

BYLAWS

PUGET SOUND GROUP PSYCHOTHERAPY NETWORK

REVISED, MARCH, 2006; NOVEMBER, 2013

ARTICLE I Identification

Section 1. **Name.** The name of the organization shall be Puget Sound Group Psychotherapy Network (the "Network").

Section 2. **Incorporation.** The Society has been incorporated under the provisions of the General Laws of the State of Washington as a nonprofit organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code.

Section 3. **Affiliation.** The Network is an affiliate society of the American Group Psychotherapy Association

Section 4. **Geographic Boundaries.** The Network's geographical area shall include western Washington State (east to Yakima and Wenatchee). Membership shall be accepted, and relations welcomed, from individuals residing or working outside of this region, including eastern Washington, Oregon, Idaho, and British Columbia, Canada.

ARTICLE II Purposes

We, the Puget Sound Group Psychotherapy Network, are committed to serving our membership and the community of mental health professionals. We seek to provide:

1. An inter-disciplinary forum for professionals involved in the use of group psychotherapy for the enhancement of mental health;
2. Educational programs on a regular basis for our membership and other mental health practitioners;
3. Opportunities for professional development;
4. Training and additional learning opportunities in group psychotherapy for newly credentialed professionals and students; and;
5. A professional community for group therapists which will assist members in forming professional and social alliances.

ARTICLE III Membership

Section 1. **Classes of Membership.** There shall be 4 classes of membership in the Network:

A. **Full Member**, having one of the following professional affiliations:

1. Licensed Clinical Social Worker
2. Licensed Marriage & Family Therapist
3. Licensed Psychiatrist or other MD
4. Licensed Psychologist
5. Registered Nurse or Nurse Practitioner
6. Licensed Mental Health Counselor
7. Other professionals having a graduate degree and certified/licensed as a
 - a. Alcohol and Drug Abuse Counselor
 - b. Creative Arts Therapist
 - c. Pastoral Counselor

B. **Organizational Member:** Mental health clinic, hospital, training institution, or other organization.

C. **Student /Pre-licensed Member:** Current enrollment in a graduate program or medical school; or recent graduate from such a program currently working toward professional licensure.

D. **Lifetime Member:** Full member in good standing for 15 years of more, 65 years old or older, who has been nominated and approved for such status in accordance with Article III, Section 2 (b) below.

Section 2. Methods of Application and Election

A. **Full, Organizational, and Student/Pre-licensed Members.** Applications for these memberships shall be forwarded to and evaluated by the Membership Committee. Applicants shall become members upon full payment of dues.

B. **Lifetime Members.** Any individual who is a member of PSGPN may recommend to the Membership Committee nominations for Lifetime membership status. The recommendations of the Membership Committee shall be submitted to the Board, and a two-thirds vote of those Board Members present and voting shall be required for approval.

C. **Transfer of Membership.** Applications for transfer from one membership category to another may be made as qualifications are updated. Such applications shall be processed in the same way as noted in this Article III, Section 2, (A).

Section 3. Membership is Subject to:

A. **By-Laws.** All members, by accepting such status, shall for all purposes be deemed to have accepted and to have agreed to be bound by the By-Laws of PSGPN as the same may then exist or as the same may, from time to time, be altered or amended.

B. **Ethics.** Each member shall adhere to the ethics of his or her respective professional organization.

Section 4. Dues

A. **Membership Year.** The membership year of PSGPN shall be from July 1 of each year through June 30 of the following year.

B. **Amount of Dues.** The amount of dues for each membership category shall be established by a majority vote of the Board and shall be reviewed annually except that there will be no dues for Lifetime Members.

C. **Collection of Dues.** Members of PSGPN shall receive telephone, electronic mail and/or written notice of dues. For those members who have not renewed membership by September 1, a letter, electronic mail communication or phone call will notify such members that membership status will be terminated by the Board unless dues are received by October 1. Membership may be reinstated by the Board at any time on receipt of back dues.

D. **Proration of dues.** Dues paid in conjunction with fees paid for the Spring Conference will be considered payment for the following year's dues.

Section 5. Termination of Membership

A. Termination of membership may be made by written resignation.

B. For all dues-paying members, when dues have not been paid by October 1, membership will automatically be terminated.

ARTICLE IV Meetings of the Membership

Section 1. Annual Meeting

An annual meeting of the membership shall be held. The Annual Meeting shall include annual reports from Executive Committee Members and from the Chairs of all Standing Committees.

