

The Carolinas Group Psychotherapy Society

By-Laws

Revised August 2001

Article 1

Identification

1. Name. The name of this society shall be The Carolinas Group Psychotherapy Society.
2. Geographic Boundaries. The Society shall include the states of North Carolina and South Carolina.
3. Affiliation. The Society is a Regional Affiliate of the American Group of Psychotherapy Association, Inc. To remain in good standing, the society will hold one formal meeting annually, and the secretary of the society will send notices and reports of each meeting to the secretary of AGPA and to the chairperson of the affiliate assembly.

Article II

Purposes

1. The purposes for which the Society is formed are:
 - 1.1 To provide a forum for the exchange of ideas among persons interested in group therapy.
 - 1.2 To encourage the development of sound training for group therapists.
 - 1.3 To establish and maintain high standards of ethical and professional practice in the field of group therapy.
 - 1.4 To encourage and promote writing and research in the area of group therapy.
 - 1.5 To disseminate information about group therapy to interested professionals in mental health and related areas, and to the public.

Article III

Membership

1. Classes of Membership. There shall be nine classes of membership of the Society: (a) Clinical Members, (b) Academic Members, (c) Research Members, (d) Associate Clinical Members, (e) Student Members, (f) Fellows, (g) Honorary Members, (h) Life Members, and (i) Affiliate Members.

2. Clinical Members.
 - 2.1 Qualifications. Clinical professionals who are Clinical Members in good standing of the American Group Psychotherapy Association.
 - 2.2 Rights and Privileges. Clinical Members in good standing may participate fully in the affairs of the Society including such activities as voting, serving on committees, and holding office.

3. Academic Members.
 - 3.1 Qualifications. Academicians who are Academic Members in good standing of the American Group Psychotherapy Association.
 - 3.2 Rights and Privileges. Academic Members in good standing may participate fully in the affairs of the Society including such activities as voting, serving on committees, and holding office.

4. Research Members.
 - 4.1 Qualifications. Researchers who are Research Members in good standing of the American Group of Psychotherapy Association.
 - 4.2 Rights and Privileges. Research Members in good standing may participate fully in the affairs of the Society including such activities as voting, serving on committees, and holding office.

5. Associate Clinical Members.
 - 5.1 Qualifications. Clinical professionals who are Associate Clinical Members in good standing of the American Group Psychotherapy Association.
 - 5.2 Rights and Privileges. Associate Clinical Members in good standing may participate fully in the affairs of the Society including such activities as voting, serving on committees, and holding office.

6. Student Members.
 - 6.1 Qualifications. Individuals who are Student Members in good standing of the American Group Psychotherapy Association.
 - 6.2 Rights and Privileges. Student Members in good standing may participate in the affairs of the Society by such activities as serving on but not chairing Committees, but may not vote or hold office.

7. Fellows.
 - 7.1 Qualifications. Clinicians who are Fellows in good standing of the American Group Psychotherapy Association.
 - 7.2 Rights and Privileges. Fellows in good standing may participate in the affairs of the Society including such activities as voting, serving on committees, and holding office.

8. Honorary Members.
 - 8.1 Qualifications. Non-members of the Society who have rendered distinguished service to the Society or to the development of group psychotherapy.
 - 8.2 Rights and Privileges. Honorary members may participate in the affairs of the Society by such activities as serving on but not chairing Committees, but may not vote or hold office.

9. Life Members.
 - 9.1 Qualifications. Clinical members, Fellows, and Associate Clinical Members in good standing who have had membership for fifteen years or those who upon reaching age sixty-five have a combination of age and years of membership which total seventy.
 - 9.2 Rights and Privileges. Life Members shall have all the privileges of their categories and shall be entitled to a fifty percent reduction in the applicable membership dues.

10. Affiliate Members.
 - 10.1 Qualifications. Clinical professionals in the field of mental health who, although not members of AGPA, are interested in the practice and development of group psychotherapy.
 - 10.2 Rights and Privileges. Affiliate members may participate in the affairs of the Society by such activities as serving on but not chairing Committees, but may not vote or hold office.

