

Restated Articles of Incorporation of Washington State Association for Play Therapy

The undersigned is of legal age and through this document adopt and invoke the rights and responsibilities of the provisions of the Washington Nonprofit Corporation Act, Chapter 24.03 of the Washington Statutes with the intent to restate the nonprofit corporation and adopt the following articles:

These restated articles of incorporation correctly set forth without change the provisions of the articles of incorporation as amended and that the restated articles of incorporation supersede the original articles of incorporation and all amendments thereto

I. Corporation's Unified Business Identifier Number (UBI)

The Corporation's UBI number is 602 878 277.

II. Name of Corporation

The name of the nonprofit corporation is "Washington State Association for Play Therapy" (hereafter "Corporation").

III. Purpose

This Corporation is organized primarily to the improvement of the business or economic interests of a community and to advance the conditions of that community as specified in Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of a future federal tax code. This corporation will not be operated for profit, but rather is operated exclusively for exempt purposes.

The specific purpose of Corporation is:

To operate as a regional professional society in the state of Washington which promotes the value of play, play therapy, and credentialed play therapists. To 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:

- Understanding and valuing of play and play therapy.
- Effective practice of play therapy through training, research, and support.
- Recognition, incorporation, and preservation of diversity in play therapy.
- Development and maintenance of a strong professional organization to accomplish these objectives.

IV. Duration & Dissolution

The duration of Corporation's corporate existence is perpetual unless dissolved. The methods and procedures of Dissolution will be governed by Washington Statutes.

V. Effective Date

The effective date will be January 1, 2022.

VI. Registered Agent

The Corporation serves as its own registered agent.

VII. Board of Directors

The management of the affairs of Corporation is vested in a Board of Directors made up of at least 3 directors and as defined in Corporation's Bylaws. No Director has any right, title, or interest in or to any property of Corporation.

VIII. Distribution of Assets Upon Dissolution

At the direction of the board of directors, any and all remaining assets upon dissolution of the Corporation will be distributed exclusively to one or more charitable, religious, scientific, literary, or educational organizations which would qualify under Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of a future federal tax code, or to the federal, state, or local government, for a public purpose.

IX. Exemption Requirements & Restrictions

At all times, the following will operate as conditions restricting the operations of Corporation:

- i. No part of Corporation's annual gross receipts may inure to the benefit of, or be distributable to, its Directors, Officers, Members, or other private persons, incidentally or otherwise, except that the organization is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the charitable purposes described above. This includes reasonable compensation for employees and independent contractors.
- ii. Corporation will not make grants to foreign organizations or send money or property to foreign organizations that are unrelated to Corporation's charitable mission.
- iii. Corporation has no capital stock.
- iv. If Corporation should add chapters (not separately incorporated) or affiliates (separately incorporated) to its corporate structure, Corporation will be the parent according to the following terms:
 - i. The parent organization and its subordinates will all have similar structures, purposes, and activities;
 - ii. The parent organization will set governance and fiscal policies in a uniform governing instrument that each of its subordinates must adopt and follow;

- iii. The parent organization will supervise each subordinate chapter or affiliate, and each subordinate will agree to be partnered with the parent through a written charter contract;
- iv. Subordinates agree to share financial information with the parent organization at all reasonable times (at least quarterly if requested), and to file Form 990s with the IRS if required.
- v. Notwithstanding any other provisions of this document, Corporation will not carry on any other activities prohibited by an organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

X. Corporate Powers

Corporation generally has the powers of a nonprofit corporation pursuant to state statute subject to the limitations of these articles, applicable federal and state laws, or the organization's bylaws. This includes the power to buy and sell property of any kind, enter into contracts, loans, and mortgages; solicit donations, make donations or grants; apply for and receive grants, accept bequests, and establish and maintain an endowment fund.

XI. Written Action

Any action that could be taken at a Board meeting may instead be taken by written action, so long as the following conditions are met:

- The action is taken by a unanimous vote.
- The votes cast through written action must be voted on through authenticated electronic communication (defined as communication that includes information which one can reasonably identify who the sender was (for example, a known email address, phone number, certified e-signature program, etc.)).
- Once the vote is complete, all directors are given immediate notice of the text and effective date of the written action.
- Action taken under this section is effective when the last director signs the consent unless the consent specifies a different effective date.

Action taken under this section has the effect of a meeting vote and may be described as a meeting vote in any document.

XII. Membership

Corporation has voting members. The classes, eligibility, rights, and obligations of any members will be determined by the Board of Directors through its Bylaws.

