization or organizations, which may have been created to succeed the Foundation, as long as such organization or each of such organizations shall then qualify as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in section 170(c)(2) and 501(c)(3) of such Code; and/or
2. A non-profit organization or organizations having similar aims and objects as the Foundation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as an organization exempt from federal income taxation under section 501 (a) of such Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code.

ARTICLE XIII

Amendments

These Bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds of the members of the Board of Directors of the Foundation at any annual or special meeting, provided that the substance of such amendment shall have been stated in the notice of such meeting.

ARTICLE XIV

References

References herein to sections of the Internal Revenue Code are to provisions of such Code as those provisions are now enacted, as of 1954 and subsequent amendments, or to corresponding provisions of any future United States internal revenue law.