11. Methods of Election.
 - 11.1 Clinical Members, Academic Members, Research Members, Associate Clinical Members, Student Members, Fellows, Affiliate Members, and Life Members. Applications for these categories shall be evaluated and decided by the Membership Committee. Applications for transfer from one category to another may be made as the specified qualifications are reached and such applications shall be evaluated and decided by the Membership Committee.

12. Members Subject to By-Laws. All members, by accepting such status, shall for all purposes be conclusively deemed to have accepted and to have agreed to be bound by the Bylaws of this Society as the same may then exist or as the same may, from time to time, be altered or amended.

13. Dues.
 - 13.1 Membership Year. The membership year of the Society shall begin on January 1 of each year and end on December 31 of the same year.
 - 13.2 Amount of Dues. The Board of Directors shall establish dues for each category of membership. Two-thirds approval of those Board members present and voting at a duly constituted meeting of the Board of Directors is required in order to revise membership dues. The dues for Life members shall not exceed fifty percent of the dues of the membership categories. Unless dues are paid within three months after the due date established by the Board, membership shall be terminated, but may be reinstated by the Board upon notification by the Treasurer of receipt of back dues.

14. Termination and Resignation of Membership.
 - 14.1 Termination of membership may be by written request of the member or when dues are in arrears for three months.
 - 14.2 The Society supports the ethical codes of primary professional organizations to which members belong. Response of the Society to ethical violations by Society members shall parallel those of the primary organization.

Article IV

Meetings

1. Annual Meetings. A meeting of the members shall be held annually during the first six months of each year for the transaction of business as may properly come before the members (as determined by the members). The Annual Meeting shall include reports from the Officers and from chairs of all other committees or their designated representatives.
2. Special Meetings. Special meetings of the members may be called by the President, the Secretary, or by the Board of Directors. Special meetings may also be convened by members entitled to cast one-twentieth of the total number of votes entitled to be cast at such meeting.
3. Place and Time of Meetings. Meetings of members may be held at such place, within or without the States of North Carolina and South Carolina, and at such hour as may be fixed in the notice of the meeting.
4. Notice.
 - 4.1 Written, printed and/or email notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten or more than sixty days before the date of the meeting, either personally or by mail or email, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting.
 - 4.2 If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid, addressed to the member at his or her address as it appears in the records of the Society.
5. Waiver of Notice. Whenever any notice is required to be given to any member under the Articles of Incorporation or these By-laws, a waiver thereof in writing signed by the member entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance at a meeting, in person or by proxy, shall constitute a waiver of notice thereof, except where attendance is for the express purpose of objecting to the call or convening of the meeting.

6. Quorum. Three officers 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. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called. When a quorum is present, the affirmative vote of a majority of the members present in person or by proxy shall be necessary and sufficient to the decision of any question brought before the meeting unless a law requires a larger majority.

7. Proxies. A member may vote by proxy executed in writing by the member or his or her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

8. Vote.
 - 8.1 As provided in the Articles of Incorporation, each member shall have one vote. Voting on all matters, including the election of officers and directors, may be conducted by mail and/or email.
 - 8.2 Whenever any corporate action is to be taken by vote of the members, it shall, except as otherwise required by law or by the Articles of Incorporation, be authorized by a majority of the votes cast at a meeting or mail ballot or email ballot of the voting membership.

9. Presiding Officer. The President of the Society shall preside at any meeting of members. In the absence of the President, the President-Elect shall preside, with the Secretary and Treasurer following in that order. If none of these officers are present to preside at the meeting, the members present shall appoint a presiding officer for the meeting. If the Secretary is not present, the appointee of the person presiding at the meeting shall act as secretary of the meeting.