XIII. Limited Liability & Indemnification

A director will discharge the duties of the position of director in good faith, in a manner the director reasonably believes to be in the best interests of the Corporation, and with the care an ordinarily prudent

person in a like position would exercise under similar circumstances. A person who so performs those duties is not liable by reason of being or having been a director of the Corporation.

The Corporation will indemnify and hold harmless its directors and officers and executive level employees, except in cases involving willful misconduct.

No Director, Officer, member, or employee of Corporation is personally liable for the properly authorized acts, debts, liabilities, or obligations of the nonprofit corporation.

Likewise, no acts, debts, liabilities, or obligations of an individual Director, Officer, member, or employee are subject to payment by the Corporation as a debt or obligation.

XIV. Conflicts of Interest Policy

Corporation will adopt a Conflicts of Interest Policy that meets IRS requirements and nonprofit sector best practices. The purpose of a conflicts of interest policy is to protect Corporation when Corporation is contemplating conducting transactions that might benefit the private interest of an Officer or Director of Corporation or that might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

XV. Gift Acceptance

Corporation may generally solicit and accept gifts that are consistent with its mission. Donations may generally be accepted by Corporation from individuals, partnerships, corporations, foundations, government agencies, or other entities, without limitation. In the course of its regular fundraising activities, Corporation may accept donations including but not limited to money; real property; personal property; stock; other assets; and in-kind goods or services.

The Corporation may establish other gift acceptance policies from time to time which more specifically regulate the acceptance of or solicitation of gifts.

Directors and Officers will not personally accept gifts, entertainment, beneficial actions, or other tokens of recognition from individuals or entities when the party providing the gift, entertainment or favor does so under circumstances where it might be inferred that the action is or could be intended to influence the Director or Officer in the performance of their duties. However, this policy does not apply to acceptance of items or entertainment of nominal value which are not related to any particular transaction.

Approvals

The amendments and restatements of the articles above were duly approved by the Board of Directors and the voting members pursuant to a properly called meeting with written notice.

IN WITNESS WHEREOF, the undersigned signs this document to amend and restate the Corporation named above under the laws of the State of Washington. I hereby certify, under penalty of law, that the above information is accurate and complies with the filing requirements of the state law.



Daisy Vergara, President

02 / 01 / 2022

Date

Washington State Association for Play Therapy Bylaws

I. Purpose

This corporation is not operated for profit. The Corporation, Washington Association for Play Therapy ("WAAPT"), is organized exclusively for the nonprofit purposes as specifically described in the Articles of Incorporation. All changes to WAAPT's purpose are governed by changes to that document.

II. Membership

The Corporation has voting members. The classes, eligibility, rights, and obligations of any members will be determined by the Board of Directors through amendment of these Bylaws.

III. Eligibility, Classes & Criteria

Washington Association for Play Therapy is a branch of the national Association for Play Therapy ("APT"). Those who join APT, may elect to automatically become a member of WAAPT which is the Washington State branch.

- 1. Membership Eligibility.** Application for membership is open to anyone with an interest in the mission, meets the eligibility criteria for the class of member and pays their annual dues, fees, or assessments. Membership applications are submitted to the APT national organization. WAAPT accepts those members in the branch's geographic region.
- 2. Member Classes**
 - a. Professional Member.** Any individual who is a member of (APT) and who is a mental health professional within the U.S. with a master's or higher mental health degree is eligible to become a Professional Member. Each Professional Member who wishes to be involved with WAAPT and meets the eligibility requirements and pays the annual dues will be considered a member who enjoys all the benefits of membership. Professional Members and are eligible to serve on the WAAPT board of directors and are allowed one vote.
 - b. Affiliate Member.** Any individual who is a member of (APT) and who is a full-time graduate student or non-mental health professionals within the U.S. is eligible to become an Affiliate Member. Each Affiliate Member who wishes to be involved with WAAPT and meets the eligibility requirements and pays the annual dues will be considered a member who enjoys all the benefits of membership. Affiliate Members and are eligible to serve on the WAAPT board of directors and are allowed one vote.

- 3. Good Standing.** Voting members in “good standing” are defined as those who: pay membership dues; actively support the organization, maintain their active license as a therapist or non-mental health professional in the United States. Graduate students must maintain full-time status.

B. Member Dues / Fees

National dues and fees are set by APT. The Board may determine from time to time the local chapter annual dues. Failure to pay dues may subject members to termination or suspension.