Section 2. Special Meetings

Special Meetings are defined as any meeting of the membership held for PSGPN business except for the Annual Meeting.

Section 3. Notice

Notice of time, place, and purposes of any Annual or Special Meeting of the membership shall be given to all members not less than fifteen days prior to said meeting by mail, electronic mail or by phone.

Section 4. Voting

At all meetings of the membership, each member shall be entitled to one vote. Organizational members have one vote per organization.

Section 5. **Quorum**

Three officers of the Executive Committee (see Article VII, Section 2 below) and ten percent of the voting membership shall constitute a quorum for the transaction of business at any Annual or Special Meeting of the members. When a quorum is present, the affirmative vote of a majority of the members entitled to vote who are present in person shall be necessary and sufficient to the decision of any question brought before the meeting unless a larger vote is required by law.

ARTICLE V

Board of Directors

Section 1. **Composition**

The management of PSGPN and all of its affairs shall be entrusted to a Board of Directors comprising a minimum of seven members. This shall include the four members of the Executive Committee (President, Secretary, Treasurer, President Elect or Past President) and a minimum of three others serving as 1) committee chairs, or 2) members-at-large.

Section 2. **Election**

The President-elect, the Secretary, and the Treasurer of the Board of Directors shall be elected by ballot made available to all voting members of PSGPN. Members shall be entitled to vote for one candidate for each elective office and to vote for any other issue submitted by the Board of Directors to the membership. Voting shall take place by mail, by electronic means, or at the Annual Membership Meeting as defined in Article IV, Section 1. PSGPN shall make ballots available to the membership one month prior to the date set for tabulation of the vote.

Section 3. **Term**

The terms of the President, Past President, President-elect, Secretary, and Treasurer shall be as hereinafter provided in Article VI, Section 2. The terms of the other elected Board Members shall be two years. All terms shall be staggered so that in any one year, no more than four Board Members' terms shall expire.

Section 4. **Vacancies**

If a vacancy exists in an unexpired term of Secretary, Treasurer or member of the Board of Directors, such vacancy shall be filled by the Board of Directors by appointment of a successor to hold office until the next election. Such appointment shall require a majority vote of those Board Members present and voting, and the term of office shall expire at the next Annual Meeting of the membership. If a vacancy exists in an unexpired term of a President-elect, the Nominating Committee shall be directed by the Board to present names of eligible candidates for the office and a special election will be held.

Section 5. **Meetings and Notice**

The Board of Directors shall meet on a regular basis at times and places as may be fixed by the Board. Special meetings of the Board of Directors may be called in one of two ways: by order of the President, or by the President on written request of three members of the Board of Directors. Notice in writing of time, place, and purposes of each meeting of the Board of Directors shall be delivered personally, mailed or emailed to each member of the Board at least one week prior to the meeting. Notice may also be given via telephone.

Section 6. **Quorum**

A majority of the Board of Directors in person or by written proxy shall constitute a quorum at any meeting of the Board of Directors. When a quorum is present, the majority vote of those present in person or by proxy shall be necessary and sufficient to the decision of any question brought before the meeting.

Section 7. **Action Without a Meeting**

The Board of Directors without assembling, may take action by the unanimous written consent or concurrence of all members thereof with like effect as if such action were taken at a meeting of the Board of Directors duly called and held with a quorum present and voting.

Section 8. **Presiding Officer**

The President of PSGPN shall preside at meetings of the Board of Directors, or in his/her absence, the President-elect, or in his/her absence, the Secretary, or in his/her absence, the Treasurer, or in his/her absence, the Past President.

Section 9. Powers and Duties

Without limiting the generality of Section 1 of this Article V, the Board of Directors shall have the following powers and duties:

- A. to carry out all the purposes of PSGPN, and managing the website;
- B. to review and assess the affairs of PSGPN;
- C. to be responsible for the business and financial affairs of PSGPN;
- D. to appoint and dissolve all committees, except as herein otherwise provided for; to stimulate the activities of all committees; to coordinate the work of related committees of PSGPN; and to act on recommendations of such committees; and
- E. to plan for the advancement of PSGPN's activities, including all programming and welfare.