Article V

Board of Directors

1. Powers. There shall be a Board of Directors of the Society, which shall manage, supervise and control the business, property, and affairs of the Society, except as otherwise expressly provided by law, the Articles of Incorporation of the Society, or these By-Laws. The Board of Directors shall be vested with the powers possessed by the Society itself, including the powers to determine the policies of the Society and prosecute its purposes, to appoint and remunerate agents and employees (including the power to delegate some or all of this authority), to establish the budget of the Society, to disburse the funds of the Society, and to adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

2. Numbers and Qualifications.
 - 2.1 The Board of Directors of the Society shall be composed of the President-Elect, President, Secretary, Treasurer, (hereinafter referred to as the Officers), the Past President, and three Members at Large and chairs of the standing committees, ie. Program, Membership, Newsletter, Professional Development and Nominating.

3. Election and Term of Office.
 - 3.1 The Officers and other members of the Board of Directors shall be elected by mail or email ballot vote of the membership. A Nominating Committee of members appointed by the Board of Directors shall make nominations for Officers of the Society and for members of the Board of Directors.
 - 3.2 The Nominating Committee shall present to the membership for election by mail or email ballot vote a slate of one or no more than two candidates for each of the offices of President, Secretary, and Treasurer, and a slate for each Board Member position to be filled by election. Other nominations may be made by petition of five percent of voting members in good standing. Such petitions must be received by the Secretary of the Society not less than 80 days before the Annual Meeting. The official ballot must be mailed or emailed to the voting membership not less than 60 days, and returned for tabulation not less than 30 days prior to the Annual Meeting. Members of the Society within the provisions of this Article may also cast write-in votes. A majority of votes shall be required for election.
 - 3.3 Term of Office. The officers of the Society shall be installed on January 1st immediately following their election and shall hold office for one to two years until the next appropriate annual meeting or until their respective successors shall have been duly elected and qualify.
 - 3.4 The terms of office for the President-Elect, the President, and the Past President shall each be two years. At the end of that term, the President-Elect shall become President, the President shall become the Past President, and the Past President shall be ineligible for elective office for one year. The terms of office of the Secretary and Treasurer shall be two years and they may be elected for successive terms. The terms of office of the Members at Large shall be two years and they shall not be eligible for the same office for one year after completion of their terms. The terms of the Members at Large shall be staggered so that no more than two terms expire each year.

4. Resignation. Any director may resign at any time by giving written notice to the President of the Society. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Society.

5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors for the unexpired term.

6. Regular Meeting. An annual meeting of the Board of Directors of the Society shall be held each year, at such time, day and place as shall be designated by the Board of Directors, for the purpose of transacting such business as may come before the meeting. The Board of Directors may, by resolution, provide for the holding of additional regular meetings.

7. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the president of the Society or by a majority of the voting directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

8. Notice. Notice of the time, day and place of any meeting of the Board of Directors shall be given not less than ten nor more than sixty days previous thereto by notice sent by mail, messenger, telegram, fax, email or telephone to each director at his or her address as shown by the records of the Society. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance at a meeting shall constitute a waiver of notice thereof, except where attendance is for the express purpose of objection to the call or convening of the meeting.

9. Quorum.
 - 9.1 A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except if less than a quorum of directors is present at such meeting, one-third of the of the directors present may adjourn the meeting from time to time without further notice. 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.

 - 9.2 Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear each other. Such participation in a meeting shall be deemed presence in person at such a meeting for purposes of determining the presence of a quorum and the conduct of such business as may come before such meeting.

10. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Society, or these By-Laws, the affirmative vote of a majority of the directors present at any meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

11. Written Consent. The Board of Directors with unanimous agreement may take action without assembling 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. A majority vote will carry the action.

12. Compensation. No director shall receive any compensation for services rendered in such capacity, except that the Board may by resolution provided for the reimbursement of actual travel and lodging expenses incurred in the performance of the duties of the director to the extent provided by such resolution.