C. Rights of Members

The Board governs and voting members have limited voting rights. Each voting member in “good standing” is eligible to cast one vote at the annual meeting of the voting membership as well as one vote in any periodic vote involving the voting membership as required by these bylaws, state law or as authorized by Board action. Members must vote either in person, by U.S. mail, or electronically when authorized by Board action. Voting by proxy is not permitted.

D. Member Benefits:

Benefits of membership beyond those provided by APT, may include discounted rates to attend events; member networking events; and other benefits as the Board of Directors may determine from time to time.

E. Members Not Financially Obligated

No member will be personally responsible for any financial obligation of WAAPT.

F. Membership Duration

Once registered as a Corporation Member, Membership will continue for one year from the date of registration.

G. Membership Non-transferable

Membership in Corporation may not be assigned or transferred in any way.

H. Membership Termination

All member rights, privileges, and benefits will cease in the event of:

- Resignation by the member with notice; or,
- Death of the member; or,
- Expiration of the membership duration; or,
- Failure to pay applicable dues/fees.
- If APT severs membership, membership with WAAPT is simultaneously terminated.

- Expulsion (termination) or suspension of a voting member for cause:
- a. Termination of a voting member will follow a procedure that is fair and reasonable under the facts and circumstances. This process will include:
 - At least 15 days prior written notice of the expulsion, suspension or termination which includes a stated reason;
 - The member being terminated or suspended may respond in writing no less than 5 days before the effective date of the termination or suspension to the governing body, committee, or person with authorization to determine the outcome
- b. “Good cause” may include violations of state or federal laws; WAAPT’s articles; bylaws; its codes of conduct; other policies & procedures; or actions that jeopardize WAAPT’s tax exempt status; misappropriation of corporate assets; or any actions or omissions which are counter to the mission and values of WAAPT.
- c. The member may be removed by a two-thirds vote of the Board of Directors.
- d. The expulsion, suspension, or termination of a member does not relieve the member from obligations the member may have to WAAPT for dues/fees/assessments, or for charges for goods or services.

I. Member Grievance Procedure

Any voting member may file a formal grievance with WAAPT. Other forms of conflict resolution are encouraged prior to invoking a grievance. All parties should attempt to resolve disputes through dialogue, or informal or formal mediation whenever possible. In the event such efforts are not successful, the process for filing a grievance is set forth in WAAPT's Grievance Policy and Procedure a copy of which is available on the organization's website.

J. Meetings of Voting Members

4. **Record Date and Membership Roster.** The record date for tabulating who are the voting members at the time of a voting members meeting will be the members available on the roster from APT as of 15 calendar days before the meeting and any new chapter members that WAAPT is aware of on that date. All members in good standing as of this date will be members entitled to notice of the meeting and entitled to vote at the meeting. The Board will maintain an alphabetical list of member names with email or mailing addresses who are entitled to receive a notice and vote. This list will function as the official membership roster for providing notices for that particular meeting. The list of members must be available for inspection by any member, beginning two business days after notice of the meeting is given. The same list will be available at the meeting and used for voting member verification.

- 5. Notice to Members.** Written notice, including the date, time, and place of the meeting, will be provided to each member listed on the official membership roll, at least 10 calendar days in advance of a member meeting. Notice may be provided through any reasonable method. Notice will be provided 30 days in advance of the annual meeting.
- 6. Regular Member Meetings.** Corporation, if desired, may conduct regular member meetings that will take place on a recurring schedule, the specific date, time, and location of which will be designated by the Board and published to the members.
- 7. Annual Member Meetings.** An annual meeting will take place once a year on a schedule designated by the Board. As required by state law, there will be a report on the annual activities and financial condition of the Corporation at the meeting.
- 8. Special Member Meetings.** Special meetings of the members may be called by the President of the Board, a majority of the Board of Directors, or a petition signed by 50 individuals or 25% of the of the members entitled to vote, whichever is less. Special meetings will be conducted in accordance with State law. Business transacted at a special meeting is limited to the purposes specifically stated within the written meeting notice. No other business may be conducted.
- 9. Participation by Remote Communication.** Any member meeting, including annual or special meetings, may be held in whole or in part by means of remote communication. When one or more members participate by means of remote communication, WAAPT will implement reasonable measures to:
 - a.** Verify that each person deemed present and entitled to vote at the meeting by means of remote communication is in fact a voting member; and,
 - b.** The method of remote communication must provide each member with a reasonable opportunity to participate in the meeting, in real time with the other participants, as required by state law.
 - c.** Voting conducted via remote participation may be conducted online through a third-party service to allow for more inclusive participation.
- 1. Member Meeting Quorum.** A quorum of the members will be composed of those eligible members who are present and in attendance at that meeting.
- 2. Member Voting.** All issues to be voted upon by members will be decided by a simple majority of those present at the meeting in which the vote takes place unless otherwise specified in these Bylaws or by resolution of the Board. All eligible voters may cast one vote. Voting by proxy is not permitted.
- 3.** The election of the board of directors requires a member vote.

