

CAROLINAS GROUP PSYCHOTHERAPY SOCIETY

An affiliate of the AMERICAN GROUP PSYCHOTHERAPY ASSOCIATION

ARTICLE I Identification

Section 1. Name

The name of this society shall be Carolinas Group Psychotherapy Society. Hereinafter it shall be referred to in this document as CGPS.

Section 2. Affiliation

CGPS is an Affiliate Society of the American Group Psychotherapy Association (AGPA).

Section 3. Geographic Boundaries

CGPS's geographical area shall include the states of North Carolina and South Carolina.

ARTICLE II Purposes

Section 1. The purposes for which CGPS is formed are:

- a) To provide a forum for the exchange of ideas among persons interested in group psychotherapy;
- b) To encourage the development of ongoing professional training in group psychotherapy for qualified mental health professionals;
- c) To establish and maintain high standards of ethical and professional group psychotherapy practice;
- d) To encourage and promote writing and research in the area of group psychotherapy;
and
- e) To disseminate information about group psychotherapy to interested professionals in mental health and related areas, and to the public.

ARTICLE III Membership

Section 1. Classes of Membership

There shall be two classes of membership of CGPS: (a) Professional Members and (b) Student Members

Section 2. Professional Members

- a) Qualifications. It is recommended that Professional Members be in good standing of AGPA or their respective professional organizations.

b) Rights and Privileges. All Professional Members who are in good standing with CGPS may participate fully in the affairs of CGPS by such activities as voting, serving on Committees including in the capacity of Chair, and holding any elected office. Only Professional Members may be nominated for the office of President. It is recommended, and highly valued, that all Professional Members become AGPA members or belong to their own Professional National or International Organizations and consider getting their CGP.

Section 3. Student Members

- a) Qualifications. Students who have not completed a degree in the field of mental health or a related field and are currently enrolled in such a program of study.
- b) Rights and Privileges. Student Members in good standing may participate in all the affairs and activities of CGPS with the exception of voting and holding elected office.

Section 4. Methods of Application and Election

- a) Professional and Student Members. Applications for these memberships shall be forwarded to the Membership Committee. The recommendations of the Membership Committee shall be submitted to the Board. A majority of those Board Members present and voting shall be required for approval. Applicants shall become members upon full payment of dues.
- b) 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 7, (a).

Section 6. Membership is Subject to:

- a) ByLaws. All members, by accepting such status, shall for all purposes be deemed to have accepted and to have agreed to be bound by the ByLaws of CGPS 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 7. Dues

- a) Membership Term. Whenever membership dues are paid, they will be valid for that calendar year, January 1 through December 31.
- 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.
- c) Collection of Dues. Current members of CGPS shall receive notice of dues in November, one month before the end of the annual membership term. In

January, another notice will be sent to those who did not renew. Lapsed members, or new members, may join at any time during the calendar year by paying the annual membership dues for the current year. There is no proration of dues for partial year membership and no penalty or requirement of back dues for lapsed membership.

Section 8. Termination of Membership

- a) Termination of membership may be made by written or electronic mail resignation.
- b) Termination of membership may also be warranted by CGPS for ethical violations.
- c) For all dues paying members, when dues have not been paid by the end of their membership term, membership will automatically be terminated after a second notice is sent.

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 CGPS 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, Professional Members shall be entitled to one vote. Student Members shall be entitled to receive notification of all meetings, to be present at, and to participate in such meetings, but shall not be entitled to vote.

Section 5. Quorum

Three officers of the Board of Directors (see Article VII, Section 2 below) and five 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 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 CGPS and all of its affairs shall be entrusted to a Board of Directors consisting of four elected officers and up to five elected Board Members.

Section 2. Election

The President, President-elect, the Secretary, the Treasurer, and the elected members of the Board of Directors shall be elected by ballot made available to all voting members of CGPS. Each Professional Member 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 or by electronic means. CGPS 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 staggered so that in any one year, no more than four Board Members' terms shall expire.

Section 4. Vacancies

If a vacancy exists in the office of Secretary, Treasurer or an at-large 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 to each member of the Board at least one week prior to the meeting.

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/electronic mail consent or agreement of all members 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 CGPS shall preside at meetings of the Board of Directors, or in their absence, the President-elect, or in their absence, the Secretary, or in their absence, the Treasurer, or in their 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 CGPS, disseminating information to membership through the newsletter, listserv, Facebook page, other social media and managing the website;
- b) to review and assess the affairs of CGPS;
- c) to be responsible for the business and financial affairs of CGPS;
- 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 CGPS; and to act on recommendations of such committees; and
- e) to plan for the advancement of CGPS's activities, including all programming, and welfare.