ARTICLE VI Officers

Section 1. **Officers.** The officers of PSGPN shall consist of the President, the Past President, the President-elect, the Secretary, the Treasurer, all elected as provided in Article V, Section 2, and such other officers as the Board of Directors may from time to time appoint.

Section 2. **Term.** The term of office for the President shall be two years and he/she may not succeed him/herself in this office. The President-Elect shall have a term of **one year** and shall then succeed to the office of President upon expiration of the President's term. The Past President shall have a term of **one year** commencing upon the expiration of his/her term in the office of President. The terms of office of the Secretary and Treasurer shall be two years, but they may be elected for successive terms. Any other officer may be elected for a second term after which he/she shall not be eligible for the same office for two years.

Section 3. **Power and Duties.** The officers shall have the powers and perform the duties customarily belonging to their respective offices, including the powers and duties listed below:

- A. The President** shall preside at all meetings of members and act as Chair of the Board of Directors and the Executive Committee. He/She shall exercise general supervision over the affairs of PSGPN; shall appoint Chairs of Standing Committees as herein or later provided for; shall be an ex officio member of all committees, and shall perform such other duties as are incident to his/her office or as may be properly required of him/her by actions of the members or of the Board of Directors at duly constituted meetings;
- B.** In the absence or incapacity of the **President**, the **President-elect** shall have the powers and shall perform the duties of the **President**. In the absence of the **President-elect**, the **Secretary** shall have these powers and duties; in the absence of the **Secretary**, the **Treasurer** shall have these powers and duties; and in the absence of the **Treasurer**, the **Past President** shall have these powers and duties;
- C. The Secretary** shall keep records of all meetings of members and of the Board of Directors and shall make a report thereon. He/She shall conduct and have custody of the official correspondence of PSGPN and of the Board of Directors, shall issue calls and notices of meetings and shall perform such other duties as are incidental to his/her office, which may include working with an administrative assistant, or as may be properly required of him/her by actions of the members of the Board of Directors at duly constituted meetings; and
- D. The Treasurer** shall receive all monies due to PSGPN and shall disburse such sums as are necessary to meet lawful indebtedness incurred and authorized by vote of the members or by the Board of Directors. He/She shall have custody on behalf of PSGPN of all funds and securities of any type and shall deposit the same in the name of PSGPN in such bank or banks as the Board of Directors may direct. With the advice and consent of the Board of Directors, he/she shall have power to invest and reinvest surplus funds. He/She shall be responsible for the filing of PSGPN's income tax status with state and Federal governments. If a paid administrative assistance is in the employ of the Network, The treasurer shall be responsible for all documentation and other obligations of employment as required by state and Federal governments. The Treasurer shall report on the financial status of PSGPN at each Board meeting, and he/she shall render to the membership at the annual meeting an accurate account of all sums received and disbursed during the preceding fiscal year and of all sums and funds which are not expended. He/She shall perform such other duties as are incidental to the office or as may be properly required by action of the members or of the Board of Directors at duly constituted meetings.

ARTICLE VII Committees

Section 1. Procedures for Appointment

- A. Nominating committee putting forth All Chairpersons of Standing Committees, with the exception of the Nominating Committee shall be appointed by the President with the consent of the Board of Governors for a term of one year, which may be renewed.
- B. All Chairpersons of Ad Hoc Committees shall be appointed by the President for a term in keeping with the task of the Committee. Such term shall not extend past the President's term of office unless otherwise noted as in this Article VII, Section 2, (b).
- C. The President shall inform the Board of Directors of all such appointments. In the case of resignation or death of a committee Chairperson, the President shall appoint a successor immediately.
- D. The President shall serve as Chairperson of the Board of Directors and shall serve as an ex officio member of all Standing and Ad Hoc Committees.
- E. Committee Members. Members of Standing Committees shall be recommended to the Board for appointment by the Chairperson of the committee. Members of the Ad Hoc Committees shall be appointed by the President and the Board shall be so informed.
- F. The term of appointment for committee membership shall be for one year, and may be renewed. Committees shall consist of a minimum of two members and, unless otherwise indicated, shall strive to balance professional discipline, geographic location, and levels of experience with the goal of encouraging participation of all classes of the membership