- 4. Member Meeting Procedures.** All questions of order with respect to any member meeting will be resolved in an orderly manner that is deemed appropriate by the President. WAAPT is not obligated to follow Robert's Rules of Order.
- 5. Member Meeting Decorum.** WAAPT will follow best and lawful practices for conducting business at meetings. The Board will exemplify, communicate, and enforce the expectation that meetings be conducted in an orderly and respectful manner. The Board reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. The President has the responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and to exclude non-members, or to remove any participant from the meeting. Another Officer may serve in the President's capacity if required.
- 6. Member Action Without a Meeting.** WAAPT may facilitate member action without a meeting as permitted by Washington state law. WAAPT will comply with state requirements for member action without a meeting.

IV. Board of Directors (Governing Body)

A. Board Governing Powers

In compliance with state law and common law, the Board of Directors will execute the fiduciary duties (duty of care; the duty of loyalty; and the duty of obedience) to the nonprofit corporation in all aspects of its governance. The Board has all the powers given by state law which are necessary and appropriate for governing WAAPT, including but not limited to the following:

- 1.** Performance of all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, these Bylaws, or other written policies and procedures of WAAPT.
- 2.** Appointment and removal of Board Directors & Officers.
- 3.** Oversee the affairs and activities of WAAPT and set policies and procedures.
- 4.** Enter into contracts, leases, or other agreements which are, in the judgment of the Board, necessary or desirable to the delivery and execution of the mission.
- 5.** Acquire, manage, improve, encumber, leverage or dispose of real or personal property, through any lawful method.

6. Oversee the participation in financial transactions such as loans, debt obligations, investments, promissory notes, bonds, deeds of trust, mortgages, pledges, etc.
7. Indemnify the Directors, Officers, agents, employees, or independent contractors for liability alleged against or incurred by persons in this capacity or arising out of the person's status or obtain insurance for these purposes.
8. Uphold the Bylaws, Policies and Procedures of WAAPT.
9. The Board of Directors may engage in acts that are in the best interests of the Corporation and that are not in violation of state or federal laws or regulations. No Director will have any right, title, or interest in or to any property of WAAPT.

B. Board Compensation

All members of the Board will serve as volunteers. No compensation may be paid to the Directors for their services, time, and efforts in that role. Directors, however, may be reimbursed for necessary and reasonable actual (documented) expenses incurred in the performance of their duties subject to the organization's financial policies and procedures.

C. Board Number and Qualification

Corporation's Board of Directors must be composed of not less than 11.

All Directors must be over the age of 18. These individuals should be broadly representative of the community, possess applicable experience, or meet other eligibility criteria. Directors may not be corporate entities.

D. Board Service Eligibility

All Directors are elected from the pool of voting Professional and Affiliate Members in good standing.

E. Board Terms

All Directors will serve a 3-year term except for the Secretary and Treasurer who will serve a 2 year term. WAAPT will utilize staggered terms or any other reasonable method to preserve institutional knowledge continuation. There is no limitation on the number of terms a Director may serve, except that Directors must take at least one year off after serving 6 consecutive years.

F. Annual Meeting Election Process

1. **Board Recruiting Committee.** The Board will charter a committee to engage members for future board service. The Recruiting Committee will meet periodically throughout the year and identify eligible members who may show interest or talent in board service at WAAPT. These individuals may be engaged with the organization in other volunteer activities as a way to enrich members experiences and to train potential board candidates. Each year, the committee will recruit a pool of board service candidates that meets or exceeds the number of vacant seats.
2. **Voting By Ballot.** If voting for the annual meeting is to occur through a ballot, then WAAPT will deliver a ballot to every member entitled to vote on the matter. A ballot with the list of candidates will be published to the voting Professional Members at least 30 days before the annual meeting along with the meeting notice.
3. Ballots must meet the following criteria:
 - a. Ballots will be in written form and meet state law requirements (whether in print or online);
 - b. Ballots for election of directors will provide an opportunity to vote separately for each candidate. Those candidates receiving the highest number of votes will be elected regardless of quorum requirements being met.
 - c. Ballots for any other proposed action of the members at the annual meeting (if any) will provide an opportunity to vote for or against the action.
4. **Elections.** Eligible voting members that check in to a meeting where Directors will be elected or respond with a written ballot, may vote for individual candidates put forward for election. Those candidates receiving the highest number of votes will be elected. Candidates running for a specific board officer seat who are *not* elected to the specific board seat may also be considered a candidate in the running for any open at-large seats.
5. **Verification & Seating.** If necessary, the eligibility of elected candidates may be confirmed within one week following the close of voting by the Nominating Committee. Outgoing Directors retain their duties until New Directors assume their office at the next scheduled Board meeting. Incoming Secretary or Treasurer roles will assume their office in the same manner, however, the outgoing Secretary or Treasurer will continue to provide 3 months of mentorship training in an informal volunteer capacity.