Section 10. Removal

The absence of a Director from three regular meetings of the Board of Directors in a twelve month period shall be cause for the automatic removal from the Board unless, for good cause shown, this provision shall be waived by the Board of Directors.

The Board shall have the power to remove by majority vote a Director for failure to perform prescribed duties, as determined in a regularly scheduled meeting of the Board.

ARTICLE VI Officers

Section 1. Officers

The officers of CGPS 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 they may not succeed themselves 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 their term in the office of President. The terms of office of the Secretary shall be for as long as the person successfully fulfills the role responsibilities and Treasurer shall be for as long as the person successfully fulfills the roles responsibilities. Therefore, Secretary and Treasurer may be elected for successive terms.

Section 3. Powers 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. They shall exercise general supervision over the affairs of CGPS; 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 their office or as may be properly required of them 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. They shall conduct and have custody of the official correspondence of CGPS and of the Board of Directors, shall issue calls and notices of meetings and shall perform such other duties as are incidental to their office, which may include working with an administrative assistant, or as may be properly required of them by actions of the members of the Board of Directors at duly constituted meetings; and
- d) The Treasurer shall receive all monies due to CGPS 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. They shall have custody on behalf of CGPS of all funds and securities of any type and shall deposit the same in the name of CGPS in such bank or banks as the Board of Directors may direct. They shall have custody of all property of CGPS and shall hold the same subject to the order and direction of the Board of Directors. With the advice and consent of the Board of Directors, he/she shall have power to invest and reinvest surplus funds. They shall arrange to have CGPS's accounts examined annually by the Audit Committee. They shall be responsible for the filing of CGPS's income tax status with the state and Federal governments. The Treasurer shall report on the financial status of CGPS at each Board meeting, and they 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. They 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) All Chairpersons of Standing Committees, with the exception of the Nominating Committee and the Audit Committee, shall be appointed by the President 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. Committee appointments shall be confirmed by majority vote of Board members present and voting. Members of the Ad Hoc Committees shall be appointed by the President and the Board shall be so informed.

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 CGPS. (By-Laws, Audit, CEU). 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 their successor.
- b) Standing Committees: The Standing Committees may consist of the Executive Committee, Membership Committee, the Nominating Committee, Program Committee, Scholarship Committee and the Professional Development Committee.

The terms of appointment for committee membership shall be for two years, and may be renewed. Committees may consist of a minimum of three 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.

1. Executive Committee. The Executive Committee shall consist of the President, Program Chair and Treasurer. The Executive Committee shall have the power and duty to conduct CGPS 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 ByLaws and shall keep the Board of Directors advised of all members who are exempt from the payment of dues under Article III, Section 9, (above). It shall encourage applications from qualified persons. 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. Nominating Committee. The Nominating Committee, including the Chair, shall be elected by the Board and shall include a former member of the Executive Committee. A slate of candidates for the Nominating Committee shall be prepared by the Board of Directors. The Nominating Committee shall comprise a reasonable balance between the disciplines and the geographical distribution of members. It shall be the duty of the Nominating Committee to carefully consider available candidates for elected office. It shall ascertain the willingness of the proposed nominees to serve as President-elect, Secretary, Treasurer, 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.

4. Scholarship Committee. The Scholarship Committee shall be responsible for giving CGPS members the opportunity to donate to the scholarship fund at each CGPS event and at membership renewal. The Scholarship Committee shall review and approve applications for scholarship in accordance with guidelines maintained separately from this document. Other functions of the Scholarship Committee shall include coordination with the CGPS Treasurer.

5. Professional Development Committee. The Professional Development Committee shall promote training opportunities such as the core course, supervision, and consultation. The Professional Development Committee shall disseminate education and information about group psychotherapy.

ARTICLE VIII Fiscal Year

Section 1. The Fiscal year of CGPS shall be January 1 of one year through December 31 of the same year.

ARTICLE IX Use of Funds and Distribution of Property on Dissolution

Section 1. CGPS 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 CGPS shall inure to the benefit of any of its members or any individual, except that CGPS 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 CGPS and after paying or making provisions for the payment of all of the liabilities of CGPS, the directors shall transfer all of CGPS'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), CGPS 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 CGPS shall consist of carrying on propaganda or otherwise attempting to influence legislation, and CGPS 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 CGPS 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.