Section 2. Types of Committees

- A. **Ad Hoc Committees.** The President shall appoint Ad Hoc Committees as deemed necessary to carry out the affairs of PSGPN. The term of office of the Chairperson and members of such committees shall expire with the term of office of the President who appointed them, unless they are reappointed for continuation of their function by his/her successor.
- B. **Standing Committees.** The Standing Committees shall consist of the Executive Committee, Membership Committee, By-Laws Committee, Nominating Committee, Programming Committee, and Annual Conference Committee.
 - 1. **Executive Committee.** The Executive Committee shall consist of the President, Secretary and Treasurer, with the immediate Past President or President-Elect participating as appropriate and willing. The Executive Committee shall have the power and duty to conduct PSGPN business between Board Meetings within the scope of the power and duties of their respective offices and to make recommendations to the Board of Directors.
 - 2. **Membership Committee.** The Membership Committee shall have the power and duty to evaluate and make recommendations to the Board regarding the applications for membership in accordance with the provisions of these By-Laws. It shall develop and implement plans for the recruitment and retention of members in the Network. The Committee shall also be responsible for the notification of membership and for all other activities directed toward membership renewal well in advance of the beginning of the fiscal year as defined in Article VIII below. It shall consider cases of members who have reportedly violated professional ethics and shall make recommendations to the Board of Directors for appropriate action.
 - 3. **By-Laws Committee.** The function of the By-Laws Committee shall be to assess periodically the adequacy of the By-Laws and, when appropriate, to propose revisions for Board consideration.
 - 4. **Nominating Committee.** The Nominating Committee shall consist of a minimum of three members, one of whom shall be currently serving as a voting member of the Board of Directors, one of whom shall be a former President of the Network, and one of whom shall be from the general membership. Unless otherwise arranged, the former President of the Network shall direct and manage the affairs of the Nominating Committee. A slate of candidates for the Nominating Committee shall be prepared by the

Board of Directors. It shall be the duty of the Nominating Committee to carefully consider available candidates for both elected and non-elected positions. It shall ascertain the willingness of the proposed nominees to serve as President-elect, Secretary, Treasurer, committee chairs, and members at large of the Board of Directors. The Nominating Committee shall present to the membership for mail or electronic ballot vote a slate of candidates for the offices of President-elect, Secretary, Treasurer, and members at large of the Board of Directors.

5. **Program Committee.** The Program Committee shall be responsible for the planning and execution of meetings, workshops, and programs related to the purposes of the Network. The Committee shall present its plans to the Board of Directors for approval.
6. **Annual Conference Committee.** The Annual Conference Committee shall have responsibility for organizing, promoting and conducting the Annual Conference. The Committee shall submit its plans to the Board of Directors for approval.

ARTICLE VIII Fiscal Year

Section 1. The fiscal year of PSGPN shall be July 1 of one year through June 30 of the following year.

ARTICLE IX Use of Funds and Distribution of Property upon Dissolution

Section 1. PSGPN is organized and is to be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. No part of the net earnings of PSGPN shall inure to the benefit of any of its members or any individual, except that PSGPN shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Section 2. In the event of the dissolution of PSGPN and after paying or making provisions for the payment of all of the liabilities of PSGPN, the directors shall transfer all of PSGPN's assets to the Group Psychotherapy Foundation ("the Foundation"), provided the Foundation qualifies as an exempt organization by reason of description in Code Section 501 (c)(3) at the time of transfer. If, at the time of transfer, the Foundation does not qualify as an exempt organization by reason of description in Code Section 501(c)(3), PSGPN may transfer its assets to one or more Code Section 501(c)(3) public charities.

ARTICLE X Restrictions Regarding Political Activities

Section 1. No substantial part of the activities of PSGPN shall consist of carrying on propaganda or otherwise attempting to influence legislation, and PSGPN shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.

ARTICLE XI Amendments

Section 1. Amendments to these By-Laws may be proposed by any member of PSGPN at any Meeting of members or may originate at a meeting of the Board of Directors to be presented at the next meeting of members. In either event, the proposed amendment must be sent with the notice of the Annual Meeting or a Special Meeting to be voted on at that meeting of members. A two-thirds vote of the voting members present in person at the meeting of members at which the proposed amendment is voted upon shall be necessary and sufficient for the adoption of the proposed amendment, provided that the appropriate notice of the proposed amendment has been given in accordance with the notice requirements for meetings set out in Article IV Section 3 above.