G. Board Member Resignation

A Director may resign at any time by giving notice to an Officer of the Board. Notice may be in any form. The resignation can be deemed effective immediately without formal acceptance by

the board. If a resignation is provided with a later effective date, then the Board may fill the pending vacancy before the effective date and the new Director will be seated on the effective date and will serve out the remainder of the resigning member's term. If less Directors will remain after the resignation than is mandated as the minimum by these bylaws, then the resignation must not be effective until a successor is elected so the minimum number of Directors is maintained.

H. Board Member Termination or Removal

Any Director may be removed at any time with cause, by an affirmative vote of the voting members at a special meeting which has been called with at least 48-hours' notice. Any Director may be removed by an affirmative vote of the remaining members of the Board of Directors for any of the reasons stated in WA State Statute 2409; subd. (5)(a-g), including for failure to meet eligibility criteria for board service, or for failing to attend at least 3 board meetings; conviction of a felony; or, if their continued service would cause WAAPT to be prohibited from soliciting charitable funds. In these cases, the matter of removal may be acted upon at any meeting of the Board of Directors.

In all cases, the Director subject to removal may not vote on the matter. Upon removal, a successive Director may then be elected by a majority of the Directors remaining in office even if they constitute less than a quorum. The elected Director will fill the vacancy created and serve out the remainder of that term.

I. Board Vacancies

Vacancies in the Board of Directors are filled by a vote of the majority of the remaining Directors at a properly called meeting. The new Director appointed will fulfil the remainder of the term for that seat.

J. Regular Board Meetings

The board will meet routinely, on a schedule designated by the Board which meets or exceeds state nonprofit law minimum requirements.

K. Special or Emergency Board Meetings

Special meetings of the board may be called with 24 hours notice upon the request of the President, Secretary or by 20% of the currently serving Directors.

L. Board Meeting Notices

All written meeting notices, including the date, time, and place of the meeting, are provided to each Director at least 5 calendar days in advance of a meeting. This notice may be given through any reasonable method. The board meeting schedule may be set and published to the board annually in lieu of or in addition to other notices.

Directors may waive the notice requirements. Attendance at the meeting is considered a waiver of notice requirements unless the Director objects at the beginning of the meeting that it was not properly called and does not participate in the meeting.

M. Board Meeting Quorum

Unless otherwise specified in these bylaws, at all meetings of the Board of Directors, a simple majority of 51% or greater of seated Directors constitutes a quorum for the transaction of all authorized business. If 51% or greater of seated Directors are not present, no voting may occur.

N. Board Action / Voting

Unless otherwise specified in these bylaws, during Board meetings, all matters are decided by a simple majority vote. There is no cumulative voting among Directors. Abstaining from votes is not permitted. Board members with a conflict of interest will recuse themselves from all discussion and the vote in accordance with WAAPT's Conflicts of Interest Policy. Proxy voting is not permitted. The acts of the Board are the acts of WAAPT and must be carried out.

O. Private Entity

WAAPT is a private nonprofit corporation not subject to open meetings law and government data practices. WAAPT may hold its meetings open to the public, if.

P. Meeting Procedures

All questions of order with respect to any meeting or action of WAAPT, its Board of Directors, or any chartered committee or task force will be resolved in any orderly manner that is deemed appropriate by the President or committee Chair. WAAPT is not obligated to utilize Robert's Rules of Order.

Q. Meeting Decorum

WAAPT follows lawful and nonprofit sector best practices for conducting business meetings. The Board of Directors will exemplify, communicate, and enforce the expectation that meetings are conducted in an orderly and respectful manner. The Board of Directors reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. The President has the responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and exclude non-members, if necessary, to maintain an orderly meeting. The President has the authority to remove a participant from the meeting. Another Officer may act in the President's place if required.

R. Board Meetings by Remote Participation

Pursuant to state law, meetings of the Board of Directors may occur either in part or solely through remote communication, if desired. The method of remote communication must allow all Directors in attendance to participate contemporaneously in the meeting.