Article VI

Officers

1. Officers. The officers of the Society shall consist of a President-Elect, a Past-President, a Secretary, and a Treasurer. The society shall have such other officers and assistant officers as the Board of Directors may from time to time deem necessary. Such officers shall have the authority and shall perform the duties prescribed from time to time by the Board of Directors. One person may hold more than one office, other than the offices of President and Secretary.
2. Election of Officers. The officers of the Society shall be elected by the voting membership as provided for in Article V, Section 3.
3. Term of Office. The officers of the Society shall be installed January 1st immediately following their election and shall hold office for the terms set forth in Article V, Section 3.3 until the next appropriate annual meeting or until their respective successors shall have been duly elected and qualified.
4. Resignation. Any officer may resign at any time by giving written notice to the President of the Society. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.
5. Removal. Any officer may be removed by the Board of Directors at any regular or special meeting of the Board at which a quorum is present, whenever in its judgment the best interests of the Society would be served thereby, but such removal will be without prejudice to the contract rights, if any, of the officer so removed.
6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled in the manner set forth in Article V, Section 4 of these By-Laws.
7. President.
 - 7.1 The President shall, subject to the overall guidance and supervision of the Board of Directors, give active direction and control of the business and affairs of the Society, and appoint Chairs of Standing and Ad Hoc Committee members as herein or later provided for. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall preside over all business meetings of the Board of Directors and members of the Society.
 - 7.2 The President may sign, with the Treasurer or other proper officer of the Society authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent (including hired staff) of the Society.

1.1 Executive Committee. The Executive Committee shall be composed of the President-Elect, President, Past President, Secretary, and Treasurer of the Society. The tasks of the Executive Committee are:

- (1) to review and assess the affairs of the Society;
- (2) to guide, oversee, and coordinate the activities of the Board of Directors and the Committees of the Society;
- (3) to propose issues and items for the agenda of the meetings of the Board of Directors;
- (4) to exercise the powers of the Board of Directors in the intervals between meetings;
- (5) to assist and advise the Treasurer in preparing and recommending to the Board of Directors, not less than one month before the beginning of the fiscal year, the budget for the following year;
- (6) to assist and advise the treasurer or managing the expenditure and income of the Society; and
- (7) to plan and carry out campaigns and other procedures, with the approval of the Board of Directors, to raise money for the conduct of the Society's business. The Executive Committee has the responsibility to make recommendations to the Board but does not have policy-making powers. The Executive Committee shall meet at regular intervals as deemed necessary to coordinate smooth functioning of the Society.

1.2 Nominating Committee.

- 1.2.1 The Nominating Committee shall consist of three members, one of whom shall be the immediate Past President of the Society, one of whom shall be currently on the Board of Directors and one of whom shall be from the general membership. The Past-president shall seek volunteers for this committee and have the volunteers in place by the end of the first quarter, March 31.
- 1.2.2 The Nominating Committee shall serve concurrently with the tenure of President. The Nominating Committee shall prepare a slate of candidates for Officers and Members of the Board in accordance with Article _____, Sections _____ and _____. The Nominating Committee shall present its slate to the Board of Directors. A majority vote of the Board shall constitute a veto of a slate or any portion thereof. Should the Nominating Committee fail to act, the Board of Directors shall fulfill the Committee's functions.
- 1.2.3 A slate of candidates for the Nominating Committee, with the exception of the Past President, shall be prepared by the Board of Directors and submitted to the membership of the Society for mail or email ballot vote in conjunction with the election of officers.

1.3 Membership Committee. The Membership Committee shall have the power and duty to evaluate and approve applications for the various categories of membership in accordance with the provisions of these By-Laws and shall keep the Board advised of all members who are exempt from the payment of dues under Article III, Section 13.2. The Membership Committee shall encourage applications from qualified persons.

- 1.4 Program Committee. The Program Committee shall be responsible for the planning and execution of meetings, workshops, and programs related to the purposes of the Society. The Committee shall, with the advice and consent of the Executive Committee, present its plans to the Board of Directors for approval. Approval of budgets related to the planning and execution of a function planned by the Program Committee may be approved by the Executive Committee by mail/email in the event a timely decision is required and a regular meeting of the Board of Directors cannot be called in time.
2. Term of Office. Each member of a committee shall serve concurrently with the tenure of the President, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.
3. Vacancies. Vacancies in the membership of committees may be filled by appointments made in the same manner as provided in the case of the original appointments.
4. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
5. Rules. Each committee may adopt rules for its own governance, subject to approval of the Board of Directors and provided that such rules shall not be inconsistent with these By-Laws or with rules adopted by the Board of Directors.