S. Board Written Action Without a Meeting

any action that could be taken at a Board meeting may instead be taken by written action, so long as the following conditions are met:

- The action is taken by a unanimous vote.

- The votes cast through written action must be voted on through authenticated electronic communication (defined as communication that includes information which one can reasonably identify who the sender was (for example, a known email address, phone number, certified e-signature program, etc.)).
- Once the vote is complete, all directors are given immediate notice of the text and effective date of the written action.
- Action taken under this section is effective when the last director signs the consent unless the consent specifies a different effective date.

Action taken under this section has the effect of a meeting vote and may be described as a meeting vote in any document.

V. Officers

A. Election of Board Officers

Board Officers must first also be on the Board of Directors of WAAPT. Officers are effectively board members with extra duties. Board Officers are volunteers and are not paid for their board service. They are elected annually from the pool of seated Directors.

A vacancy in any Board Officer position may be filled by a vote of the Board of Directors for the unexpired portion of the term. The Board of Directors also has the authority to appoint temporary acting Board Officers as may be necessary during the temporary absence or disability of serving Board Officers.

B. Terms

All Board Officers will serve a 1-year term that coincides with a portion of their term as Director. There is no limit to the number of terms an Officer may serve.

The President by nature of their office commits to 3 years of officer duties, serving a 1-year term as the President Elect; a 1-year term as the President; and, a 1-year term as the Immediate Past President.

To guard against fraud, the Treasurer may serve only up to 3 consecutive years. After serving 3 consecutive years, the Treasurer must take at least 1 year off from the Treasurer position before being considered for another term as Treasurer.

C. Resignation

An Officer may resign by giving notice to any other Board Officer. The resignation is effective immediately and without formal acceptance when the notice is given to the Board, unless a later effective date is named in the notice. Notice may be in any form.

D. Removal

Board Officer positions are distinct from board membership. Any Officer who is removed as a Director is also automatically removed from their Officer position. However, any Officer may be removed only from their Officer position with or without cause by a vote of all remaining Directors. The matter of removal may be acted upon at any meeting of the Board of Directors.

The Officer subject to removal cannot vote on the issue. After removal, another board member will be appointed to serve in an interim capacity to fill the vacancy for the remainder of the Officer term.

E. Board Officers & Duties

The principal officers of the board consist of a President, Immediate Past President, President Elect, Secretary and Treasurer. Their duties are as follows:

- 6. President.** The President convenes regularly scheduled board meetings, presides at meetings, or arranges for other Directors to preside at each meeting, if necessary. The President oversees the annual conference planning for their term. The President monitors compliance with the APT Charter Agreement and attends the annual APT meeting and national conference. The President is an ex-officio member of all committees and task forces. The President does not have any extraordinary authority or veto power due to their Office.
- 7. Immediate Past President.** The Immediate Past President serves as the Chair of the Board Recruiting Committee. The Immediate Past President renders advice as needed to ensure organizational knowledge continuity.
- 8. President Elect.** The President Elect executes the powers and responsibilities of the President in the absence or incapacity of the President, and performs duties assigned by the President. The President Elect is an ex-officio member of all committees and task forces. The President Elect prepares an annual action plan in preparation for their upcoming term as President and proposes it to the Board. The President Elect also oversees annual conference planning for their upcoming term as President.
- 9. Secretary.** The Secretary is responsible for keeping records of member actions and board actions, including overseeing the taking of minutes at all board and member meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. The Secretary also oversees board activities related to continuing education such as applications and compliance.
- 10. Treasurer.** The Treasurer is the Chair of the Finance Committee. The Treasurer makes regular reports to the board and makes financial information available to the board and the public. The Treasurer may also assist in the preparation of the budget if required, and may help develop fundraising plans if required.

At the discretion of the Board of Directors, other Board Officers such as Fundraising or Development Director, may be elected with duties that the Board will prescribe.

Officers also have additional duties and powers as prescribed from time to time by the Board of Directors in addition to the duties and powers described by these Bylaws.

VI. Committees & Task Forces

A. Authority

The Board of Directors may act through committees or ad-hoc task forces. The Board may create these groups through resolutions adopted by a vote of the Board of Directors. Each group has the duties and responsibilities granted to it from time to time by the Board. These groups are at all times subject to the control and direction of the Board. Ideally, at least one member the committee or task force will be a Board Member. Committee members may be volunteers that are not on the board. Committees and task forces report back to the Board on a schedule determined by the Board regarding recommendations or action items on the Board's agenda.

B. Committees

Committees may be standing or have an expiration date. Examples of committees that may be formed by resolution adopted by a majority of the Board include but are not limited to: a Nominating Committee; Finance Committee; Governance Committee, etc. Committees are formed under a detailed charter describing their purpose and duties.

C. Task Forces

Task forces are temporary work groups often made up of experts in specified areas of knowledge or practice. Task forces are small groups of people—and resources—brought together to accomplish a specific objective, with the expectation that the group will disband when the objective has been completed. Task forces are formed to address major or complex issues and projects. Often, they are formed in response to an event, whether expected or unexpected, which causes the need to acquire knowledge and respond.

D. Executive Committee

The Board of Directors may (but does not need to) establish an Executive Committee to consist of the Chairs of any standing committees and the Board President. The President is the Chair of any Executive Committee. The creation of an Executive Committee does not relieve the Board of Directors of any of its responsibility. This committee is at all times subject to the direction and control of the full Board. The role of the Executive Committee, if established, is primarily to organize the agenda for each board meeting and may also supervise the Executive Director. In keeping with nonprofit sector best practices, the Executive Committee never has authority to act on behalf of the full board for any reason.

E. Meetings

Meetings of the individual committees and task forces may be held at a time and place (including by phone or virtually) as determined by a majority of the committee or task force members; by the Board President; or, by the Board of Directors. Notice of committee and task force meetings is handled under the same provisions for board meetings, including the ability to waive notice requirements. A simple majority constitutes a quorum for any committee or task force meeting.

VII. Executive Officers, Employees, & Independent Contractors

A. Designation

The Board of Directors may select an Executive Director (whether it uses this title or another comparable title). The Executive Director will be engaged by and act as the administrative agent of the Board of Directors to administer the affairs of WAAPT and implement the policies and decisions of the Board of Directors. The Executive Director has no power or authority apart from that which is delegated to them by the Board of Directors, and the Board has the duty and responsibility to adequately monitor the actions of the Executive Director. The Executive Director may be a non-voting ex officio member of any standing committees and may attend and may participate in all meetings of the Board of Directors except when matters regarding their employment and compensation are under consideration. The Executive Director may not serve as a voting member of the Board of Directors.

B. Compensation

WAAPT may pay compensation to the Executive Director, other hired officers, employees, and other independent contractors for services rendered. The amount and frequency of payments must be reasonable, determined from time to time by the Board in accordance with the Conflicts of Interest Policy, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

C. Checks, Drafts, Petty Cash Fund

The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for WAAPT. They may also be authorized to administer a Petty Cash Fund, the size of which is designated by the Board of Directors.

D. Volunteers

The Board of Directors may establish policies and procedures to recruit, train, and utilize volunteers in the operation of its activities and fulfillment of its purpose and mission. WAAPT may maintain insurance policies to cover those serving as volunteers.

VIII. Management Provisions

A. Diversity, Equity & Inclusion

11. Non-Discrimination

WAAPT will not discriminate against individuals or groups on the basis of gender, age, ethnicity, religion, creed, national origin, citizenship status, sexual orientation, gender expression, disability, marital status, income, political affiliation, or any other legally protected class in its policies, recommendations, programs, or actions.

12. Equal Opportunity

WAAPT will strive to be an equal opportunity employer and will adopt equal opportunity employment policies that comply with state and local requirements.

13. Diversity, Equity & Inclusion

WAAPT will foster principles of diversity, equity, and inclusion in its mission-driven work. This includes fostering diversity, equity, and inclusion in the organization's policies and procedures; in the election of its corporate directors; in the hiring and advancement of its staff; and in all of its programmatic activities.

B. Financial Year

The accounting year of the Corporation begins on April 1 and ends on March 31.

C. Annual Budget & Financial Information

The Board will consider programmatic goals and financial objectives in planning for the annual budget. The Board must review and adopt the budget annually. During the financial year, expenditures must be within budget, unless the budget is revised with Board approval as required by the financial policies and procedures. Financial reports are required to be submitted to and reviewed by the full Board no less than quarterly. At minimum, the Board will regularly review WAAPT's: income statement, balance sheet, and budget to actual reports. At minimum, the Board will review annually, the annual financial report, any audit reports, and IRS 990 information return.

D. Accounts

- 14.** WAAPT will maintain appropriate checking, savings, or other accounts at a reputable bank or financial institution under the name of the Corporation.
- 15.** Any Officer of the Corporation or the Executive Director may be authorized by board resolution to act as signatories on all corporate accounts. WAAPT will at all times have at least two signatories on every bank account or financial account.
- 16.** All money raised in WAAPT's name must be deposited in corporate accounts as charitable assets and used for charitable purposes according to State and Federal fundraising laws and rules.