Article VIII

Contracts, Checks, Deposits, and Funds

1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these By-Laws, to enter in to any contract or execute and deliver any instrument in the name of the Board of Directors and on behalf of the Society. Such authority may be general or confined to specific instances.
2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or officers, agent or agents of the Society and in such manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or, with the advice and consent of the Treasurer, the President.
3. Deposits. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board of Directors or its designated agent or agents may select.
4. Gifts. The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Society.

- 1.4 Program Committee. The Program Committee shall be responsible for the planning and execution of meetings, workshops, and programs related to the purposes of the Society. The Committee shall, with the advice and consent of the Executive Committee, present its plans to the Board of Directors for approval. Approval of budgets related to the planning and execution of a function planned by the Program Committee may be approved by the Executive Committee by mail/email in the event a timely decision is required and a regular meeting of the Board of Directors cannot be called in time.
2. Term of Office. Each member of a committee shall serve concurrently with the tenure of the President, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.
3. Vacancies. Vacancies in the membership of committees may be filled by appointments made in the same manner as provided in the case of the original appointments.
4. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
5. Rules. Each committee may adopt rules for its own governance, subject to approval of the Board of Directors and provided that such rules shall not be inconsistent with these By-Laws or with rules adopted by the Board of Directors.

Article VIII

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1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these By-Laws, to enter in to any contract or execute and deliver any instrument in the name of the Board of Directors and on behalf of the Society. Such authority may be general or confined to specific instances.
2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or officers, agent or agents of the Society and in such manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or, with the advice and consent of the Treasurer, the President.
3. Deposits. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board of Directors or its designated agent or agents may select.
4. Gifts. The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Society.

Article IX

Miscellaneous Provisions

1. Fiscal Year. The fiscal year of the Society shall commence on January 1 and terminate on December 31.
2. Form of Notice. Whenever under the provisions of these By-Laws, the Articles of Incorporation of the Society, or statute, notice is required to be given to a director, committee member, or officer, such notice shall be given in writing, by first-class, email, fax, certified, or registered mail or by express delivery service, with postage or express delivery charges thereon pre-paid, to such person at his or her address as it appears on the records of the Society. Such notice shall be deemed to have been given when deposited in the United States mail or delivered to the express delivery service. Notice may also be given by telegram, telex, facsimile, or telephone, and will be deemed given when received, if followed by a writing mailed on the same day or the next day.
3. Books and Records. The Society shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members of its Board of Directors.

Article X

Dissolution

On dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Society, distribute all assets of the Society to the Group Psychotherapy Foundation affiliated with the American Group Psychotherapy Association, Inc., to be used for the education and training of group therapists in a manner consistent with the purposes of the Foundation.

Article XI

Amendments

1. Amendments to the By-Laws may be proposed by any member of the Society for mail vote under the following conditions: (a) if the proposed amendment is introduced at the Annual Business Meeting or a special meeting of the membership of the Society and two-thirds of the entire membership for mail vote, or (b) if the proposed amendment is submitted to or originates in the Board of Directors and two-thirds of the Board Members present vote in favor of submitting it to the entire membership for mail vote.
2. The ballots on any amendment so directed to be submitted to the entire membership, for a mail vote, must be returned within 30 days of the day of mailing to be counted. The affirmative vote of the majority of the ballots so returned shall be necessary and sufficient for the adoption of such amendment or amendments.
 - 2.1 Any rephrasing, rewording, reorganizing or renumbering of the By-Laws, the sole purpose of which is to eliminate redundancy, poor use of language or to bring a new By-Law or By-Law revision into its correct sequence may be authorized by two-thirds vote of the Board of Directors provided that such changes do not represent a substantive change in the intent or spirit of the By-Laws. In such instances a mail referendum of the membership shall not be required.
3. All amendments as approved shall be submitted to the office of the American Group Psychotherapy Association.