E. Corporate Office

The corporate office of WAAPT is the place designated in the Articles of Incorporation as the corporate office. WAAPT may change its corporate office in accordance with state law. The corporate records are stored at the corporate office or in an electronic file storage system.

F. Other Offices

WAAPT may maintain offices or places of business other than the corporate office and mailing address on file with its home state. Including those within or outside of its home state, as the Board may from time to time designate or the business of WAAPT may require.

G. Records

WAAPT will keep at the corporate office address or in an online filing system correct and complete copies of its articles and bylaws; accounting records; and, the meeting minutes of its board, committees, and task forces for the last six years.

H. Inspection

A voting member or Director may inspect all records described in the section above, either in person or by agent or attorney, for any proper purpose at any reasonable time with five business days written notice. A proper purpose is one reasonably related to the person's interest as a member or director of the corporation.

Upon request WAAPT will give a voting member or Director who requests it a financial statement (i.e., consolidated financial statements, or income statement and balance sheet, etc.) for the last annual accounting period and a balance sheet with a summary of its assets and liabilities as of the closing date of the last quarterly accounting period.

I. Ownership of Intangible Assets

From time-to-time accounts will be established on behalf of WAAPT for third party services such as web domains, web services, software services, donor or member lists, etc. All accounts of this nature are assets of WAAPT and should be opened in the name of WAAPT whenever possible. If ownership cannot be established in the name of WAAPT, the individual must grant secondary authority whenever possible or share account information and log in credentials to WAAPT's designee to preserve right of access to these assets and accounts.

J. Legal Instruments

All contracts, agreements, and other legal instruments executed by WAAPT must be issued in the name of the corporation, not the individual name of a director, or officer, employee, etc. The Board may establish internal controls or policies which control the number of officers required to sign legal instruments.

Legal instruments must only be signed after proper consideration and approval by the full Board or those with delegated authority (for example, the Executive Director). In the event a legal instrument is not properly approved, then the individual signing the agreement may be considered personally liable.

K. Loans

Loans and other debts are not permitted without authorization of the Board of Directors (or those with delegated authority) specifically authorizing the loan or debt. All loans and debts for WAAPT must comply with state laws governing nonprofits.

L. Periodic Reviews

Periodic reviews are conducted to ensure WAAPT operates in a manner consistent with its charitable purposes; that it files all required paperwork; and, does not engage in activities that could jeopardize its tax-exempt status. The periodic reviews will, at a minimum, include the following subjects:

17. Whether compensation arrangements and benefits and vendor payments are reasonable, based on competent survey information, and the result of arm's length bargaining;
18. Whether partnerships, joint ventures, and arrangements with management organizations conform to WAAPT's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in private inurement, impermissible private benefit or in an excess benefit transaction;
19. Whether WAAPT is properly filing annual paperwork with the IRS (including the Form 990) and certain state agencies for charitable solicitation registration; corporate entity registration; unemployment insurance; sales tax revenue reporting; income tax reporting; or social security administration, etc.
20. Whether WAAPT is compliant with state and federal fundraising regulations and industry best practices.

M. Affiliations

This Corporation is a recognized branch of the national Association for Play Therapy (APT).

WAAPT is an independent organization, separate and distinct from APT.

APT and this Corporation have separately agreed via the APT charter agreement that each party will indemnify the other, including each other's officers, directors, members, employees, and other agents from and against all claims, demands and liabilities (including reasonable attorney's fees and costs) that might be asserted by third parties arising from the charter agreement. This obligation to indemnify and hold harmless will survive the expiration or termination of the charter agreement.

N. Policies and Procedures

The Board of Directors may establish policies and procedures including but not limited to:

- To maintain records of decisions made by the Board in one central location;
- Regarding internal financial controls;
- Regarding conflict of interest;
- Regarding gifts and grants to other individuals/organizations;
- Regarding employees and volunteers; and
- Regarding other topics that may become reasonable and necessary.

IX. Amending the Articles of Incorporation and Bylaws

The Corporation has the power to amend the Articles of Incorporation and Bylaws. Subject to restrictions imposed by state statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of the Board at a properly called meeting.

Certification

These Bylaws were approved at a properly conducted meeting of the Board of Directors of Corporation by a majority vote.



Secretary

02 / 01 / 2022

Date

The voting membership approved these Bylaws on the 1st day of February,
2022.

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